

Constitution Of Kelab Rotary Melaka (The Rotary Club Of Malacca)

Article I Name

The name of the organization shall be Kelab Rotary Melaka (The Rotary Club of Malacca), a Member of Rotary International, hereinafter referred to as the Club

Article II Territorial Limits

The territorial limits of this club are as follows:
The Northern District of Alor Gajah up to the boundary of Pulau Sebang. The Central District (Melaka Tengah). The Municipality And the Southern District Of Jasin.

Article III Object

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular to encourage and foster:

First. The development of acquaintance as an opportunity for service;

Second. High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying by each Rotarian of his occupation as an opportunity to serve society;

Third. The application of the ideal of service by every Rotarian to his personal, business and community life;

Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

Article IV Meetings

Section 1 -

- .1 This club shall hold a regular meeting once each week on the day and at the time provided in its bylaws.
- .2 In an emergency or for good cause, the board of directors of this club may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.
- .3 If a regular meeting fall on a legal holiday or in case of the death of the club president, or of an epidemic or of a disaster affecting the whole community, the Board may cancel such regular meeting. The board of directors of this club, at its discretion, may cancel not more than two regular meetings in any one Rotary year for causes not otherwise specified herein provided always that this club should not fail to meet for more than two consecutive meetings.

Section 2.-

An annual meeting for the election of officers of this club shall be held no later than the thirty-first day of December in each year as provided in the bylaws of this club.

Article V Membership

Section 1 - General Qualifications.

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

Section 2 - Kinds.

This club shall have four kinds of membership, namely: active, senior active, past service and honorary.

Section 3 - Active.

- .1 This club may elect to active membership a person who is
 - (i) engaged as proprietor partner, corporate officer or manager of any worthy, recognized business or

- profession; or
 - (ii) holding an important position in an executive capacity with discretionary authority in any worthy and recognized business or profession; or
 - (iii) acting as the local agent or branch representative of any worthy and recognized business or profession having charge of such agency or branch in an executive capacity; and
- personally and actively engaged in the business or profession in which he is to be classified in the club and having his place of business or residence located within the territorial limits of this club or within the corporate limits of the city in which the club is located or within the territorial limits of an immediately adjoining club.

- .2 There shall not be more than one active member in each classification of business or profession excepting the religion, news media and diplomatic classifications, and excepting the provision for additional active members as provided in section 4 of this article.

Section 4 - *Additional Active Member*

- (a) Any active member of this club may propose for and the club may elect to active membership one additional person who is actively engaged in the same classification of business or profession as that of the proposer whose classification shall be the same as that of the proposer. The qualification of such additional active member shall be the same as set forth in sections 1 and 3 of this article for active membership. Such additional active membership is in all respects an active member except that he may not propose an additional active member under this paragraph.
- (b) This club may, subject to the approval of the holder of the classification, also elect to active membership an additional person who is
 - (i) a former active member of another Rotary club and
 - (ii) any former member of a Rotaract club who is actively engaged at a place of business or who resides, within the territorial limits of the club and who is otherwise qualified for membership provided:

- (1) that there shall, in no case, be more than *one additional active member* elected for each of the categories listed above under the subsection in respect of any one classification;
- (2) that any member so elected from category (i) shall have terminated membership of his former club only because he ceased to be *actively engaged* within the territorial limits of that club in the classification of business or profession under which he was classified in that club;
- (3) that any member so elected from category (ii) shall have been a member of one or more Rotaract clubs for a period of at least *five years*, and shall have terminated membership in his former club only because he reached the *age limit for membership* or has relocated outside the territorial limits of that club;
- (4) that, although such additional active member is in all respects an active member *he shall have no right to propose an additional active member under section 4 (a) hereof.*

(c) In the event of the termination of active membership of the holder of the classification or in the event that he becomes a senior active member or for any other reason he ceases to be the holder of the classification, the membership of the additional active member or members elected under section 4(a) and (b) shall be dealt with as follows:

- (1) If there is only one such additional active member that member shall automatically become an active member and the holder of the classification.
- (2) If there is more than one additional active member, then the club shall elect *one of the additional active members* to be the active member of the holder of the classification.

- (3) Upon the election to the active membership of one of the additional active members as prescribed in (2) above, the status of any other additional active member shall remain unchanged.

Section 5 - Senior Active Membership

- (a) Any active member of this club or past service member whose combined active and past service membership in one or more clubs conforms with the service requirements as hereinafter set forth,
- (i) who has been a member of one or more clubs for a total of fifteen or more years, or
 - (ii) who is of the age of sixty or more after having been a member of one or more clubs for a total of ten or more years, or
 - (iii) who is of the age of sixty-five or more after having been a member of one or more clubs for a total of five or more years, or
 - (iv) who is a present or a past officer of Rotary International shall automatically and forthwith becomes a senior active member.
- (b) This club may elect to senior active membership any former member of any club who was a senior active member or was eligible to become a senior active member at the time he ceased to be a member of the club.
- (c) .1 A senior active member shall have all the rights, privileges and the responsibilities of an active member except that
- (i) he shall not be considered as representing any business or professional classification; and
 - (ii) he shall not have the right to propose an additional active member under section 4(a) hereof.
- .2 This club may admit to membership a qualified person in the classification of business or profession in which such senior active member may be changed.

Section 6 - *Past Service*

- (a) A former active member of a club, whose active membership was terminated because of his retirement from active business or professional life, shall automatically become a past service member in the club in which he held active membership or may be elected a past service member in any other club provided that he has held active membership in any one or more Rotary clubs for three or more years or he has attained the age of 55 years irrespective of the length of his membership. Such former member may be elected to past service membership at the time of or at any time after the termination of his active membership, provided he has all the other qualifications of a past service member. If his retirement from business or professional life occurs after he has ceased to be a member of a club, he is not eligible to past service membership. A past service member shall be required to pay an admission fee unless he was formerly an active member of this club, in which case he shall not be required to pay a second admission fee.
- (b) An active member who, through no fault of his own, would otherwise lose his classification may, by action of the board of directors of this club, be elected to past service membership.
- (c) A past service member shall have all the rights, privileges and responsibilities of an active member except that he shall not be considered as representing any business or professional classification nor may he become a senior active member (except as provided in section 5(a) of this article); nor shall he have the right to propose an additional active member under section 4(a) hereof.

Section 7 - *Dual Membership.*

No person shall simultaneously hold active, senior active or past service membership in this and another club. No person shall simultaneously hold active, senior active or past service membership and honorary membership in this club.

Section 8- *Honorary Membership*

- .1 A person who has distinguished himself by meritorious service in the furtherance of Rotary ideals, may be elected to honorary membership in this club.
- .2 Honorary membership shall be exempt from the payment of admission fees and dues, shall have no vote and shall not be eligible to hold any office in this club; shall not be considered as representing a classification, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights or privileges in any other club.

Section 9 - *Religion, News Media and Diplomatic Service.*

Representatives of more than one religious denomination, representatives of more than one newspaper and/ or other news media and diplomatic representatives of more than one government may be eligible to active membership under such classifications as set forth in this constitution.

Section 10 - *Public Office.*

- .1 Persons elected or appointed to public office for a specific time only shall not be eligible to active membership in this club under the classification of such office. This shall not apply to persons holding a position or office in schools, colleges or other institutions of learning or to persons who are elected or appointed to the judiciary.
- .2 An active member in this club who is elected or appointed to public office for a specific period may during the period in which he holds such office continue as such active member in the club under the classification represented by him in the club immediately prior to such election or appointment.

Section 11 - *Rotary International Employment.*

This club may retain in its membership any member thereof who enters the employment of Rotary International, so long as he remains in such employment.

Article VI *Classifications*

Section 1 - *Classifications.*

- (a) Each active member of this club shall be classified in accordance with his business or profession.
- (b) *The classification of each active member of this club shall be that which covers the principal and the recognized activity of the firm, company or institution with which he is connected or that which covers his principal and recognized business or professional activity.*
- (c) *How corrected. The board, in its discretion, may correct or adjust the classification of any member whose membership has not terminated, if the circumstances warrant such action. Due notice of such proposed correction or adjustment shall be given to the member and he shall be allowed a hearing thereon.*

Section 2 - *Limitations.*

The active membership shall consists of but one person from each classification of business or profession, excepting the religion, news media, and diplomatic services classifications, which may have more than one person in each such classification, and excepting the provision for additional active members.

Article VII *Attendance*

Section 1 -

Every member of this club should attend its regular meetings. A member shall be counted as attending a regular meeting of this club if he is present for at least 60% of the time devoted for the regular meeting or makes up for his absence in any of the following ways:

- (a) If at any time after the usual time for the previous meeting and before the usual time for the following regular meeting of this club,
 - (i) he attends at least 60% of the time devoted for the regular meeting of another club or a provisional club, or
 - (ii) by direction of this club, he attends a regular meeting of a Rotaract or Interact club or Rotary Village Corps or a provisional Rotaract or Interact club or Rotary Village Corps, or

- (iii) he attends a Convention of Rotary International, a Council on Legislation, an International Assembly, a Rotary Institute for past and present officers of Rotary International, a Rotary Institute for past, present, and incoming officers of Rotary International, or any other meeting convened with the approval of the Board, the President acting for the Board of Rotary International, a Rotary regional conference, a Rotary International committee meeting, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the Board of Directors of Rotary International, any district committee meeting held by direction of the district governor or a regularly announced intercity meeting of Rotary clubs,
- (iv) he presents himself at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, and that club is not meeting at that time and place;
- (v) except that where a member is travelling outside his country of residence for a period exceeding fourteen days, he shall not be subject to the time restriction imposed by this subsection inasmuch as he may attend meetings in another country at any time during his travels, and such attendance shall count as a valid make-up for any regular meeting missed at this club during the member's time abroad.

(b) If, at the time of such meeting he is

- (i) traveling with reasonable directness to or from one of the meetings mentioned in paragraph (a)(iii) of this section, or
- (ii) on Rotary business serving as an officer or committeeman of Rotary International, or a trustee of the Rotary Foundation, or
- (iii) on Rotary business serving as the special representative of his district governor in the formation of a new club, or
- (iv) on Rotary business in the employ of Rotary International, or
- (v) directly and actively engaged in a district sponsored

- or a Rotary International or Rotary Foundation sponsored service project in a remote area where the opportunity for *making up* his attendance is *completely impossible*, or
- (vi) engaged in Rotary business duly authorized by the Board of this club if this precludes his attendance at a meeting of this club.

Section 2 - *Notice of make-up.*

In the cases set out in the paragraphs (a)(ii);(a)(iii);(b) of section 1 of this article, the member shall only be counted as being in attendance if he personally gives notice of the fact to the club. In the cases set out in paragraphs (a)(i) and (vi), such notice may be given by the member personally or by the secretary of the club visited.

Section 3 - *Exemptions.*

A member's absence shall be excused if

- (a) .1 his absence is caused by protracted ill-health or impairment or by a stay of more than two weeks in a country in which Rotary clubs do not exist so that he is *physically unable* to attend a regular meeting and the Board approved his absence in which case his absence shall not be computed in the club's attendance record.
- .2 In the case of intended absence in a country in which there are no Rotary clubs, the member shall inform the secretary of this club before starting his journey or if that is *impossible*, in writing from that country. Before approving such absence, the Board shall satisfy itself that the journey will prevent the member from making up his absence in accordance with section 1(a) of this article, or
- (b) he is a senior active member and
- (i) has been a member of one or more clubs for an aggregate of twenty years or more and has reached the age of 65 years,
- (ii) has been a member of one or more clubs for an aggregate of fifteen years or more and has reached the age of 70 years, and
- he has notified the club secretary in writing of his desire to be excused from attendance. In this case, if approved by

the Board, such member's absences shall not be computed in the club's attendance records, but if he so desires, his attendance may be so computed.

Article VIII Directors and Officers

Section 1 -

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

Section 2 -

Except as herein otherwise specifically provided the decision of the board in all club matters shall be final, subject only to an appeal to the club. The board shall have general control over all officers and committees and may, for good cause, declare any office vacant. It shall constitute a board of appeal from the rulings of all officers and actions of all committees.

Appeal may be taken from any decision of the board to the club. On such appeal the decision appealed from shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, a quorum being present, notice of such appeal having been given by the secretary to all members of the club at least five(5) days previous to such meeting.

Section 3 -

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

Section 4 -

.1 Each officer shall be elected as provided in the bylaws of the club and, except as may otherwise be provided in relation to the president, shall take office on the first day of July immediately following his election and shall serve for the period of his election or until his successor shall have been elected and qualified.

.2 The president shall be elected, as the bylaws of the club may provide, within the period of not more than two years but not less than eighteen months prior to the day on which

he shall take office as president. He shall be a director of the board and shall serve as president-elect for the year immediately preceding the year in which he has to serve as president. The president shall take office on the first day of July in the Rotary year for which he is elected to serve as president and shall serve for the period of his election or until his successor shall have been elected and qualified.

- .3 Each officer and each director shall be an active (including additional active), senior active, or a past service member in good standing of this club. *For a better understanding of the duties and responsibilities of the club president, the president-elect shall attend the district president-elect training seminar and the district assembly unless excused by the incoming governor. If so excused, he shall send a designated representative from the club whose duty it will be to report back to him.*

Article IX Admission Fee and Dues

Section 1 -

Every active, senior active, and past service member of this club shall pay as admission fee and as annual dues such sums as may be prescribed in the bylaws of this club except that a senior active or past service member who has held active membership in this club shall not be required to pay a second admission fee.

Article X Duration of Membership

Section 1 - *Period.*

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

Section 2 - *How Terminated.*

- (a) Membership shall automatically terminate when a member ceases to have the necessary qualifications for membership, *except that*
- (i) an active member who, through no fault of his own, would otherwise lose his classification may, by action of the board of directors of this club, be elected to past service membership; *or*

- (ii) an active member moving from the territorial limits of the club may be given special leave of absence for a period not exceeding one year to enable him to visit and become known to a Rotary club in the community to which he moves, providing he is still active in the same classification of business or profession and continues to comply with the attendance and all other conditions of Rotary membership; or
 - (iii) an active member who would be losing his classification without default on his part may retain his classification and be given special leave of absence for a period not exceeding one year to enable him to obtain new employment in his classification or in a new classification providing he continues to comply with the attendance and all other conditions of Rotary membership. The termination of his membership would take effect only at the end of the period of leave granted to him.
- (b) When a past service member reenters active business or professional life his membership automatically becomes active membership if the classification is vacant. If the classification is not vacant, he continues as a past service member.
- (c) Honorary membership shall automatically terminate on the thirtieth day of June next after the date of election. However the board in its discretion may, by resolution, from year to year continue such honorary membership for the ensuing year.

Section 3 - How to rejoin.

When the membership of an active member has terminated as provided in the foregoing section 2, such person may make new application for membership, under the same classification or another classification. If elected to membership, he shall not be required to pay a second admission fee.

Section 4 - Termination - Non-payment of dues.

1. Any member failing to pay his dues within thirty (30) days

after the prescribed time shall be notified in writing by the secretary at his last known address. If his dues are not paid on or before ten (10) days from the dated of notification said membership shall automatically terminate.

2. Such former member, at the discretion of the board, may be reinstated to membership upon his petition, and upon the payment of all his indebtedness to the club, provided that no former member can be reinstated to active membership if his former classification has been filled.

Section 5 - Termination - Non-attendance.

The membership of any member other than an honorary member of this club shall automatically terminate if without the consent of the board for good and sufficient reason, he fails:

- (a) to attend or fail make up four consecutive regular meetings,
or
- (b) to attend or make up at least sixty percent of the regular meetings in the first or second six months of the fiscal year,
or
- (c) to attend at least thirty percent of the regular meetings of this club in the first or second six months of the fiscal year.

Section 6 - Termination for Other Causes.

- (a) The membership of any member who shall cease to have the qualifications for membership in this club may be terminated by the board by the votes of not less than two-thirds of the members thereof, at a meeting called for that purpose.
- (b) The membership of any member may be terminated by the board, for a reason which the board may deem to be sufficient, by the votes of not less than two-thirds of the members thereof, at a meeting called for that purpose.
- (c) In either case (a) or (b) the member shall be given at least ten (10) days' notice in writing of such pending action and an opportunity to submit to the board a written answer. He shall also have the privilege of appearing before the board to state his case. Service of such notice shall be made by

personal delivery or by registered letter to his last known address.

- (d) In case of a decision to terminate membership the secretary shall, within seven days after the date of the board's decision, notify the member in writing of the decision of the board. Such member may, within fourteen days after the date of such notice, give written notice to the secretary of his intention either to appeal to the club or to arbitrate as provided in article XIV of the constitution. In the event he appeals, the board shall set a date for the hearing of the appeal at a regular meeting of the club, to be held within twenty-one (21) days after the receipt of such notice of appeal. At least five(5) days' notice of such club meeting and its special business shall be given in writing to every member of the club, and only members of the club shall be permitted to be present when such appeal is considered at such meeting.
- (e) When the board has terminated the membership of an active member as provided for in this section, the club shall not elect a new member under his former classification until the time for hearing the appeal, if any, has expired and the club's decision or the decision of the arbitrators has been announced.
- (f) The action of the board shall be final if no appeal to the club is taken and no arbitration is requested. If an appeal is taken, the action of the club shall be final.

Section 7 - Resignation.

The resignation of any member from the club shall be in writing (addressed to the president or the secretary) and shall be accepted by the board, provided that all the indebtedness of the said member to the club has been paid.

Section 8 - Property Interest - Forfeiture of.

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

Article XI Community, National and International Affairs

Section 1 -

In the general welfare of the community, the nation, and the world is a concern to the members of the club, and the merits of any *public question involving such welfare* shall be proper subjects of fair and intelligent study and discussion before a club meeting for the enlightenment of its members informing their individual opinion. However, this club shall not express an opinion on any pending controversial public measure.

Section 2 -

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

Section 3 -

- (a) This club shall neither adopt nor circulate resolution or views, nor take corporate action, dealing with world affairs or international policies of a political nature.
- (b) This club shall not direct appeals to clubs, peoples or governments, or *circulate letters, speeches, or proposed plans* for the solutions of specific international problems of a political nature.

Section 4 - *Recognizing Rotary's Beginning.*

- .1 This club will strive to emphasize aspects of Rotary service during a special week of celebration commencing on the anniversary of Rotary's establishment. The week, commencing on 23 February of each year, shall be known as World Understanding and Peace Week.
- .2 While the special week will provide opportunity to reflect upon past achievements, it is appropriate to focus upon programs of peace, understanding and goodwill within the community and throughout the world.

Article XII Rotary Magazines

Section 1 -

Unless this club is excused by the Board of Directors of Rotary International from complying with the provisions of the article in accordance with the Bylaws of Rotary International, every active, senior active, or past service member of this club, by acceptance of such membership, shall become and so remain as long as he holds membership, a paid subscriber to the official magazine or to the approved regional magazine prescribed for this club by the Board of Directors of Rotary International. His subscription shall be handled in six (6) month periods and shall continue as long as he is *a member of the club and to the end of any six (6) month period* during which he may cease to be a member of the club.

Section 2 -

The amount of the subscription shall be collected by the club from each member semiannually in advance and remitted to the Secretariat of Rotary International or to the office of such regional publication as may be determined by the Board of Directors Of Rotary International.

Article XIII Acceptance of Object and Compliance with Constitution and Bylaws

A member, by payment of his admission fee and dues, thereby accepts the principles of Rotary as expressed in its Object and submits himself to and agrees to comply with and be bound by the constitution and bylaws of this club, and on this conditions alone is entitled to the privileges of the club. No member shall be absolved from the observance of the constitution and bylaws on the plea that he has not received a copy of them.

Article XIV Arbitration

Should any dispute arise between any member or members, or a former member or members, and the club, or any officer or the board of the club, relative to membership or to any alleged breach of the constitution or bylaws, or the expulsion of any member from the club, or on any account whatsoever which cannot be satisfactorily settled under the procedure already provided for such purpose, the matters in difference shall be settled by arbitration.

Each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only members of a Rotary club may be appointed as umpire or as arbitrators. The decision arrived at by the arbitrators, or, in the event of their disagreement, by the umpire, shall be final and binding by all parties.

Article XV Bylaws

This club shall adopt bylaws not inconsistent with the Constitution and Bylaws of Rotary International (and the rules of procedure for an area administration where established) and with this constitution, embodying additional provisions for the government of this club. Such bylaws may be amended from time to time as therein provided.

Article XVI Interpretation

Throughout this constitution, pronouns of the masculine gender shall include the feminine.

Article XVII Amendments

Section 1 - Time.

Except as provided in section 4 of this article this constitution may be amended only by the council on legislation or by the convention of Rotary International in the same manner as is established in the Bylaws of Rotary International for the amendment of its Bylaws.

Section 2 - Who May Propose.

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

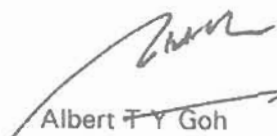
Section 3 - Procedure.

- .1 Any proposal to amend this constitution shall be delivered to the General Secretary of Rotary International not later than the first day of May in the Rotary year preceding that which the council on legislation is to meet.

- .2 The General Secretary of Rotary International shall mail a copy of all duly proposed amendments to all members of the council on legislation and to the secretary of each club not later than one hundred twenty (120) days prior to the date the council shall be convened.
- .3 The council shall consider and act upon each duly proposed amendment transmitted to the council and any duly proffered amendment thereof.

Section 4 -

Article 1 (Name) and Article II (Territorial Limits) of this constitution may be amended at any regular meeting of this club a quorum being present by the affirmative vote of a majority of members present and voting, provided that notice of such proposed amendment shall have been mailed to each member at least (10) ten days before such meeting, and provided further, that such amendment shall be submitted to the Board of Directors Of Rotary International for its approval and shall become effective only when so approved. In the event of reconsideration of a decision not to relinquish or share territory for the organization of an additional club, as directed by the district governor or the Board of Directors of RI, as provided in article 1, section 1(f) of the Bylaws of Rotary International, a two-thirds vote is required to sustain the previous negative decision.



Albert F Y Goh
President 1993-1994



Tan Eng Wah
Secretary 1993-1994