

**CONSTITUTION**  
**ZONTA CLUB OF BRISBANE INC**

**Article 1**

***Name***

The name of this organization shall be Zonta Club of Brisbane Inc. The *club* exists as a chartered club of Zonta International.

**Article 2**

***Policy & public issues***

**Section 1 - Policy**

This *club* shall be secular and not be affiliated with any political party.

**Section 2 - Public issues**

This *club* may express itself about, and become involved in, principles and public issues having a bearing on its *objects*, following guidelines established by the Zonta International Board of Directors.

**Article 3**

***Objects & powers***

**Section 1 - Objects**

The objects of this Club shall be:

- (a) To improve the legal, political, economic, educational, health and professional status of women at the global and local level through service and advocacy.
- (b) To work for the advancement, understanding, goodwill and peace through a world fellowship of members.
- (c) To promote justice and universal respect for human rights and fundamental freedoms.
- (d) To be united internationally to foster high ethical standards, to implement service programs, and to provide mutual support and fellowship for members who serve their communities, their nations and the world.

**Section 2 - Powers**

The *club* has the powers of an individual. By way of example, these powers include entering into contracts, holding and dealing with land and providing services and charging for providing those services.

## **Article 4**

### **Membership**

#### **Section 1 - Categories**

The membership of this *club* shall be limited to classified members, past international presidents, and honorary members.

- (a) A classified member is an individual accepted for membership under a major classification as shown in the Zonta International Marian de Forest Membership and Classification Manual. A classified member has all rights and responsibilities of membership, including the right to hold office and represent the *club* at meetings, except as otherwise provided in this constitution. The *club* shall have members who fall into a variety of classifications; and the membership shall be inclusive, diverse and reflective of the objects of Zonta International.
- (b) The *club* may retain as a member or may elect to its membership, without any classification requirement and without additional initiation fee, a past international president. A past international president shall be entitled to all *membership* privileges of the *club*.
- (c) Honorary members shall be individuals who have distinguished themselves by some unusual service other than their service to Zonta. An honorary member shall be entitled to all *membership* privileges of the *club* except those of: holding an elective office or directorship; making motions and voting; or representing the *club* as a delegate or alternate. The *board* shall determine the specific tenure of any honorary membership if it so chooses. An honorary member shall be exempt from the payment of dues, and the *club* shall pay the international and district dues of any honorary member the *club* elects.

#### **Section 2 - Election to membership**

- (a) Membership shall be drawn from individuals with experience in a recognized business or profession. A candidate must be willing to actively support and implement the objects of Zonta International.
- (b) The *membership committee* shall consider all proposals for membership and present the names of the candidates to the *board*. If approved by a two-thirds vote by a ballot of the *board*, the name of the candidate shall be notified to each *member*. During a period of 10 days from date of submission, any *member* may file an objection to the granting of membership to the candidate. If, during that period, 2 *members* file objections in writing or via email, which in the opinion of the *board* are held to be valid, the favourable action of the *board* shall be nullified. The *membership committee* chairman shall extend a written invitation to the individual accepted to become a member and notify the *members*.

#### **Section 3 - Referral privileges**

A member of another Zonta Club who wishes to transfer to the Zonta Club of Brisbane, may be elected to membership in this *club*, pursuant to the procedure specified above for election to classified membership, and provided the required dues (as notified to them) have been paid.

#### **Section 4 - Duration of membership**

- (a) Classified membership shall be for life except as otherwise provided in this *constitution*.
- (b) Any *member* in arrears for dues for 60 days shall forfeit membership. At the option of the *board*, a member whose membership is forfeited for non-payment of dues may be reinstated upon payment of current obligations. The *member* shall pay a reinstatement fee to Zonta International as set from time to time by Zonta International.

- (c) The resignation of a Member shall be sent in writing to the Club president who shall present it to the next meeting of the board.

### **Section 5 - Appeal against termination of *membership***

An individual whose *membership* has been terminated may within one month of receiving written notification, lodge with the secretary a written notice of their intention to appeal against the decision of the *board*. Upon receipt of a notification of intention to appeal against termination of *membership* the secretary shall convene, within three months of the date of receipt by them of such notice, a *general meeting* to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present their case and the *board* shall likewise have the opportunity of presenting its case. The appeal shall be determined by a majority vote of *members* present at that meeting.

### **Section 6 - Leave of absence**

Leave of absence may be granted to a *member* upon approval of the *board* for a period to be determined by the *board*. Leave of absence excuses a *member* from participation in *club* activities, but a *member* on leave of absence continues to be obliged to pay all international, *district*, and *club* dues.

### **Section 6 - *Members'* records**

All individuals when applying for membership must utilize the *club's* application form, and with it provide their postal address, their email address and their mobile phone number. All *members* must update their address details as and when these may change; and acknowledge that any notification given to them by the *club* will be properly served provided it is sent to any one of the addresses included in the membership records.

All *members* agree that their details may be circulated to other *members*. All *members* agree they may only utilize details provided by other *members* for *club* business and, will (unless otherwise specifically authorized by a *member*), keep those details confidential.

## **Article 5**

### ***Meetings of the club***

#### **Section 1 - General meetings**

Unless otherwise ordered by the Club or by the Board, the Club shall hold *general meetings* at least 4 times each calendar year.

#### **Section 2 - Annual meeting & annual general meeting**

The meeting of *members* held in May shall be known as the *annual meeting*, and shall have as its agenda

- Receiving reports of the activities of the *club*
- The *installation* of *officers* and *directors* for a term commencing on the following 1st of June
- Any other item of business which may be included on the agenda or raised at the meeting.

The *club* shall hold its *annual general meeting* immediately after the close of the *annual meeting*. The business to be transacted at the *agm* shall be

- Receiving the report from the *board* and the Financial Statements of the *club* for the *club financial year* ending on the immediately preceding 31 March ("*preceding financial year*")
- Receiving the auditor's report on the Financial Statements of the *club* for the *preceding financial year*

Appointing the auditor for the *club financial year* commencing on the immediately preceding 1st of April.

### **Section 3 - Special meetings**

The president may, and upon the written request of 5 *members* shall call a meeting of *members* to transact the business specified by the president or set out in the request of the 5 *members*. This meeting shall be described as a *special meeting* and at least 10 days written notice of the meeting shall be given. The business to be transacted at a *special meeting* shall be limited to that mentioned in the notice of the meeting.

### **Section 4 - Quorum**

- (a) One third of the *members* shall constitute a quorum at any *general meeting, annual meeting, annual general meeting or special meeting* of the *club*. For the purposes of counting a quorum, the number of *members* present shall include all *members* able to hear the views of other *members* or express their own views on matters being discussed at the relevant meeting.
- (b) No business shall be transacted at any meeting unless a quorum of *members* is present at the time when the meeting proceeds to business.
- (c) If within half an hour from the time appointed for the commencement of a *special meeting* a quorum is not present, the meeting shall lapse. If within half an hour from the time appointed for the commencement of a *general meeting, an annual meeting or the agm*, a quorum is not present, the meeting shall stand adjourned to the day and at such time and place as the *board* may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the *members* present shall be a quorum.
- (d) The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as before, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) The president shall preside as chairman, or if there is no president, or if they are not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the first vice-president shall be chairman or if the first vice-president is not present or is unwilling to act then second vice-president shall be chairman or if the second vice-president is not present or is unwilling to act then the members present shall elect one of their number to be chairman of the meeting.
- (f) The chairman shall maintain order and conduct the meeting in a proper and orderly manner.
- (g) Every question, matter or resolution shall be decided by a majority of votes of the *members* present.
- (h) Every *member* present shall be entitled to one vote and in the case of an equality of votes the *Chairman* shall have a second or casting vote.
- (i) Voting shall be by a show of hands.

### **Section 5 - Meetings generally**

All meetings of the *club* shall preferably be held by *members* meeting in person to deal with items on an agenda (which may be a standing agenda) forwarded to *members* at least 5 days before the date set for the meeting. Notice of the meeting and a copy of the agenda may be notified by post,

by electronic mail or any other form by which those details can be forwarded to *members*. Where circumstances reasonably require the notice may be given by SMS or telephone.

Where circumstances reasonably require, meetings of *members* may be held by *members* being present electronically utilizing any form or forms of technology which allow *members* to both hear (or read) the views of other and express their own views (orally or in writing), rather than in person.

## **Article 6**

### ***Board***

#### **Section 1 - How constituted**

Elected *officers* and *directors* of the *club* constitute the *board*.

#### **Section 2 - Duties and powers of the *board***

The *board* shall have general supervision of the affairs of the *club* between meetings of the *club* provided that none of its acts shall conflict with action taken by the *club*. It may act upon routine questions in carrying out established policies, but shall not determine policy, authorize projects and donations or adopt the budget. It may make recommendations to the *club*, receive such reports of committees as it may find necessary and perform such duties as are required by this *constitution* and by the Bylaws and Rules of Procedure of Zonta International. The *Zonta Club Manual* shall serve to guide the *club's* operations.

#### **Section 3 - Meetings of the *board***

The *board* shall hold monthly meetings unless otherwise ordered by the *board*. A majority of the members of the *board* shall constitute a quorum. The *board* shall provide for the safe custody of books, documents, common seal (if any), instruments of title and securities of the *club*. Where circumstances reasonably require, meetings of the *board* may be held by members of the *board* being present electronically utilizing any form or forms of technology which allow members of the *board* to both hear the views of other members of the *board* and express their own views, rather than in person.

For the purposes of counting a quorum, the number of members of the *board* present shall include all *board* members able to hear (or read) the views of other members of the *board* or express their own views (orally or in writing) on matters being discussed at the relevant meeting.

## **Article 7**

### ***Officers and directors***

#### **Section 1 - *Officers and directors***

The *officers* of the *club* shall be a president, at least one and no more than two vice presidents, a secretary and a treasurer. There shall be at least four and no more than six directors.

#### **Section 2 - Qualifications**

*Officers* shall ideally have experience in a decision-making capacity. To be eligible for the office of president, a *member* must at some time have been a member of the *board* for at least one year.

#### **Section 3 - Election**

At the April meeting, ('*election meeting*'), the *nominating committee* shall present the *slate* to the meeting and the chairman shall put the *slate* to the meeting and if it is approved on the voices, this will constitute the election of those individuals named against each position to that position.

If more than one eligible individual is named against a position or if an individual nominates (or is nominated) from the floor for a position, a ballot shall be held to decide the contested position.

If the *slate* is incomplete, then nominations for the positions not named in the *slate* shall be invited. If more than one nomination is received for each vacant position, there will be a ballot to decide who is to fill the position. If there is only one nominee for any vacant position, the position will be decided on the voices.

A majority vote shall be required to elect. At the option of the *club*, balloting may be by mail.

#### **Section 4 - Terms of office**

*Officers* and *directors* shall take office on June 1. With the exception of the treasurer who shall serve no more than 4 consecutive years, no *officer* or *director* shall be eligible to serve more than 2 consecutive years in the same office. A *member* who has served more than half a term in any office shall be deemed to have served a full term.

#### **Section 5 - Resignations**

A resignation from the *board* shall be sent to the president who shall refer it to the *board* for action.

#### **Section 6 - Removal from office**

*Officers* and *directors* may be removed by the *members* for cause upon grounds permitted for removal at the International level as set out in the Articles of *Zonta International*.

A complaint in writing against an *officer* or *director* for cause shall be referred by the *board* to a committee of *members* elected by the *members* for investigating the complaint. The complaint shall include specific charges and available evidence and shall be sent to the *board* by the complainant and then by the *board* both to the *complainee* and to the committee of *members* established to investigate the complaint.

That committee shall give the *complainee* 20 days to respond in writing to the complaint and may hold a hearing with the *complainee*, the complainant and any known witnesses giving everyone attending at least 30 days written notice of the hearing.

Thereafter, the committee shall make a recommendation in writing to the *members* for decision at a meeting of *members*, together with reasonable notice of the meeting at which the decision is to be made. The *complainee* shall also be given a copy of the recommendation and notice of the meeting and shall be entitled to attend that meeting but shall not be entitled to participate in the deliberation or vote.

A decision to remove the *complainee* shall require a vote of two thirds of the *members* present and entitled to vote at the meeting where the recommendation of the committee is to be considered.

The *board* shall cause notice of the decision of the meeting to be served on the complainant and the *complainee* as soon as practicable after the decision is made.

If either the complainant or the *complainee* is dissatisfied with the decision, they may appeal the decision to the *district board*; and must serve notice of the appeal within 45 days of the date the notice of the decision is taken to be received.

If the club fails to act on a written complaint made as set out above, the complainant may notify the *district board*, which shall initiate disciplinary proceedings. The *district board* shall refer the written complaint to a committee elected by *district board*, which shall include the *district's* bylaws chairman and at least 2 other members who are not *members* of the *club*. That committee shall serve a copy of the complaint to the *complainee* as soon as practicable after the committee receives it, giving the *complainee* at least 20 days to respond in writing. Thereafter, the committee may decide to hold a hearing with the complainee, the complainant and any known witnesses, giving all of them at least 30 days written notice of the hearing.

Thereafter, the committee shall make a recommendation in writing to the *district board* for decision at a meeting the *district board* together with reasonable notice of the meeting at which the decision is to be made. The *complainee* shall also be given a copy of the recommendation and notice of the

meeting and shall be entitled to attend that meeting but shall not be entitled to participate in the deliberation or vote.

A decision to remove the *complainee* shall require a vote of two thirds of the *district board*.

The *district board* shall cause notice of the decision of the meeting to be served on the complainant and the *complainee* as soon as practicable after the decision is made.

If either the complainant or the *complainee* is dissatisfied with the decision, they may appeal the decision to the board of Zonta International; and must serve notice of the appeal within 45 days of the date the notice of the decision is taken to be received.

If the *district board* fails to act, the Zonta International board has full authority to initiate and impose discipline on its own.

### **Section 7 - Vacancies**

In case of vacancy in the office of president, the first vice president shall become president. Vacancies in other offices (whether created as a result of a position not being filled at the *election meeting* or by the subsequent resignation, death or removal of an office holder) shall be filled by the *board*.

### **Section 8 - Duties of officers**

The duties of the various *officers* shall be as set out from time to time in the *Zonta Club Manual*.

### **Section 9 - Funds and accounts**

- (a) The funds of the *club* must be kept in an account (***club account***) in the name of the *club* in a financial institution as decided by the *board* from time to time.
- (b) Records and accounts must show full and accurate particulars of financial affairs of the club.
- (c) All amounts must be deposited in the club account as soon as practicable after receipt.
- (d) All payments made by cheque or electronic funds transfer must be signed or authorised by any two of the following:
  - (i) The *president*;
  - (ii) The *secretary*;
  - (iii) The *treasurer*; or
  - (iv) Any other member of the *board* authorised so to do by the Board.

However, at least one of the individuals who signs a cheque or authorises payment must be the president, the secretary or the treasurer.

- (e) A petty cash account must be kept on the imprest system, and the *board* must decide the amount of petty cash to be kept in the account,
- (f) All expenditure must be approved or ratified at a *board* meeting or a meeting of *members*.

## **Article 8**

### ***Nominating committee***

#### **Section 1 - Election**

At its *annual meeting*, the *members* shall elect a *nominating committee* of 3 *members* to hold office until the next *annual meeting*. If the nominees are unopposed, a vote may be taken on the voices

and committee members may select their own chairman. If there are more than 3 nominees, the members of the *nominating committee* shall be elected by ballot, and the 3 *members* receiving the highest number of votes shall constitute the *nominating committee*. The *member* receiving the highest number of votes shall be chairman of the *nominating committee*.

## **Section 2 - Duties**

Each year, prior to the March *general meeting of members*, the *nominating committee* shall:

- (a) Advise *members* which *officers* and *directors* of the *club* intend to, or shall be obliged to, retire from the *board* prior to 1 June next (collectively '*vacant board positions*');;
- (b) Call upon *members* ('nominees') who believe they are eligible, qualified and prepared to hold any of the *vacant board positions* to advise they would be prepared to stand, and the *vacant board position* for which they wish to be considered;
- (c) Review each nominee to ensure the *member* is in fact eligible to hold the *vacant board position* for which they wish to be considered should they be elected;
- (d) Meet to consider each nominee having regard to their experience, skill set and likely composition of the *board* (with the intent of ensuring diversity and creating the best available management team);
- (e) If there are *vacant board positions* which would remain unfilled because there was not a nominee/s or the individual/s who nominated were ineligible or unsuitable, decide which *member/s* would be the best eligible candidate for that position/s and delegate a member/s of the *nominating committee* to contact each such *member/s* and invite them to accept nomination; and
- (f) Then prepare a draft 'Slate' setting out each recommended nominee/ for each *vacant board position*.

The *nominating committee* shall table the draft Slate to the *members* at the March *general meeting* for discussion, and if there are *vacant board positions* unfilled on the draft Slate, ascertain if there are *members* prepared to nominate for those positions.

## **Section 3 - Report of the committee**

After the March *general meeting*, the Nominating Committee shall report the Slate of *officers*, *directors*, and nominees for the *nominating committee* at the *election meeting* unless otherwise directed by the *club*. Additional nominations may be made from the floor, provided the consent of the nominee has been obtained.

## **Section 4 - Vacancies**

Vacancies in the *nominating committee* shall be filled by the *board*.

# **Article 9**

## **Committees**

### **Section 1**

There shall be at least the following standing committees and such other standing and special committees as the *board* may authorize from time to time.

- (a) Standing committees shall be: the *membership committee*, the *service committee* and the *advocacy committee*;

- (b) Other Standing committees and ad hoc committees may be appointed at the discretion of the president.

### **Section 2 - Appointment**

Except as otherwise provided in this *constitution*, the president shall appoint committee chairmen, subject to approval by the *board*.

### **Section 3 - Reports**

Committees shall report regularly to the *board* and to the *club*.

### **Section 4 – Conduct**

Committees shall conduct themselves in the manner as set out from time to time in the Zonta Club Manual.

## **Article 10**

### ***Fees and dues***

#### **Section 1 - Fiscal year**

The *club financial year* means the period from and including 1 April up to and including 31 March in the following calendar year.

#### **Section 2 - Initiation and reinstatement fees**

The initiation fee shall be that established by Zonta International and shall be paid to Zonta International as a new member fee, upon acceptance of invitation to membership. A former *member* of this *club* or of another Zonta club who is re-elected to membership in accordance with requirements of Article 4 shall be subject to a reinstatement fee as established by Zonta International and which shall be paid to Zonta International.

#### **Section 3 - Annual dues**

- (a) The annual dues of a *member* shall be recommended by the *board* from time to time and shall be established to include international, *district* and *club* requirements. Any change in the annual dues shall be pursuant to a two-thirds majority of the *members* voting at a *general meeting, special meeting or annual meeting*.
- (b) These dues shall be payable on or before April 1.
- (c) From these dues the *club* shall pay the annual dues and fees of members to Zonta International and to the *district*.

## **Article 11**

### ***Suspension or expulsion***

Any *member* who has acted in a way to injure the good name of Zonta or to hamper its work may, subject to the following procedure, be suspended or expelled by the *members*. If a complaint in writing against a *member* for such behaviour is made to the *board*, the *board* shall appoint a committee (of at least three *members*, but no more than five *members*) for the purpose of the investigation. Neither the complainant nor the *complainee* shall be a member of that committee.

The complaint shall include a statement of the matters of complaint, specific charges and details of all available evidence.

The committee shall notify the *complainee* and give them an opportunity to respond in writing within no less than 20 days and may hold a hearing with the *complainee*, the complainant and witnesses if any.

The committee will determine the venue and time of any such hearing and give the complainant, the *complainee* and witness if any at least 30 days written notice of the hearing. Thereafter the committee shall make a recommendation to the *board*. If the *board* determines that further action regarding suspension or expulsion is necessary, it shall make a recommendation to the *members* for a decision at a meeting of which written notice has been given to all *members*, including the *complainee*.

The *complainee* shall be entitled to be present for consideration of action to be taken but shall not be entitled to participate in the deliberation or to vote.

A two-thirds ballot vote of *members* present and voting at a *general, special* or *annual* meeting shall be necessary to suspend or expel a *member*. Notice of the *board* and *club* decision shall be given to the complainant and to the *complainee* as soon as reasonably practicable. If the *complainee* is not satisfied with the decision, they may appeal the decision to the *district board* within 45 days from the date on which the notice of decision is notified to the parties.

The decision of the *district board* shall be served on the complainant and the *complainee* as soon as reasonably practicable.

The decision of the *district board* may be appealed by either the complainant or the *complainee* within 45 days of the date the decision of the *district board* is taken to be received.

Suspension or expulsion shall require a vote by two-thirds of the Zonta International Board, from which there is no appeal.

If the *club* fails to act on a complaint, the complainant may refer the matter to the *district board*, which shall initiate disciplinary proceedings. The *district board* shall refer the written complaint to a committee appointed by the *district board*, which shall include the *district's* bylaws chairman and two other members who are not *members* of the *club* or members of the club of whom the complainant is a member. The committee shall serve a copy of the complaint on the *complainee* as soon as practicable after receiving a copy of it. The committee shall give the *complainee* at least 20 days to respond to the complaint in writing, and may hold a hearing with the complainant, the *complainee* and witnesses if any. The committee shall give the complainant, the *complainee* and any witnesses at least 30 days written notice of the hearing.

Thereafter, the committee shall make a recommendation to the *district board* for a decision. The district board shall give reasonable notice of the meeting at which the decision is to be made to the complainee, who shall be entitled to be present at that meeting; but shall not be entitled to participate in the deliberation or to vote. Expulsion or suspension shall be by a two-thirds vote of the *district board*. Notice of the decision shall be served on the complainant and the *complainee*. If either of them is dissatisfied with the *district board's* decision, they may appeal to the Zonta International Board within 45 days of when the notification is taken to be received.

If the district board fails to act, the Zonta International Board has full authority to initiate proceedings and to impose discipline on its own.

## **Article 12**

### ***Audit***

The *board* shall cause the *club* financial records to be audited or reviewed by a certified public accountant or a chartered accountant independent of the *board*. For purposes of the audit, the books shall be closed at the end of the *club financial year*.

## **Article 13**

### ***Seal, Colours, name and emblem***

#### **Section 1 - Seal**

The *club* may cause to be made a corporate seal, and if it does, it shall be the same as the corporate seal of Zonta International, with the addition of the words, 'Club of Brisbane Inc.' (and without the word 'International'). The common seal (if made) must be kept securely by the *board* and used only under the authority of the *board*. Each instrument to which the seal is affixed must be signed by any two of the president, secretary or other *member* authorized from time to time by the *board*.

#### **Section 2 - Colours and emblem**

The official colours and emblem of the *club* shall be from the approved Zonta colour palette and the emblem of the *club* shall be that of Zonta International.

## **Article 14**

### ***Corporate property & distribution of surplus assets***

#### **Section 1 - Corporate property**

All property, real, personal or mixed, legal or equitable, acquired by the *club* by grant, purchase, gift, bequest or devise, shall be its common property. The income and property of the *club* shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out in this *constitution* and no portion shall be distributed, paid or transferred to or amongst the *members*. However, nothing shall prevent the payment in good faith to any *member* in respect of moneys advanced by them to the *club* or otherwise owing by the *club* to them or of remuneration to any officers or servants of the *club* or to any *member* or other individual in return for any services actually rendered to the *club*, provided further that nothing shall be construed so as to prevent the payment or repayment to any *member* of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the *club* or reasonable and proper rent for premises demised or let to the *club*.

#### **Section 2 - Distribution of surplus assets**

If the *club* is wound up in accordance with the provisions of the *Associations Incorporation Act, 1981*, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be not be paid or distributed among the *members*, but shall be given or transferred to the *district* provided that at the time of the proposed distribution it has objects similar to those of the *club* ; and if not then to some other institution or institutions having objects similar to the *objects* of the *club*, and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the *club* under this *constitution*, such institutions to be determined by the *members*.

## **Article 15**

### ***Rules of meeting procedure***

To the extent that a matter of meeting procedure is not dealt with in this *constitution*, the Zonta International Bylaws and Rules of procedure, the rules of procedure of the district in which the *club* is situated, any Bylaws adopted by the *club* or by rules of procedure adopted by the *club*, then the

rules contained in *Robert's Rules of Order Newly Revised* shall govern that matter of meeting procedure.

## **Article 16**

### ***Amendment to the constitution***

#### **Section 1 - Amendment generally**

Subject to the provisions of the *Associations Incorporation Act, 1981*, this *constitution* may be amended, rescinded or added to from time to time by a *special resolution*, being a resolution passed by three quarters of the *club membership* present and entitled to vote at any *general meeting, annual meeting* or *special meeting* called for the purpose, provided that such amendment is not inconsistent with the Bylaws or Rules of Procedure of Zonta International.

Notice of the proposed *special resolution* (to give effect to the amendment) and the time and place of the meeting at which it is proposed to move the resolution shall be sent to each *member* who has a right to vote on the resolution at least 10 days before the proposed meeting.

A *special resolution* for which notice has not been given in accordance with this section, has no effect. A declaration by the individual presiding at the meeting at which the *special resolution* is put that a resolution has been passed at the meeting by the votes of three quarters of the *members* who are present and entitled to vote on the resolution will be conclusive evidence of the fact, unless a poll is demanded at the meeting.

Further, an amendment, repeal of or addition to the *constitution* is valid only if it is registered with the Chief Executive of the relevant Government Office.

#### **Section 2 - Amendment to comply with International changes**

If the Zonta International Bylaws and Rules of Procedure are amended in such a way as to be materially different to this *constitution*, then to the extent that this *constitution* may be lawfully amended to reasonably reflect that material difference, the *board* shall prepare a resolution incorporating that amendment and take all necessary steps to so amend the *constitution*.

## **Article 17**

### ***Glossary and interpretation***

#### **Section 1 - Glossary**

***annual general meeting (or agm)*** means the meeting of *members* so described in Article 5.

***annual meeting*** means the meeting of *members* so described in Article 5.

***board*** means the *officers* and *directors* of the *club* elected or appointed under Article 7.

***business day*** means any day other than a Sunday or a gazetted public holiday in Queensland.

***complainee*** in Article 7 means the *director* or *officer* the subject of a complaint made under that article; and in Article 11 means the member the subject of a complaint made under that article..

***constitution*** means the constitution of the Club as registered from time to time under the *Associations Incorporation Act, 1981*.

***club*** means the Zonta Club of Brisbane Inc.

***club financial year*** means the period from and including 1 April up to and including 31 March in the following calendar year.

**district** means Zonta International District 22 Ltd CAN 612963194.

**district board** means the board of the district from time to time.

**election meeting** means the meeting of *members* so described in Article 7.

**general meeting** means a properly convened meeting of *members*.

**installation** means the ceremony at which *officers* and *directors* taking up their appointment on 1 June next are officially recognized by *members*.

**member** means a member of the club, and includes classified members, past international presidents and honorary members.

**membership committee** means the standing committee of the *club* so called and established under Article 9.

**nominating committee** means the standing committee of the *club* so called and established under Article 8.

**objects** means the objects described in Article 3, Section 1.

**officer** means any of the president, vice president, secretary or treasurer of the *club*.

**special meeting** means a meeting of *members* so described in Article 5, Section 3.

**slate** has the meaning given to that term in Article 8.

**Zonta International** is the organisation so described and incorporated under the *General Not for Profit Corporation Act of the State of Illinois*, being a global organization of professionals empowering women world-wide through service and advocacy.

## **Section 2 - Interpretation & general**

In this constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa;
- (b) a gender includes other genders;
- (c) another grammatical form of a defined word or expression has, when italicised, a corresponding meaning;
- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (e) a reference to time is to Eastern Standard Time, Australia;
- (f) a reference to an individual includes a natural person, partnership, body corporate, association, governmental or local authority or agency or other entity;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other enforceable instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (h) the meaning of general words is not limited by specific examples that follow them;
- (i) the meaning of general words is not limited merely because more specific words precede them;

If a day on or by which an obligation must be performed (or an event must occur) is not a *business day*, the obligation must be performed (or the event must occur) on or by the next *business day*.

*Service of notices*

A notice or communication under this agreement (**notice**) must be:

- (a) in writing, in English and signed by an individual duly authorised by the sender; and
- (b) hand delivered or sent by prepaid post, facsimile, email or text message to the recipient's postal address, facsimile number, email address or mobile phone number in the *members'* records.

*Effective on receipt*

A *notice* given in accordance with the preceding paragraph takes effect when taken to be received (or at a later time specified in it), and is taken to be received:

- (a) if hand delivered, on delivery;
- (b) if sent by prepaid post, on the second *business day* after the date of posting;
- (c) if sent by facsimile, when the sender's facsimile system generates a message confirming successful transmission of the entire *notice* unless, within one *business day* after the transmission, the recipient informs the sender that it has not received the entire *notice*,
- (d) if sent by email, on the second *business day* after the date of transmission, provided that there is no notification of delivery failure; and
- (e) if sent by SMS on the second *business day* after the date of transmission, provided that there is no notification of delivery failure;

but if the delivery, receipt or transmission is not on a *business day* or is after 5.00pm on a *business day*, the *notice* is taken to be received at 9.00am on the next *business day*.

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