BUSINESS MEETING
RESOLUTIONS 2020/21

21st May 2021 at 7.00pm

2021 Video Presentation and
Annual Report 2019/20

https://www.rotarygbi.org/members/events/abm/
Introduction

These introductory notes are for the benefit of all voting delegates attending the online business meeting.

The meeting will be regulated under the Association’s Standing Orders, which are contained in the RIBI Constitutional documents pages 31 to 37 (issued July 2020).

The 2021 Business Meeting is being conducted online, using the Zoom platform for all voting delegates. The facility to address the meeting will be made available and full instructions will be issued in advance.

The proposer for each resolution will be allowed 5 minutes to state their case. All other speakers will be allowed 3 minutes. The proposer will be allowed a further 3 minutes to exercise their right of reply. The reply shall be strictly confined to answering previous speakers, and any new matter shall not be introduced into the debate.

As with a face-to-face business meeting, warnings will be issued when one minute of speaker time remains. The audio will be switched off when the permitted time has expired unless the business meeting approves an extension in advance. The Chairman has indicated that these rules will be enforced.

Use of the ‘question’ facility within the online webinar environment may also be used to raise points for debate. These will be reviewed by the Constitutions Committee and brought forward for the Chairman to reference back to the participating delegates.

Standing Order 16 Amendments to be in Writing – Every amendment shall be moved and seconded by a duly accredited voting delegate and shall be reduced to writing, signed by the mover, and forwarded to the General Secretary of the Association not later than seven days before the date of the business meeting, and shall be read before it is further discussed or put to the meeting. However, the Chairman may waive such requirement on the basis that the proposed amendment is clearly understandable and straightforward as orally stated by the proposer of such amendment and a written copy is submitted via the online question system. No voting delegate shall move or second more than one amendment to any individual resolution.

Standing Order 4 Rules as to speeches – reply – A Rotarian shall not, unless by leave of the Chairman, address the business meeting more than once on any proposed resolution or amendment, but the mover of an original proposed resolution, or of an amendment which has become the substantive resolution, may reply.

To clarify any matter, the Chairman of the Constitutions committee and General Secretary are permitted to address the meeting.

We realise that these are most unusual times and that voting delegates may not be able to attend the meeting as it happens live. Therefore, the following provisions have been made to be as inclusive as possible:

- Text based questions and some audio questions can be raised throughout the live meeting and will be responded to by the constitutions Committee in real time.
- Questions can also be submitted by email to governance@rotarygbi.org until Thursday 20th May. A complete list of those questions, along with responses from the Constitutions Committee will be posted here the following week. Text questions and responses from the live meeting will also be included in this list.
- All voting will take place in the 2 weeks immediately following the meeting via Electronic Ballot. Voting will open at 11am Monday 24th May 2021 and close at 11pm Sunday 6th June 2021.
Rotary GB&I Business Meeting 2020 - Agenda

1. Progress Update on Rotary International Great Britain and Ireland
President of the Association, Tom Griffin shall report on the progress made for the Association during 2020/21 and future its plans.

Immediate Past President Donna Wallbank will present the annual report of the Governing Council for the year 2019/20.

• Report of the Rotary GB&I Disaster Recovery Trust - to be taken as read questions only
• Report of the Rotary GB&I Premises Trustee - to be taken as read questions only

3. Report by the Director of Rotary International

Honorary Treasurer Keith Hopkins will present the annual accounts of the Association for the year 2019/20. After discussion the following resolution will be put to the meeting:

That the audited statements of account for the year ended 30th June 2020 be adopted.

5. Auditors
That Burgis and Bullock, Chartered Accountants and Registered Auditors, be reappointed auditors to the Association for 2021/22 accounts.

6. Nominations
District Governors for 2023/24 are formally presented for nomination to the Board of Rotary International:

<table>
<thead>
<tr>
<th>District Governors 2023/24:</th>
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<th>District Governors 2023/24:</th>
</tr>
</thead>
<tbody>
<tr>
<td>District 1010 – James Hatter</td>
<td>District 1100 – Anne Bartholomew</td>
<td>District 1190 – Pamela Holgate</td>
</tr>
<tr>
<td>District 1020 –</td>
<td>District 1110 – George Phillips</td>
<td>District 1200 – Stuart Gilbert</td>
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<tr>
<td>District 1030 – Christopher Baylis</td>
<td>District 1120 – Raymond Seager</td>
<td>District 1210 – Mukunda Chidrawar</td>
</tr>
<tr>
<td>District 1040 – David Phillips</td>
<td>District 1130 – Suraiya Kassamally</td>
<td>District 1220 –</td>
</tr>
<tr>
<td>District 1060 – Amal Rampal</td>
<td>District 1145 – Annemarie van Bochove Allen</td>
<td>District 1230 –</td>
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<tr>
<td>District 1070 – David Kendrick</td>
<td>District 1150 – Mary Adams</td>
<td>District 1240 – David Willis</td>
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<tr>
<td>District 1080 – Malcolm Buge</td>
<td>District 1160 – Kenny Fisher</td>
<td>District 1260 – Barbara Middleton</td>
</tr>
<tr>
<td>District 1090 –</td>
<td>District 1175 –</td>
<td>District 1285 – Swati Mukherjee</td>
</tr>
</tbody>
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7. Proposed budget for 2021/22

After discussion, the following resolutions will be put to the business meeting:

That the 2021/22 Budget incorporating an annual subscription of £67 per member, be adopted.
That the forecast for 2022/23, incorporating an annual subscription of £70 per member, be approved.
That the forecast for 2023/24, incorporating an annual subscription of £71 per member, be approved.
## 8. Resolutions to the Rotary GB&I Business Meeting 2021 Overview

<table>
<thead>
<tr>
<th>Resolution Number with Purpose and Effect</th>
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<tbody>
<tr>
<td><strong>20/21:01 To reform the governing body of the Association</strong></td>
</tr>
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<td>This resolution will, have the cause and effect of:</td>
</tr>
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<td>(i) Changing the membership of the Association’s governing body so as to reduce it in size and create continuity of membership.</td>
</tr>
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<td>(ii) Providing a method of selection of the governing body with a view to the membership of the governing body having the skills, background, and experience relevant to its role.</td>
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<td>(iii) Removing the need for an Executive Committee.</td>
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<tr>
<td>(iv) Establishing a forum for District Governors to liaise and to share matters of common concern.</td>
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<td><strong>20/21:02 To amend the CONSTITUTION and BYLAWS of Rotary International.</strong></td>
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<td>The effect of this resolution is to widen the skill set and open opportunity for Rotarians to serve on the committee.</td>
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RESOLUTION 20/21:01
To reform the Governing Body of the Association.

PROPOSED BY THE GOVERNING COUNCIL

IT IS HEREBY RESOLVED by Rotary International in Great Britain and Ireland that with effect from 1 July 2022, the BYLAWS OF ROTARY INTERNATIONAL IN GREAT BRITAIN AND IRELAND be and are hereby amended as follows:

The current version of the Bylaw(s) affected by this change may be read in the RIBI Constitutional Documents available online.

Bylaw 1 Definitions

In these Bylaws, the words shall have the following meanings:

RI Director The member of the Board of Directors of Rotary International elected from among the clubs of the area

Chair A Rotarian appointed in accordance with these by-laws to chair the Rotary GB & I Board

Board The General Council of the Association

Rotary year A period of twelve months commencing on 1 July

Bylaw 2 General Council

Clause 1 Governing Body

a) The General Council (The Rotary GB & I Board – hereinafter referred to as ‘The Board’) shall consist of:
   The Chair
   The Chair-Elect
   The Chair-Nominee
   The Honorary Treasurer
   The General Secretary
   A District Governor-Nominee (six-month term 1st January to 30th June)
   A District Governor-Elect
   A District Governor
   An Immediate Past District Governor (six-month term 1st July to 31st December)
   Five General Members

b) The General Secretary shall have no vote. In the event of a tie in any vote, the Chair or other member presiding shall have a second or casting vote.

Insert as Clause 2 – Powers and Duties
Insert current Bylaw 2, Clause 3 – Powers and Duties as per current Bylaws, renumbered, and subject to the addition of three new duties:

- The Board shall consult the District Governor Forum on all significant matters, including the Strategic Plan and the Business Plan of the Association, provided that notwithstanding any representations made by the District Governor Forum, the decision on such matters by the Board shall be final.

- A scheme of delegated authority shall be established under which the District Governor Forum (see Bylaw 4) may make decisions without reference to the Board. Such scheme may be periodically reviewed, and modified by agreement between the Board and the DG Forum. In the event of the Board and Forum being unable to agree, the matter shall be referred to the Business Meeting for determination.

- It shall be the duty of the Board, to submit a report to the Business Meeting for consideration and adoption. Copies of such reports shall be circulated by the General Secretary to all clubs at least twenty-one days before the date of the Business Meeting.

**Clause 3 - Meetings of the Board**

a) The Board shall meet at such times and places as it may determine, but not less than four times in each year. The Chair shall have the power to invite such other persons to attend its meetings as shall be considered necessary.

b) A special meeting of the Board shall be convened upon the written request to the General Secretary of the Association by a majority of the members of the Board.

c) The quorum for the transaction of all business at meetings of the Board except in cases requiring a larger vote under these Bylaws shall be a majority of the members, including not less than one Officer of the Association other than the General Secretary.

**Insert current Clause 5 – Notice of Meetings and Agenda: renumbered to Clause 4 and with reference to “Governing Council” replaced with “Board”**

**Insert current Clauses 6 and 7 – Method of Voting and Voting by electronic means renumbered as Clause 5**

**Clause 6 Tenure of Office of Board Members**

a) The Chair-Nominee shall serve for a period of one year. At the expiry of that year, he or she shall assume the office of Chair-Elect for a period of one year. At the expiry of that year, he or she shall assume the office of Chair for a period of one year.

b) The Honorary Treasurer shall hold office for a period of three years.

c) The District Governor-Nominee shall serve for a period of six months commencing on 1 January. At the expiry of this period, he or she shall serve as a member of the Board as District Governor-Elect for a period of one year. At the expiry of that year, he or
she will serve as District Governor for one year. At the expiry of that year, he or she will serve as Immediate Past District governor for a period of six months commencing on 1 July.

d) The General Members shall serve for a period of three years.

At the expiry of their term of appointment, members of the Board shall not be eligible for re-appointment, provided that:

(i) A person who has served as a member of the Board as District Governor-Elect or District Governor shall be eligible for election as Chair-Nominee or appointment as a General Member.

(ii) A person who has served as Chair or as a General Member shall be eligible for appointment to the Board after the expiry of three years.

(iii) A person who has served as a General Member shall be eligible for election as Chair-Nominee or Honorary Treasurer

(iv) A person who has served as Honorary Treasurer shall be eligible for election as Chair-Nominee or as a General Member after the expiry of three years.

Clause 7 Appointment of Board Members

a) The Chair-Nominee shall be elected as set out in Bylaw 3, Clauses 4 & 5 during the Rotary year preceding the July 1 in which he or she is to take up office.

b) The Honorary Treasurer shall be elected as set out in Bylaw 3, Clauses 4 & 5 not less than twelve and not more than eighteen months before the 1 July in which he or she is to take up office.

c) The District Governor-Nominee shall be elected during the first half of his or her year as district governor-nominee by the governor-nominees of the districts in the area and in any event no later than the 31st December

d) The General Members shall be appointed by an Appointments Panel as set out in Bylaw 3, Clause 7 during the Rotary year preceding the July 1 in which they are to take office.

e) In the event of a District Governor-Nominee, District Governor-Elect or District Governor being unable to attend a Board meeting, a deputy to attend in his or her stead shall be elected by the relevant cohort.

Clause 7A – Transitional Arrangements

a) During Rotary year 2021/22, the Nominating Committee shall nominate for election a Chair, Chair-Elect, and Chair-Nominee to assume office on 1 July 2022.

b) During Rotary year 2021/22, the appointments Panel shall appoint five General Members: one to serve one year; two to serve for two years; and two to serve for three years, provided that the General Member appointed to serve for one year shall be eligible for appointment to a three-year term on the expiry of his/her initial one-year term.

c) During Rotary year 2021/22 the District Governors-Nominee shall select one of their number to serve on the Board as District Governor-Elect, and the District Governors-Elect shall select one of their number to serve on the Board as District Governor.
d) The term of office of the Rotarian elected to serve as Honorary Treasurer for the Rotary year 2021/22 shall be extended to 30 June 2024.

**Clause 8 – Qualifications and Duties of Board Members**

1. Qualifications

a) Every member of the Board must be an active member of a Rotary club in the area.

b) No District Governor may serve as Chair, Chair-Elect, or Chair-Nominee.

c) No District Governor may simultaneously hold the office of or be nominated as Honorary Treasurer of the Association.

d) No candidate for office as Chair-Nominee or as Honorary Treasurer of the Association shall be a member of the Constitutions committee.

e) The Honorary Treasurer shall be financially qualified and experienced in accounting practices and shall have served on the RIBI Finance Committee for a minimum of one year and previously as a District Treasurer for a minimum of three years.

2. Duties

a) **Chair** - The Chair shall preside at all meetings of the Board, and shall supervise the work and activities of the Association.

b) **Honorary Treasurer** - The Honorary Treasurer shall be the custodian of the funds of the Association. The Honorary Treasurer’s other duties shall be as determined by the Board.

c) **General Secretary** - The General Secretary shall be the active managing Officer of the Association under the supervision of the Chair and the control of the Board. The General Secretary’s duties shall be as contained within these *Bylaws* and such other responsibilities as defined by the Board.

**Clause 9 Termination**

i) Any member of the Board who ceases to meet the qualifications set out in Clause 8 shall immediately cease to be a member of the Board.

ii) The District Governor, District Governor-Elect and District Governor-Nominee members of the Board shall cease to be members of the Board if they cease to hold office as district governor, district governor-elect or district governor-nominee as appropriate.

iii) A member of the Board other than the General Secretary, and one serving as District Governor-Elect, District Governor or District Governor-Nominee may be removed for cause in accordance with the following procedure.

a) Where a complaint has been received against a member of the Board which is of sufficient seriousness that, if upheld, it might justify the termination of membership of the Board, the complaint shall be referred to a panel comprising three members, each of whom has held one of the following
offices: President of the Association; Leader of the Association; Chair of the Rotary GB & I Board, RI Director (when from within the area)

b) The panel shall investigate any such complaint, giving both the complainant and the individual complained against an opportunity to be heard, and shall then either dismiss the complaint or terminate the Board membership of the individual complained against.

c) If the panel decides to terminate the membership, the individual complained about shall have a right of appeal to the Council of Past Presidents and Directors in accordance with Bylaw 2, Clause 15, paragraphs (f) and (g).

iv) A District Governor-Nominee, District Governor-Elect or District Governor may be removed from the Board by a two-thirds majority vote of the relevant cohort.

**Clause 10 Vacancies**

a) **Chair of the Board** – in the event of a casual vacancy in the office of Chair of the Board, the Chair-Elect shall succeed to the office.

b) **Chair-Elect** – in the event of a casual vacancy in the office of Chair-Elect, the Chair-Nominee shall succeed to the office.

c) **Chair-Nominee** – in the event of a casual vacancy in the office of Chair-Nominee, unless the succeeding Chair-Nominee has been elected, in which case he or she shall succeed, an election shall be held in accordance with Bylaw 3, Clauses 4 & 5.

d) **Honorary Treasurer** - In the event of a casual vacancy in the office of Honorary Treasurer, the Honorary Treasurer-Elect shall succeed to the office. In the event of a casual vacancy arising prior to the election of a successor, an election shall be held in accordance with Bylaw 3, Clauses 4 & 5, the successful candidate to be elected to serve a full three-year term. Pending completion of such an election, the Board may appoint an interim Treasurer.

e) **District Governor, District Governor-Elect or District Governor-Nominee** – a casual vacancy in either of these positions shall be filled by the relevant DG, DGE or DGN cohort.

f) **General Member** – in the event of a casual vacancy in the office of General Member, the Appointments Panel shall appoint a replacement.

g) **Term of Appointment**. A person appointed to membership of the Board as a result of a casual vacancy shall serve the unexpired term of the position which they are filling. If the individual so appointed serves in that capacity for one year or less, he or she will be eligible for subsequent appointment to the Board for a full term.

**Insert current Clause 8** – Administrative Committees: renumbered to **Clause 11** and reference to “Governing Council” replaced with “Board”

Rename as “Standing Teams”
Delete reference to Executive Committee and renumber subsequent paragraphs accordingly.

In (g) General Provisions:

Rerword 2 as follows:

No District Governor shall serve as Chairman or voting member of any Team appointed by the Board.

Delete 3 – which relates to duty of Executive to report to the General Council. Replaced by duty on Board to report to the Business Meeting.

Insert new Clause 12

The Board may appoint such teams as it deems necessary to ensure the effective discharge of its functions and duties, and shall determine the Terms of Reference, Membership and Quorum of such teams.

Insert current Clause 9 - Control and Supervision renumbered as Clause 13, to read:

a) The Board shall exercise general control and supervision including taking any appropriate action over all teams, District Councils, Officers of the Association, District Governors and individual members of the Board in all matters pertaining to the administration of Rotary within the Area.

b) Except as provided in these Bylaws the Board shall determine the terms of reference and duties of all teams.

Insert new Clause 14

The quorum for all teams shall be as prescribed by the Board, failing which it shall be a majority of the voting members of the team.

Insert current Clause 11 – Council of Past Presidents: renumber as Clause 15, replace “Governing Council” with “Board” and add to membership “Past Chairs of the Board”.

Delete current Bylaw 3 – Officers

Insert New Bylaw 3 – Appointments and Elections

Clause 1 – Election of Director

The Director of Rotary International shall be nominated and elected by all the clubs in RIBI in such form and at such time as the Board shall determine.
Clauses 2 and 3 – Director of Board of Rotary International and Selection Advisory Committee

for Director

Insert current Clauses 4 and 5 of Bylaw 9 amended:

a) To include past Directors and past Chairs of the Board in Clause 5 (1) – composition of the Selection Advisory Committee, and

b) To replace reference to “Governing Council” with “Board”.

Clause 4 – Election of Chair-Nominee and Honorary Treasurer

Administration

The Chair-Nominee and Honorary Treasurer shall be elected by all the clubs in accordance with the Nominating Committee procedure set out in Clauses 5 and 6 below

Proposals

a) In each year, any club in the area may propose for election one active member for the office of Chair-Nominee. The club must first be satisfied that such person, if elected, would be willing to act. The name so proposed shall be submitted on the prescribed form issued by the General Secretary of the Association and shall be signed by the club secretary and one other officer of the club, and must be delivered to the General Secretary of the Association not later than 15th July.

b) In each relevant year any club in the area may propose for election one active member for the office of Honorary Treasurer. The club must first be satisfied that such person, if elected, would be willing to act. The name so proposed shall be submitted on the prescribed form issued by the General Secretary of the Association and shall be signed by the club secretary and one other officer of the club, and must be delivered to the General Secretary of the Association not later than 15th July in each relevant year.

Clause 5 - Nominating Committee for Chair-Nominee and Honorary Treasurer

a) Composition - After 15th July a Nominating Committee for Chair-Nominee and, if required, Honorary Treasurer shall be elected in accordance with the following provisions:

1. The committee shall consist of seven members, namely two serving District Governors and five members from the district council nominees.

2. The committee shall be elected by the District Governors by means of the single transferable vote.

3. In the event of a member of the committee being unable to attend its meeting the vacancy shall be filled by the next ranked candidate in the appropriate group. Up to two members of the district council nominees’ group need not be past Officers of Rotary International, but if not, must have served at least two full terms on a District Executive Committee.

4. The election of members of the committee will be according to procedures approved by the Board.

b) District Council Nominees - Each District Council may propose a past Officer of Rotary International, or a non-past Officer of Rotary International, provided that person has served at least two full terms on the District Executive Committee, who shall be an active
member of a club in its own district (their previous consent to act having been obtained) for election to the committee, provided that the District Governor shall not be eligible. Each district council may determine the manner in which such person shall be selected. The name of the Rotarian selected shall be delivered by the district secretary on the prescribed form to the General Secretary of the Association not later than 15th July.

c) **Eligibility** - No candidate nominated for office nor any member of the Board shall be eligible for membership of the committee. Neither a current nor incoming Director of Rotary International shall be eligible for membership of the committee. No Rotarian may serve as a member of the committee for a longer consecutive period than three years. District Council nominees will be measured against a published role description, person specification and competencies.

d) **Procedure** - The committee shall be convened by the General Secretary of the Association as soon as practicable after election and shall appoint its own chairman. The committee will operate according to procedures approved by the Board.

e) **Duties** - The committee shall consider the proposals received and, if it considers it advisable so to do, nominate one of the candidates proposed to it for election, such nomination to be communicated in writing by the General Secretary of the Association to the clubs.

f) **Declaration** – If no challenging candidate is proposed within twenty-one days of the nomination being communicated to clubs, the committee’s nominee shall be declared elected.

**Clause 6 – Proposal of Challenging Candidates**

a) Any club in the area may propose a challenging candidate. The challenging candidate must have been proposed to the Nominating Committee. The name of the challenging candidate shall be submitted by a resolution of the club at a regular meeting, and must be concurred to by a majority of clubs in at least two districts. The concurrence may be obtained at a district council meeting or by ballot-by-mail. The concurrence must be certified to the General Secretary by the district governor.

b) On receipt of a valid challenge, the General Secretary shall conduct a ballot in accordance with arrangements approved by the Board. If there are more than two candidates, the ballot shall be by means of the single transferable vote. In the event of a tie in voting, where there are only two candidates, the District Governor Forum shall select one of such candidates as the successful candidate.

**Insert New Clause 7 – Appointment of General Members of the Board**

**Applications**

Any qualified person seeking appointment to the Board as a General Member may submit their name to the General Secretary on the prescribed form.

**Appointment Panel**
The General Members of the Board shall be appointed by an Appointments Panel composed on the same basis as the Nominating Committee as set out in Clause 5 above, provided

(a) that the Panel may engage the services of suitably qualified individual(s) to attend its meetings and to advise it, and may pay a fee and expenses to such individual(s), and

(b) paragraphs (d), (e) and (f) above shall not apply, and the following paragraphs shall be of effect:

(c) **Procedure** - The Panel shall be convened by the General Secretary of the Association as soon as practicable after election and shall appoint its own chairman. The committee will operate according to procedures approved by the Board.

(d) **Duties** - The Panel shall consider the applications received and, if it considers it advisable so to do, appoint such persons as it deems appropriate to such positions on the Board as may be vacant. The Panel’s decisions shall be final and shall be communicated in writing by the General Secretary of the Association to the clubs.

(e) **Term** – A new Panel shall be convened each year, and its members shall serve for the purposes of making annual appointments and filling any casual vacancies until a new Panel is appointed.

**Insert new Bylaw 4 – District Governor Forum**

There shall be convened a District Governor Forum comprising the RI Director for the area and the district governors. The Forum shall meet not less than four times per annum, provided that such meetings may be convened by electronic means.

The District Governor Forum shall be chaired by the RI Director nominated from the area. Where there is no RI Director nominated form this area, the Forum shall elect an active Rotarian from the area to be Chair of the Forum. The chair will have no vote. An RI Director for the area who is not nominated from the area will be an *ex-officio* member of the Forum.

The Forum shall:

a) Discharge the functions allocated to it in these Bylaws, including those granted under the agreed scheme of delegation.

b) Be consulted by the Board as set out in Bylaw 2, Clause 2 above

c) Conduct such other business as the members of the Forum shall deem appropriate, save those specifically reserved to the Board by the agreed scheme of delegation.

With the exception of the current Bylaw 9, which is deleted, the remaining by-laws are unchanged, save for any necessary renumbering and substitution of “Board” for “Governing Council”

**PURPOSE AND EFFECT**

This resolution shall have the cause and effect of:

(i) Changing the membership of the Association’s governing body so as to reduce it in size and create continuity of membership.
Providing a method of selection of the governing body with a view to the membership of the governing body having the skills, background and experience relevant to its role.

Removing the need for an Executive Committee

Establishing a forum for District Governors to liaise and to share matters of common concern.

To read the effect of these changes in full see Appendix 1 pages 16-33.

**FINANCIAL IMPACT**

*No significant financial impact.*

**REPORT OF THE CONSTITUTIONS COMMITTEE**

This Resolution will, to be adopted, require the votes of not less than two-thirds of the voting delegates present and voting (RIBI Article 12 and 15 (1) and RIBI Bylaws 7 and 16).

*Note:* the changes to the Constitution and Bylaws of RIBI effected by this resolution shall not come into effect until 1 July 2022.
RESOLUTION 20/21:02
To amend the CONSTITUTION and BYLAWS of Rotary International.

PROPOSED BY THE GOVERNING COUNCIL
IF RESOLUTION 20/21:01 IS PASSED IT IS HEREBY RESOLVED that Rotary International in Great Britain and Ireland submit the following Enactment to the 2022 RI Council on Legislation and withdraw Resolution 2019/20:02

IF THIS RESOLUTION IS PASSED THIS WILL RESULT IN:
To amend the CONSTITUTION of Rotary International as follows:

**Article 7 Officers**
**Section 1 — Titles.** The officers of RI shall be president, president-elect, vice-president, treasurer, other directors, general secretary, district governors, and the president, immediate past president, vice-president **chair**, chair-elect, and honorary treasurer of RI in Great Britain and Ireland.

To amend the BYLAWS of Rotary International as follows:
**11.040. Nominations for Officers of RIBI.**
Nominees for president, vice-president **chair**, chair-elect and honorary treasurer of RIBI shall be selected, proposed, and nominated pursuant to the Bylaws of RIBI.

To amend the CONSTITUTION of RI in Great Britain and Ireland as follows:

**Article 8 Officers**
The Officers of the Association shall be the President, Immediate Past President, Vice-President, Chair, Chair-Elect, Honorary Treasurer and the General Secretary.

**PURPOSE AND EFFECT**
This enactment simply changes the title of the Rotarian who chairs the RIBI General Council from “president” to “chair”. In the rest of the world the title “president” applies only to club presidents and the president of RI. This enactment seeks to remove any potential confusion between the RIBI president and the president of RI.

**FINANCIAL IMPACT**
*No financial impact.*

**REPORT OF THE CONSTITUTIONS COMMITTEE**
This Resolution will, to be adopted, require the votes of not less than two-thirds of the voting delegates present and voting (RIBI Article 12 and 15 (1) and RIBI Bylaws 7 and 16).
RESOLUTION 20/21:03
To amend the composition of the Operations Review and Audit Committee to widen the skill sets and open opportunity for Rotarians to serve on the committee.

PROPOSED BY THE GOVERNING COUNCIL
IT IS HEREBY RESOLVED by Rotary International in Great Britain and Ireland that the BYLAWS OF ROTARY INTERNATIONAL IN GREAT BRITAIN AND IRELAND be and are hereby amended as follows:

The current version of the Bylaw(s) affected by this change may be read in The RIBI Constitutional Documents available online.

IF THIS RESOLUTION IS PASSED THIS WILL RESULT IN:

Bylaw 2, Clause 8(e) RIBI Constitution and Bylaws

e) Operations Review and Audit Committee – shall consist of a Chairman and four members. At least one member of the Committee shall have appropriate financial understanding and experience. It shall monitor the effectiveness and efficiency of the operations of the Association, shall oversee such financial and other affairs which affect the interests of the members, and shall perform such other oversight functions as may be requested from time to time by Governing Council.

PURPOSE AND EFFECT
This resolution shall have the cause and effect of widening the skill sets of the Operations Review and Audit Committee and open the opportunity to a greater number of Rotarians to serve on the said committee.

FINANCIAL IMPACT
No financial impact.

REPORT OF THE CONSTITUTIONS COMMITTEE
This Resolution will, to be adopted, require the votes of not less than two-thirds of the voting delegates present and voting (RIBI Article 12 and 15 (1) and RIBI Bylaws 7 and 16).
APPENDIX 1

IF RESOLUTION 20/21:01 IS PASSED THIS WILL RESULT IN:

Bylaw 1  Definitions
In these Bylaws, the words shall have the following meanings:

RI Director  The member of the Board of Directors of Rotary International elected
             From among the clubs of the area

Chair  A Rotarian appointed in accordance with these by-laws to chair the
        Rotary GB & I Board

Board  The General Council of the Association

Rotary year  A period of twelve months commencing on 1 July

Bylaw 2  General Council

Clause 1 - Governing Body
The General Council (hereinafter referred to as “The Rotary GB & I Board – ‘the Board’”) shall
consist of:

The Chair
The Chair-Elect
The Chair-Nominee
The Honorary Treasurer
The General Secretary
A District Governor-Nominee (six-month term 1st January to 30th June)
A District Governor-Elect
A District Governor
An Immediate Past District Governor (six-month term 1st July to 31st December)
Five General Members

The General Secretary shall have no vote. In the event of a tie in any vote, the Chair or other
member presiding shall have a second or casting vote.

Clause 2 – Powers & Duties
a) General  The Board shall have the control and oversight of the affairs and funds of
the Association, including the power to appoint and replace trustees in connection
therewith, and subject to the provisions of these Bylaws may regulate its own
proceedings. Its administrative decisions shall be final, but on any other matters a
club may appeal against a decision within 12 months thereof to the next business
meeting of the Association. No such appeal shall be heard unless the General
Secretary of the Association has received written notice not less than twenty-one days
before the commencement of the said business meeting.

b) Duties
The Board shall:
   •   Determine the Strategic Plan of the Association, which shall be consistent
       and in harmony with the Strategic Plan of Rotary International
• Approve the Business Plan of the Association which shall set out how the Strategic Plan is to be delivered
• Recommend a three-year rolling financial plan of the Association for adoption at the business meeting.
• Receive the Annual Accounts of the Association for approval by the membership at the said business meeting.
• Ensure a scheme of delegated authority shall be established under which the District Governor Forum (see Bylaw 4) may make decisions without reference to the Board. Such scheme may be periodically reviewed and modified by agreement between the Board and the DG Forum. In the event of the Board and Forum being unable to agree, the matter shall be referred to the Business Meeting for determination.
• Consult the District Governors Forum on all significant matters, including the Strategic Plan and the Business Plan of the Association, provided that notwithstanding any representations made by the District Governors Forum, the decision on such matters by the Board shall be final.
• Submit a report to the Business Meeting for consideration and adoption. Copies of such reports shall be circulated by the General Secretary to all clubs at least twenty-one days before the date of the Business Meeting.

c) **Borrowing Powers** - In controlling the management of the affairs of the Association the Board shall be empowered to exercise such borrowing powers as may from time to time appear necessary but shall at no time incur indebtedness in excess of the net assets of the Association then existing.

d) **Teams** - Except where such membership is otherwise defined in these Bylaws the Board shall appoint the members of those standing teams prescribed by these Bylaws. The Board Chair shall be an ex-officio member of all standing teams.

e) **Publications** - The Board shall publish an official magazine for the Association and any other literature it considers desirable.

f) **Variation of Dates** - The Board may by reasonable notice to the clubs in the Area vary dates prescribed in these Bylaws, and in the Standard RIBI Club Constitution and Bylaws relating to conferences, meetings, proposals, nominations and elections.

g) **General Secretary** - The Board shall have responsibility for the appointment of, or the termination of, the tenure of office of the General Secretary of the Association.

**Clause 3 - Meetings of the Board**

a) The Board shall meet at such times and places as it may determine, but not less than four times in each year. The Chair shall have the power to invite such other persons to attend its meetings as shall be considered necessary.

b) A special meeting of the Board shall be convened upon the written request to the General Secretary of the Association by a majority of the members of the Board.

c) The quorum for the transaction of all business at meetings of the Board except in cases requiring a larger vote under these Bylaws shall be a majority of the members, including not less than one Officer of the Association, other than the General Secretary.
**Clause 4 – Notice of Meetings & Agenda**

Notice of the meetings of the Board, together with a copy of the agenda, shall be sent by the General Secretary to all members of the Board at least fourteen days before each meeting. Matters other than those included in the agenda shall not be discussed or voted upon except by the consent of the majority of the members of the Board present.

A decision upon any non-administrative matter introduced under this last-named procedure shall be subject to confirmation at the next meeting of the Board or by the procedure prescribed in Clause 5b below.

**Clause 5 – Method of Voting and Voting by electronic means**

a) **Method of Voting** - At meetings of the Board, votes shall be taken by a show of hands or electronic means. In the event of the votes being equal the Chair shall have a second or casting vote. The General Secretary shall have no vote.

b) **Voting by Email** - The Board may with the approval of the Chair vote by email on any proposition. The voting shall be considered closed at the end of fourteen days after posting of the proposition, provided that the quorum of the Board shall have returned their votes by that time, or at any time prior thereto if all the members of the Board shall have then returned their votes. All such decisions shall be minuted at the next meeting of the Board.

**Clause 6 – Tenure of Office of Board Members**

a) The Chair-Nominee shall serve for a period of one year. At the expiry of that year he or she assume the office of Chair-Elect for a period of one year. At the expiry of that year he or she shall assume the office of Chair for a period of one year.

b) The Honorary Treasurer shall hold office for a period of three years.

c) The District Governor-Nominee shall serve for a period of six months commencing on 1 January. At the expiry of this period, he or she shall serve as a member of the Board as District Governor-Elect for a period of one year. At the expiry of that year, he or she will serve as District Governor for one year. At the expiry of that year, he or she will serve as Immediate Past District governor for a period of six months commencing on 1 July.

d) The General Members shall serve for a period of three years.

At the expiry of their term of appointment, members of the Board shall not be eligible for re-appointment, provided that:

(i) A person who has served as a member of the Board as District Governor-Elect or District Governor shall be eligible for appointment as Chair-Nominee or as a General Member.

(ii) A person who has served as Chair or as a General Member shall be eligible for re-appointment to the Board after the expiry of three years.

(iii) A person who has served as a General Member shall be eligible for election as Chair-Nominee or Honorary Treasurer

(iv) A person who has served as Honorary Treasurer shall be eligible for election as Chair-Nominee or appointment as a General Member after the expiry of three years.
**Clause 7 – Appointment of Board Members**

a) The Chair-Nominee shall be elected as set out in Bylaw 3, Clauses 4 & 5 during the Rotary year preceding the July 1 in which he or she is to take up office.

b) The Honorary Treasurer shall be elected as set out in Bylaw 3, Clauses 4 & 5 not less than twelve and not more than eighteen months before the July 1 in which he or she is to take up office.

c) The District Governor-Nominee shall be elected during the first half of his or her year as district governor-nominee by the governor-nominees of the districts in the area and in any event no later than 31st December.

d) The General Members shall be appointed by an Appointments Panel as set out in Bylaw 3, Clause 7 during the Rotary year preceding the July 1 in which they are to take office.

e) In the event of a District Governor-Nominee, District Governor-Elect or District Governor being unable to attend a Board meeting, a deputy to attend in his or her stead shall be elected by the relevant cohort.

**Clause 7A – Transitional Arrangements**

a) During Rotary year 2021/22, the Nominating Committee shall nominate for election a Chair, Chair-Elect, and Chair-Nominee to assume office on 1 July 2022.

b) During Rotary year 2021/22, the appointments Panel shall appoint five General Members: one to serve one year; two to serve for two years; and two to serve for three years, provided that the General Member appointed to serve for one year shall be eligible for appointment to a three-year term on the expiry of his/her initial one-year term.

c) During Rotary year 2021/22 the District Governors-Nominee shall select one of their number to serve on the Board as District Governor-Elect, and the District Governors-Elect shall select one of their number to serve on the Board as District Governor.

d) The term of office of the Rotarian elected to serve as Honorary Treasurer for the Rotary year 2021/22 shall be extended to 30 June 2024.

**Clause 8 – Qualifications and Duties of Board Members**

a) **Qualifications**

   (i) Every member of the Board must be an active member of a Rotary club in the area.

   (ii) No District Governor may serve as Chair, Chair-Elect, or Chair-Nominee

   (iii) No District Governor may simultaneously hold the office of or be nominated as Honorary Treasurer of the Association.

   (iv) Candidates for office as Chair-Nominee or Honorary Treasurer of the Association may not be a member of the Constitutions committee.

   (v) The Honorary Treasurer shall be financially qualified and experienced in accounting practices and shall have served on the RIBI Finance Committee for a minimum of one year and previously as a District Treasurer for a minimum of three years.
b) **Duties**

   (i) **Chair** – The Chair shall preside at all meetings of the Board, and shall supervise the work and activities of the Association.

   (ii) **Honorary Treasurer** – The Honorary Treasurer shall be the custodian of the funds of the Association. The Honorary Treasurer’s other duties shall be as determined by the Board.

   (iii) **General Secretary** – The General Secretary shall be the active managing Officer of the Association under the supervision of the Chair and the control of the Board. The General Secretary’s duties shall be as contained within these Bylaws and such other responsibilities as defined by the Board.

**Clause 9 – Termination**

Any member of the Board who ceases to meet the qualifications set out in Clause 8 shall immediately cease to be a member of the Board.

The District Governor, District Governor-Elect and District Governor-Nominee members of the Board shall cease to be members of the Board if they cease to hold office as district governor, district governor-elect or district governor-nominee.

A member of the Board other than the General Secretary, and one serving as District Governor-Nominee, District Governor-Elect or District Governor may be removed for cause in accordance with the following procedure:

a) Where a complaint has been received against a member of the Board which is of sufficient seriousness that, if upheld, it might justify the termination of membership of the Board, the complaint shall be referred to a panel comprising three members, each of who has held one of the following offices: President of the Association; Leader of the Association; Chair of the Rotary GB & I Board, RI Director (when from within the area).

b) The panel shall investigate any such complaint, giving both the complainant and the individual complained against an opportunity to be heard, and shall then either dismiss the complaint or terminate the Board membership of the individual complained against.

c) If the panel decides to terminate the membership, the individual complained about shall have a right of appeal to the Council of Past Presidents and Directors in accordance with Bylaw 2, Clause 15, paragraphs (f) and (g).

A District Governor-Nominee, District Governor-Elect or District Governor may be removed from the Board by a two-thirds majority vote of the relevant cohort.

**Clause 10 – Vacancies**

a) **Chair of the Board** – in the event of a casual vacancy in the office of Chair of the Board, the Chair-Elect shall succeed to the office.

b) **Chair-Elect** – in the event of a casual vacancy in the office of Chair-Elect, the Chair-Nominee shall succeed to the office.
c) **Chair-Nominee** – in the event of a casual vacancy in the office of Chair-Nominee, unless the succeeding Chair-Nominee has been elected, in which case he or she shall succeed, an election shall be held in accordance with Bylaw 3, Clauses 4 & 5.

d) **Honorary Treasurer** – In the event of a casual vacancy in the office of Honorary Treasurer, the Honorary Treasurer-Elect shall succeed to the office. In the event of a casual vacancy arising prior to the election of a successor, an election shall be held in accordance with Bylaw 3, Clause 4, the successful candidate to be elected to serve a full three-year term. Pending completion of such an elected, the Board may appoint an interim Treasurer.

e) **District Governor, District Governor-Elect or District Governor-Nominee** – a casual vacancy in either of these positions shall be filled by the relevant District Governor, District Governor-Elect or District Governor-Nominee cohort.

f) **General Member** – in the event of a casual vacancy in the office of General Member, the Appointments Panel shall appoint a replacement.

g) **Term of Appointment.** A person appointed to membership of the Board as a result of a casual vacancy shall serve the unexpired term of the position which they are filling. If the individual so appointed serves in that capacity for one year or less, he or she will be eligible for subsequent appointment to the Board for a full term.

**Clause 11 – Standing Teams**

The following shall be the Standing Teams of the Board:-

a) Constitutions  
b) Finance  
c) Operations Review and Audit  
d) Leadership Development and Training

a. **Constitutions Team** – shall consist of a Chairman and two members.

   (i) The team shall advise the Board on all constitutional matters that may from time to time arise. It shall also advise districts and clubs on any constitutional matters, and, on behalf of the Board, shall consider and approve or otherwise any proposed amendments to the Standard RIBI Club Bylaws which may be submitted by clubs, except those specifically delegated by the Board to the General Secretary.

   (ii) The team shall prepare for adoption by the Board correlative amendments to the Constitution and Bylaws of the Association and the Standard RIBI Club Constitution and Bylaws when necessary, to give full effect to decisions of the Council on Legislation of RI after these have been reduced to their final form.

   (iii) The team shall have charge of the elections and shall supervise the ballots, reporting promptly the results thereof.

b. **Finance Team** – shall consist of the Honorary Treasurer as Chairman and four members. The Honorary Treasurer-Elect shall also be a member, but without vote. The team shall have general supervision of the finances of the Association, and shall submit to the Board a report and statement of accounts and balance sheet duly audited for adoption at the business meeting. In advance of each financial year, the team shall prepare a budget of estimated income and expenditure which, having been approved by the Board and submitted to and adopted by the said business meeting, shall stand as the limit of expenditure for the respective purposes unless subsequently varied by the Board.
c. **Operations Review and Audit Team** – shall consist of a Chairman and four members. At least one member of the team shall be a qualified accountant. It shall monitor the effectiveness and efficiency of the operations of the Association, shall oversee such financial and other affairs which affect the interests of the members, and shall perform such other oversight functions as may be requested from time to time by the Board.

d. **Leadership Development and Training Team** – shall consist of the Chair-Elect, and five other members, at least one of whom shall be a Past District Governor, and one of whom shall be Team Lead. The five members shall preferably be professional trainers or facilitators. The team shall be responsible to the Board for the organization and delivery of the Annual Assembly and for the provision of such training and development activities as the Board shall determine.

e. **General Provisions**

   (i) The Team Leader of a Standing Team shall have the power to invite such other persons to attend its meeting (without vote) as shall be necessary for the efficient business of the team. The General Secretary shall be a member (without vote) of all Standing Teams.

   (ii) No District Governor shall serve as Team Leader or voting member of any Team appointed by the Board.

   (iii) It shall be the duty of the Board, to submit a report for adoption at the Business Meeting. Copies of such reports shall be circulated by the General Secretary to all clubs at least twenty-one days before the date of the Business Meeting.

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**Clause 12 – Teams**

The Board may appoint such teams as it deems necessary to ensure the effective discharge of its functions and duties, and shall determine the Terms of Reference, Membership and Quorum of such teams.

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**Clause 13 – Control and Supervision**

   a. The Board shall exercise general control and supervision including taking any appropriate action over all teams, District Councils, Officers of the Association, District Governors and individual members of the Board in all matters pertaining to the administration of Rotary within the Area.

   b. Except as provided in these Bylaws the Board shall determine the terms of reference and duties of all teams.

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**Clause 14 – Quorum**

The quorum for all teams shall be as prescribed by the Board, failing which it shall be a majority of the voting members of the team.

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**Clause 15 – Council of Past Presidents, Directors and Chairs**

   a. **How Constituted** - There shall be a Council of Past Presidents, Directors and Chairs composed of Past Presidents, Past RI Directors and Past Chairs of the Board who continue to hold membership in a club. The current Chair of the Board shall be ex-officio member of the Council with the privilege of attending meetings and taking part in its deliberations but shall have no vote in the proceedings thereof.

   b. **Officers** - The Chairman of the Council shall be elected for the ensuing Rotary year by the members at the last meeting held in the previous Rotary year. The Secretary of the Council shall be appointed similarly.
c. **Duties** - The Council of Past Presidents, Directors and Chairs shall consider, through correspondence, matters referred by the Chair of the Board or the Board and may give advice and recommendations to the Board thereon. Members of the Council shall also, at the request of the Board, act as mediators or arbitrators in matters involving clubs, districts and Officers.

d. **Meetings** - The Chair of the Board or the Board may call a meeting of the Council where the advice or recommendation of the Council is required. The Chairman of the Council shall make a report to the Board subsequent to each meeting.

e. In the event of there being a dispute in the administration or activities of any club or district which does not fall within Article 19 of the Standard RIBI Club Constitution or any district in RIBI, the Board may, when appropriate, refer the dispute to the Council of Past Presidents, Directors and Chairs of the Association.

f. The Chairman of the Council shall in such circumstances, appoint a panel of three of its members to undertake an enquiry.

g. The panel’s findings and decision shall be final and binding on all parties and shall not be subject to appeal.

**Bylaw 3   Appointments and Elections**

**Clause 1 – Election of Director**

The Director of Rotary International shall be nominated and elected by all the clubs in RIBI in such form and at such time as the Board shall determine.

**Clause 2 – Director of Board of Rotary International and Selection Advisory Committee for Director**

a. **Qualifications** – A candidate nominated as Director of Rotary International shall be a member, other than an honorary member, in good standing in a club in RIBI and shall have served a full term as a District Governor of Rotary International prior to being proposed as such candidate (except where service for less than a full term may be determined by the Board of Rotary International to satisfy the intent of this provision) with at least three years of time having elapsed since service as a governor. Such candidate shall also have attended at least two Institutes and one Convention in the 36-month period prior to being proposed. No candidate may be a member of the Constitutions committee.

b. **Nominations** – A district council not later than 15th July in each relevant year may propose one active member for consideration as a candidate for nomination as Director of Rotary International. The district council must first be satisfied that such person, if elected, would be willing to act. The name so proposed shall be submitted on the prescribed form issued by the General Secretary of the Association and shall be signed by the district secretary and one other officer of the district and must be delivered to the General Secretary of the Association not later than 15th July.

c. **Term of Office** – The term of office of the Director of Rotary International shall commence on the 1st day of July in the calendar year following the annual convention of Rotary International at which such person is elected, and shall continue for two years, or until a successor shall have been elected and qualified. No person who has served a full term as director may again hold office as director except as President or President-Elect of Rotary International.
Clause 3 – Selection Advisory Committee for Director

a. Composition – After 15th July a Selection Advisory Committee for Director shall be elected in accordance with the following provisions:
   (i) The committee shall consist of seven members, namely two Past Presidents, Past Directors and/or past Chairs of the Board of the Association, one of whom shall, if available, be a past Director of Rotary International and five members from the district council nominees.
   (ii) The committee shall be elected by the district governors by means of the single transferable vote provided that a district governor who is a candidate for office shall not be entitled to a vote.
   (iii) In the event of a member of the committee being unable to attend its meeting the vacancy shall be filled by the next ranked candidate in the appropriate group. Up to two members of the district council nominees’ group need not be past Officers of Rotary International, but if not, must have served at least two full terms on a District Executive Committee.
   (iv) The election of members of the committee will be according to procedures approved by the Board.

b. District Council Nominees – Each district council may propose a past Officer of Rotary International, or a non-past Officer of Rotary International, provided that person has served at least two full terms on the district executive committee, who shall be an active member of a club in its own district (their previous consent to act having been obtained) for election to the Selection Advisory Committee for Director, provided that neither the district governor nor any Past President, Past Directors and/or past Chairs of the Board of the Association shall be eligible. Each district council may determine the manner in which such person shall be selected. The name of the Rotarian selected shall be delivered by the district secretary on the prescribed form to the General Secretary of the Association not later than 15th July.

c. Eligibility – No district nominee shall be debarred from serving as a member of the committee by reason of the election thereto of a Past President, Past Directors and/or past Chair of the Board of the Association who is a member of a club in the same district as that of the nominee. No candidate nominated for any of the offices, nor a current member of the Board shall be eligible for membership of the committee. Neither a current nor incoming Director of Rotary International shall be eligible for membership of the committee. No Rotarian may serve as a member of the committee more than twice in succession. District Council nominees will be measured against a published role description, person specification and competencies as determined by the Board.

d. Procedure – The committee shall be convened by the General Secretary of the Association as soon as practicable after election and shall appoint its own Chair. The committee will operate according to procedures approved by the Board. No recommendation made by the committee shall be binding in any way on clubs.

e. Duties – The Selection Advisory Committee for Director shall consider the nominations received and, if it considers it advisable so to do, propose such of the nominees whom the panel would recommend for election, proposal to be communicated in writing by the General Secretary of the Association to the clubs.
Clause 4 – Election of Chair Nominee and Honorary Treasurer

Administration
The Chair-Nominee and Honorary Treasurer shall be elected by all the clubs in accordance with the Nominating Committee procedure set out in Clauses 5 and 6 below.

Proposals
a) In each year, any club in the area may propose for election one active member for the office of Chair-Nominee. The club must first be satisfied that such person, if elected, would be willing to act. The name so proposed shall be submitted on the prescribed form issued by the General Secretary of the Association and shall be signed by the club secretary and one other officer of the club, and must be delivered to the General Secretary of the Association not later than 15th July.

b) In each relevant year any club in the area may propose for election one active member for the office of Honorary Treasurer. The club must first be satisfied that such person, if elected, would be willing to act. The name so proposed shall be submitted on the prescribed form issued by the General Secretary of the Association and shall be signed by the club secretary and one other officer of the club, and must be delivered to the General Secretary of the Association not later than 15th July in each relevant year.

Clause 5 – Nominating Committee for Chair-Nominee and Honorary Treasurer

a) Composition – After 15th July a Nominating Committee for Chair-Nominee and, if required, Honorary Treasurer shall be elected in accordance with the following provisions:
   (i) The committee shall consist of seven members, namely two serving District Governors and five members from the district council nominees.
   (ii) The committee shall be elected by the District Governors by means of the single transferable vote.
   (iii) In the event of a member of the committee being unable to attend its meeting the vacancy shall be filled by the next ranked candidate in the appropriate group. Up to two members of the district council nominees’ group need not be past Officers of Rotary International, but if not, must have served at least two full terms on a District Executive Committee.
   (iv) The election of members of the committee will be according to procedures approved by the Board.

b) District Council Nominees – Each District Council may propose a past Officer of Rotary International, or a non-past Officer of Rotary International, provided that person has served at least two full terms on the District Executive Committee, who shall be an active member of a club in its own district (their previous consent to act having been obtained) for election to the committee, provided that the District Governor shall not be eligible. Each district council may determine the manner in which such person shall be selected. The name of the Rotarian selected shall be delivered by the district secretary on the prescribed form to the General Secretary of the Association not later than 15th July.

c) Eligibility – No candidate nominated for office nor any member of the Board shall be eligible for membership of the committee. Neither a current nor incoming Director of Rotary International shall be eligible for membership of the committee. No Rotarian may serve as a member of the committee for a longer consecutive period than three years. District Council nominees will be measured against a published role description, person specification and competencies.
d) **Procedure** – The committee shall be convened by the General Secretary of the Association as soon as practicable after election and shall appoint its own chairman. The committee will operate according to procedures approved by the Board.

e) **Duties** – The committee shall consider the proposals received and, if it considers it advisable so to do, nominate one of the candidates proposed to it for election, such nomination to be communicated in writing by the General Secretary of the Association to the clubs.

f) **Declaration** – If there is no challenging candidate within 28 days of announcement of the committee’s nominee, the committee’s nominee shall be declared elected.

**Clause 6 – Proposal of Challenging Candidates**

a) Any club in the area may propose a challenging candidate. The challenging candidate must have been proposed to the Nominating Committee. The name of the challenging candidate shall be submitted by a resolution of the club at a regular meeting, and must be concurred to by a majority of clubs in at least two districts. The concurrence may be obtained at a district council meeting or by ballot-by-mail. The concurrence must be certified to the General Secretary by the district governor.

b) On receipt of a valid challenge, the General Secretary shall conduct a ballot in accordance with arrangements approved by the Board. If there are more than two candidates, the ballot shall be by means of the single transferable vote. In the event of a tie in voting, where there are only two candidates, the District Governor Forum shall select one of such candidates as the successful candidate.

**Clause 7 – Appointment of General Members of the Board**

**Applications**

Any qualified person seeking appointment to the Board as Chair-Nominee or as a General Member may submit their name to the General Secretary on the prescribed form.

**Appointment Panel**

The Chair-Nominee and General Members of the Board shall be appointed by an Appointments Panel composed on the same basis as the Selection Advisory Committee as set out in Clause 5 above, provided:

a) that the Panel may engage the services of suitably qualified individual(s) to attend its meetings and to advise it, and may pay a fee and expenses to such individual(s), and

b) paragraphs (d), (e) and (f) above shall not apply, and the following paragraphs shall be of effect:

(i) **Procedure** – The Panel shall be convened by the General Secretary of the Association as soon as practicable after election and shall appoint its own chairman. The committee will operate according to procedures approved by the Board.

(ii) **Duties** – The Panel shall consider the applications received and, if it considers it advisable so to do, appoint such persons as it deems appropriate to such positions on the Board as may be vacant. The Panel’s decisions shall be final and shall be communicated in writing by the General Secretary of the Association to the clubs.

(iii) **Term** – A new Panel shall be convened each year, and its members shall serve for the purposes of making annual appointments and filling any casual vacancies until a new Panel is appointed.
Clause 8 – Nominating Committee for President of Rotary International

a. Qualifications – The member and alternate member from a zone to serve on the Nominating Committee for the President of Rotary International shall each be a Past Director of Rotary International and shall be a member other than an honorary member of a club in the appropriate zone. Neither the President of Rotary International, the President-Elect of Rotary International, any candidate for President nor any Past President of Rotary International shall be eligible for membership of the nominating committee.

b. Election – In each alternate year one member shall be elected from the clubs in the zone to serve on the committee, either at the Business Meeting or by a postal ballot in such form and at such time as the Board shall determine. In even-numbered years zone 19 shall elect a member of the committee; in odd-numbered years zone 20a shall elect a member of the committee.

Bylaw 4 District Governor Forum

There shall be convened a District Governor Forum comprising the RI Director for the area, who shall be chairman, and the district governors. The Forum shall meet not less than four times per annum, provided that such meetings may be convened by electronic means.

The District Governor Forum shall be chaired by the RI Director nominated from the area. Where there is no RI Director nominated from this area, the Forum shall elect an active Rotarian from the area to be Chair of the Forum. The chair will have no vote. An RI Director for the area who is not nominated from the area will be an ex-officio member of the Forum.

The Forum shall:

a) Discharge the functions allocated to it in these by-laws, including those granted under the agreed scheme of delegation.

b) Be consulted by the Board as set out in Bylaw 2, Clause 2 above.

c) Conduct such other business as the members of the Forum shall deem appropriate, save those specifically reserved to the Board by the agreed scheme of delegation.

Bylaw 5 District Governors

Clause 1 - Qualification

a) Each Rotarian nominated as a district governor must have been a president of a member club of Rotary International for a full term or be a charter president of a club having served the full term from the date of charter to 30th June provided that this period is for at least six months and must, prior to taking office as district governor, have served in the aggregate for at least seven years as a member of one or more clubs.

b) Each district governor when nominated shall be an active member in good standing of a member club in the district in which nominated.

Clause 2 - Nomination & Election

a) Subject to the provisions of these Bylaws, and the Standard RIBI Club Bylaws a club may propose for election to the office of district governor-nominee for the next Rotary year a member of a club in the same district as that of the proposing club, and whose previous consent to act as district governor has been obtained. Such proposal must be signed by the president and secretary of the club and delivered to the district secretary on or before a date determined by the district council. In the event of any
club proposing as a candidate for district governor a member of another club, the concurrence of that club shall first be obtained. There shall not be more than one candidate from any club.

b) A candidate shall be elected not more than thirty-six months, but not less than twenty-four months prior to the day of taking office. Such election shall be by means of the single transferable vote carried out by ballot or by post in accordance with arrangements made by the district council.

c) The district secretary shall by the 31st of December notify the General Secretary of the Association on the prescribed form the name of the Rotarian elected who shall be known as the district governor-nominee and shall assume the title of governor-nominee on 1 July two years prior to assuming office as governor. A governor-nominee in the year prior to becoming governor shall be known as governor-elect.

d) The names of the candidates duly elected for the office of district governor by their respective districts shall, in advance of the year in which they are to be District Governor Nominee, be announced at the business meeting of the Association.

**Bylaw 6  Finance and audit**

**Clause 1 - Financial year**
The financial year of the Association shall be from 1st July to 30th June based on a three-year financial cycle.

**Clause 2 - Annual subscription and dues**

a) **Annual Subscription** - Each club shall, from the half-yearly period following its date of admission, pay to the Association an annual subscription for each member other than honorary members, the amount of which shall be fixed by the business meeting of the Association and shall be payable in advance by half-yearly installments on 1st July and 1st January each year. A proportioned payment in respect of new members shall be paid in arrears at the same time. A club to which a member has transferred shall not be required to pay any arrears of subscription in respect of the transferring member. The basis of payment shall be the number of members of each club as at the above dates. Each club shall certify the number of such members to the General Secretary of the Association on the member database.

b) **Per Capita Dues** - The Association shall remit to Rotary International each half-year one half of the per capita dues.

**Clause 3 - Audit**
The accounts of the Association shall be audited by accountants eligible for appointment as company auditors. The auditors shall be appointed at the business meeting of the Association.

**Clause 4 - Payments**
All payments including approved expenses shall be made from the funds of the Association under procedures authorised by the Board.

**Bylaw 7  Membership of Clubs in the Association**

**Clause 1 - Application for Membership**
All applications for membership in Rotary International from clubs within the Area shall be in writing, and shall be sent to the General Secretary of the Association on the prescribed forms
which shall include an undertaking signed by each founder member to adopt the Association’s Standard RIBI Club Constitution and Bylaws, and to observe the Constitution and the Bylaws of the Association and of Rotary International.

**Clause 2 - Operative Date**
Membership shall date from the approval of the application by the Board, and shall be evidenced by the issue of a certificate by Rotary International.

**Clause 3 - Termination of Membership**
Membership may be terminated for the following reasons:

a) **Non-Payment (RIBI)** - In the event of any club being more than two calendar months in arrears with any financial obligation to the Association, and provided two successive written notices of indebtedness shall have been dispatched by the General Secretary of the Association to the president and secretary of such club, the Board shall report failure to pay to the Board of Directors of Rotary International.

b) **Non-Payment (District)** - In the event of any club being more than two calendar months in arrears with any financial obligation to the district, and provided two successive written notices of indebtedness shall have been dispatched by the district secretary to the president and secretary of such club, the district governor shall report failure to pay to the Board.

c) **Discipline** - The Board shall recommend to the Board of Directors of Rotary International for discipline, suspension or expulsion, any club whenever, in the opinion of the Board, such action is called for in accordance with the conditions laid down in the Bylaws of Rotary International.

d) **Resignation** - Any club may resign from Rotary International provided that it has fulfilled all its financial and other obligations to Rotary International and the Association. Such resignation shall be completed upon delivery of the certificate of membership of such club to the General Secretary of the Association.

e) **Failure to Function** - If a club for any reason disbands, fails to meet regularly, or otherwise fails to function, the Board may recommend to the Board of Directors of Rotary International the termination of the membership of such club.

**Clause 4 - Surrender**
Any club, which shall for any cause cease to be a member of Rotary International shall relinquish the use of the word Rotary, shall surrender its certificate of membership, and shall not thereafter use the name, emblem, badge, or insignia of Rotary International in any way whatsoever.

All communications relating to termination of membership shall be made through the General Secretary of the Association.

**Bylaw 8 - Annual Conference and Business Meeting**

**Clause 1 - Time & Place**
The Annual Conference and Business Meeting shall be held during the period 1st February to 30th June at a time and place to be determined by the Board.

**Clause 2 - Representation**

a) Each club shall be entitled to send voting delegates to each business meeting in accordance with the provisions of the Standard RIBI Club Bylaws.
b) While voting shall be by voting delegates only, attendance of other Rotarians and guests shall be at the discretion of the Board and in number limited only by the capacity of the venue.

c) Each club shall, on the prescribed form, notify the General Secretary of the Association of its voting delegates and deputies not later than the 1st March of the calendar year in which the conference is to be held.

Clause 3 - Attendance
It shall be the duty of each club to be represented at every business meeting by a voting delegate or delegates.

Clause 4 - Voting Delegates
a) Qualifications - Each voting delegate and each deputy shall be an active member of the club represented. No club in arrears with its subscriptions and dues shall be entitled to voting representation at the conference.

b) Deputies - For each voting delegate a club may choose one deputy who shall be entitled to vote only in the absence of the voting delegate.

c) Voting Delegates’ Authority - The authority of each voting delegate and deputy shall be evidenced by electronic record.

d) Votes - Each voting delegate shall be entitled to one vote on each question and/or resolution submitted to the business meeting.

e) Voting by Proxy - There shall be no proxy votes. A voting delegate shall not at the same time be a deputy voting delegate.

Clause 5 - Voting Delegates Ex-officio and their Expenses
Notwithstanding sub-Clause 4 (d) above the following members of the Association shall be entitled to be voting delegates ex-officio at the annual business meeting of the Association and to vote on each question and/or resolution submitted to the said business meeting.

a) the Officers

b) District Governors

c) District Governors-Elect

d) District Secretaries

e) Past Presidents and Past Board Chairs of the Association holding active membership in a club

The Officers of the Association shall be entitled to have their expenses, as prescribed by the Board, paid out of funds of the Association.

Clause 6 - Programme of Business Meeting

At the business meeting of the Association the following business shall be transacted:

a) The receipt and approval of reports and audited accounts for the previous year.

b) The receipt and approval of the Business and Financial plans including a triennial financial forecast with the budget for the forthcoming year, the annual subscription and the appointment of auditors for the ensuing year.

c) Consideration of resolutions submitted in accordance with these Bylaws.

d) the Honorary Treasurer and the district governors for the Rotary year following the business meeting shall be confirmed.
e) at the business meeting of the Association following the Council on Legislation of Rotary International the Constitutions committee shall report on the mandatory incorporation of consequential constitutional amendments arising therefrom.

f) Such other business as the Board may determine.

The Annual Conference and Business Meeting may be held by electronic communications.

**Clause 7 - Registration Fee**

Each person attending shall register and pay such registration fee as may be decided upon from year to year by the Board.

**Clause 8 - Quorum and/or Minimum Number of Votes Needed**

A vote shall be considered null and void unless the total number of all votes cast exceeds one-quarter of the number of clubs within RIBI.

**Bylaw 9 - Procedures for Business Meeting**

**Clause 1 - Regulation of Business**

The conduct of all business meetings under Bylaws 6 and 9 shall be regulated by Standing Orders which form an appendix to these Bylaws. The procedure for amending such Standing Orders shall be the same as is provided for the amendment of these Bylaws, except that these Standing Orders may be amended in any year.

**Clause 2 - Agenda**

The agenda of all subjects to be brought before the business meeting of the Association and the audited accounts and budget, shall be published by the General Secretary of the Association at least twenty-one days before the said business meeting and no matters except those stated in the agenda (save as provided in Clause 3) shall be discussed or voted upon during the said business meeting except with the consent of the said business meeting.

**Clause 3 - Resolutions for Business Meetings**

a) In order to be considered at a business meeting and subject to the provisions of Clause 7 of Bylaw 7 all proposed resolutions from either a club or a district council must be submitted in writing to the General Secretary of the Association at least sixteen weeks before the commencement of the relevant business meeting of the Association.

b) Written notice of all proposed resolutions submitted under sub-paragraphs (a) or (d) hereof shall be dispatched to the secretaries of all clubs at least eight weeks before the commencement of the relevant business meeting of the Association. Any such proposed resolution to amend the Constitution of the Association shall at the same time be dispatched to the General Secretary of Rotary International.

c) No proposed resolution from a club shall be submitted unless it has been formally seconded in writing by another club.

d) The Board shall normally submit proposed resolutions in accordance with sub-paragraph (b) above but, except for any proposed resolution to amend the Constitution of the Association, it shall have the power to submit them direct to a business meeting of the Association. Where clubs or districts have submitted any resolutions which are similar in interest, purpose and intent, the Board may submit a composite resolution.

e) All proposed resolutions shall be referred to the Constitutions committee for consideration as to form and regularity and for the preparation of a report.
f) The report of the said committee upon all such proposed resolutions (other than those which may be submitted by the Board direct to the business meeting of the Association) shall in addition define amendments necessary, where feasible, to correct irregularities, inconsistencies or other defects identified in any proposed resolution. Where the Constitutions committee reports that a proposed resolution, or an amendment to a resolution, is defective and cannot be made regular, and in the event that the proposer disagrees, the proposer shall secure the consent of two-thirds of those delegates voting at the business meeting of the Association to have the proposal heard at the said business meeting. Such report shall be circulated to secretaries of all clubs not less than twenty-one days before the commencement of the said business meeting.

g) Proposed resolutions from clubs and districts which seek to amend the Constitution of the Association or the Standard RIBI Club Constitution or these RIBI Bylaws shall only be considered at a business meeting of the Association held immediately preceding the last date for submission of proposed resolutions to the next Council on Legislation of Rotary International.

h) It shall be the duty of the General Secretary of the Association to issue such notices as are required by sub-paragraphs (b) or (f) above.

**Clause 4 – Defective Legislation**

Legislation is defective if:

a) it is subject to two or more inconsistent meanings;

b) it fails to amend all affected parts of the constitutional documents;

c) its adoption would violate governing law;

d) it is in the form of a resolution, but would require an action, or express an opinion, that is in conflict with the letter or spirit of the constitutional documents;

e) it would amend the Standard RIBI Club Constitution in a way that would conflict with the RIBI Bylaws or the RIBI Constitution or it would amend the RIBI Bylaws in a way that would conflict with the RI Constitution;

f) it would be impossible to administer or enforce;

g) it fails to revise the text within the resolution. A change to the title or purpose of a resolution alone is not an acceptable amendment and as such would be deemed defective.

**Bylaw 10 Special Business Meetings**

a) Circumstances - If special circumstances should arise, and provided two-thirds of the members of the Board vote in favour, the Board may summon a special business meeting of the Association. The Board shall summon such a meeting as early as possible should it be requested in writing to do so by at least one-tenth of the total number of clubs. Such request shall clearly state the special circumstances and purpose for which the meeting is to be summoned.

b) Notice - Notices summoning a special business meeting shall include an agenda and shall be dispatched to the secretary of each club and each district secretary at least 14 days before the date of such meeting. The agenda shall only include those matters for which the meeting has been convened.

c) Representation - The representation at a special business meeting shall be the same as that prescribed for the business meeting at the annual conference.
d) **Purpose** - No matter may be discussed at a special business meeting unless it has been included on the agenda for that meeting.

e) **Procedure** - Except as provided in this Bylaw the procedure at a special business meeting shall be the same as that prescribed for the business meeting at the Annual Conference.

**Bylaw 11    Annual Leadership Assembly**

**Clause 1 - Time & Place**
The Annual Leadership Assembly shall be held at a time and place to be determined by the Board which time shall normally be as soon as may be convenient after the International Assembly of Rotary International.

**Clause 2 - Purposes**
The purposes of the Leadership Assembly are to provide Rotary education, motivation and inspiration to such participants appointed for the next Rotary year as the Board may from time to time determine, and to afford them an opportunity to discuss and plan how to implement Rotary’s programmes and activities during the ensuing year.

**Clause 3 - Other Rotarians**
Notwithstanding Clause 2 above Past District Governors may attend Assembly, or such meeting as the Board may determine at their own expense and subject to the limit of available accommodation. Such other persons as the Board shall from time to time determine may also be invited to attend.

**Clause 4 - Programme**
The programme for the Assembly shall be as determined by the Board. A meeting for past and outgoing Officers of Rotary International shall be held in conjunction with the Leadership Assembly or such meeting as the Board may determine, and such Rotarians shall be invited to attend at their own expense subject to the limit of available accommodation.

*The remaining by-laws are unchanged, save for any necessary renumbering and substitution of “Board” for “Governing Council”*