

Rotary International Great Britain and Ireland

Notes to Constitutional Updates following review by the Constitutions Committee

March 2025

The Constitutions Committee has undertaken a full review of the current Rotary GB&I Constitutional documents to ensure alignment and conformity with the Rotary International constitutional documents both for the Association and Clubs.

The majority of changes have been grammatical or bring greater reference to a 'member of Rotary' rather than a 'Rotary Club' member reflecting all membership models, except where the reference to a Rotary Club is intentional in the clause.

The updates that have been made are not considered to require approval through the Annual Business Meeting process of resolution submission. However, clubs are invited to review the update and offered opportunity to submit a petition before 21st April to request any item to be presented to the Annual Business Meeting 2025.

Attention is drawn to the key changes below that have bearing on operational aspects of districts or clubs within Rotary GB&I:

1. Annual Conference and Annual Business Meeting (of the Association)

The Annual Business Meeting has always been held in conjunction with the Annual Conference of the Association. For many years the conference has not been held in person and the Annual Business Meeting has continued albeit in online form as permitted. The correct title for this event is the Annual Conference and Business Meeting and this is now reflected throughout the updated constitutional documents, and will be included in future notifications advising date/time and content for this event.

2. District Conferences

The Board of Rotary International approved that it was not mandatory for Districts in the Area of Great Britain and Ireland to hold a District Conference provided all necessary business was conducted at the District Council meetings. Specifically, the required business being: presentation of the financial statements and approval of budgets; election of Officers.

Throughout the Rotary GB&I constitutional documents reference will be found confirming:
"A District Conference may be held annually in accordance with the Bylaws of the Association. If no conference is held then all necessary legislative and governance matters must be conducted at a District Council meeting of the District."

3. Assistant Governor Nomination

Bylaw 12.70.2 references the nomination of a person to the role of Assistant Governor. This opportunity to serve beyond 'club level' is equally afforded to any Rotary member irrespective of the membership channel, specifically opening opportunity to those in direct membership alongside those in club membership (corporate and individual members).

4. District Council Quorum (Bylaw 12.110.1)

In May 2024, the Annual Business Meeting approved to reduce the quorum of clubs needing to be present at any District Council from 33% to 25%. The wording of this Bylaw did not explicitly reflect the purpose and effect as the word 'minimum' was omitted. This has been corrected, resulting in:

Representatives of a minimum of 25% of the clubs in a district present in person or attending by electronic means shall form a quorum.

5. Meeting Online

Extension of the definition to ‘meeting online’ has been included to clarify that “*by suitable electronic means*” requires that each participant may communicate with all the other participants.

6. Club Council Composition (Bylaw 2, Clause 1)

Update has been made to align with the Standard RI Club Bylaws to simply state that the Council may have additional ordinary members whereas previously this was stated as not less than three nor more than six.

7. Club Council Election of Ordinary Members (Bylaw 2, Clause 2)

Update has been made to align with the RI Standard Club Bylaws, removing part c) Eligibility.

8. Quorum (Bylaw 2, Clause 4 & 5)

Removal of ambiguity on the quorum in relation to members being present at a meeting has been included.

9. Voting (Bylaw 6, Clause 6)

Removal of ambiguity on members being present at a meeting has been included.

10. Election of a Member (Bylaw 7, Clause 1d)

Removal of ambiguity on the role of the Club Council in admitting a new person into club membership. An update to the Election of Members Flowchart will reflect the bylaw:

d) *The procedure for election to active membership shall be as follows:*

- i) *A member (other than an honorary member) proposes a candidate for membership or another club proposes one of its transferring or former members using the Association’s official form*
- ii) *The club council shall determine whether the candidate understands and is committed to Rotary’s Core Values and Code of Ethics*
- iii) *The club council informs the club of the proposed candidate; members may provide supporting information for club council to consider.*
- iv) *The club council approves or rejects the candidate’s membership within 30 days and notifies the proposing member of its decision*
- v) *If the club council approves the candidate’s membership, the prospective member is invited to join the club.*