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RULES

AND

STATEMENT OF PURPOSES

OF

ROTARY INTERNATIONAL DISTRICT 9780 INCORPORATED

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ROTARY INTERNATIONAL DISTRICT 9780 INCORPORATED

RULES AND STATEMENT OF PURPOSES

1. Name

The name of this incorporated association is **Rotary International District 9780 Incorporated**.

2. Definitions

As used in these Rules, unless the context otherwise clearly requires, the following words have the following meanings respectively.

Act:	the <i>Associations Incorporation</i> Act of the State;
associate member:	the meaning given in sub-rule 8.2;
Board:	the Board of Directors;
business day:	every day except Saturday, Sunday or a gazetted public holiday in the District;
Bylaws	the Bylaws provided under Rule 42;
constitutional documents:	RI Constitution and Bylaws and Rotary Code of Policies each as amended from time to time;
delegate:	a representative of an ordinary member;
Director:	a member of the Board;
District:	Rotary International District 9780 Incorporated;
district area:	the geographical area known as 'Rotary International District 9780 as altered or amended by RI from time to time;
district conference:	a conference of the District at which a general meeting may be held;
District Governor:	the officer of RI known by that title;
District Governor Elect:	the elected successor to the District Governor;
District Governor Nominee:	the nominated successor to the District Governor Elect;



Officebearer:	the District Governor, the District Governor Elect, the District Governor Nominee, and those Officebearers appointed as such pursuant to Rule 28;
locality:	the area from within which a Rotary Club is entitled to draw its membership;
member:	an ordinary member or an associate member;
ordinary member:	the meaning given in sub-rule 8.1;
RI:	Rotary International;
Regulations:	the Regulations made under the Act;
Rules:	these Rules as lawfully amended from time to time;
secretary:	the person holding that office under these Rules or if no such person exists, the public officer until a secretary is appointed under these Rules;
State:	the State or Territory in which the District is registered; and
year:	the twelve-month period commencing 1 July.

3. Interpretation

In these Rules unless the context otherwise clearly requires:-

- 3.1 references to the singular include the plural and vice versa and references to any gender include each other gender;
- 3.2 the word "person" includes a corporation, body corporate, or unincorporated association;
- 3.3 marginal and other headings are included for guidance and do not form part of these Rules;
- 3.4 the word "writing" includes typewriting, printing, photography, lithography and other modes of representing or reproducing words in a visible format and "written" has a corresponding meaning;
- 3.5 other grammatical forms of defined words and expressions have corresponding meanings;
- 3.6 a reference to a rule, sub rule, paragraph, sub paragraph or schedule means a reference to a rule, sub rule, paragraph or schedule of these Rules;
- 3.7 references to legislation must be read as if the words "or any statutory modification or re-enactment thereof of substitution therefor" were added to the reference;



- 3.8 monetary references are stated in Australian currency unless otherwise provided; and
- 3.9 the word “including” and similar expressions are not words of limitation;

4. **Objects**

The Objects for which the District is established are to assist, support and advise the District Governor, as and to the extent that he or she shall in each case request it, in the performance of his or her duties and responsibilities and without limiting that generality:-

- 4.1 to represent RI to every Rotary Club in the district area, its members and the public;
- 4.2 to assist ordinary members in advancing and promoting the Object of Rotary;
- 4.3 to assist members in providing service particularly within the Four Avenues of Service;
- 4.4 to promote continuity of leadership within the District;
- 4.5 to promote interest and participation in Rotary activities; and
- 4.6 to do all things which in the opinion of the District Governor are incidental or conducive to the attainment of any one or more of the foregoing objects.

5. **Statement of Purposes**

The objects for which the District is established as specified in Rule 4 constitute the Statement of Purposes of the District as required pursuant to the Act.

6. **Status of District**

- 6.1 The District is a not for profit organisation and its property and income must be applied solely towards the promotion of the objects and the administration of the District and no part of that property or income may be paid or otherwise distributed directly or indirectly to members except in good faith in promotion of those objects.
- 6.2 If upon the winding up or cancellation of the District, there remains after payment of all its debts and liabilities any property whatsoever, such property must be given or transferred to a recipient or recipients whose rules prohibit distribution of its income and/or property amongst its members being
 - 6.2.1 such incorporated or unincorporated district as is established to carry out the functions of this District but if no such district is in being at or about the time of such winding up or cancellation (including shortly thereafter); then
 - 6.2.2 such other institution or institutions having objects similar to the objects of the District as is determined by the ordinary members in consultation with the District Governor at or before the time of winding up or cancellation, and in default of agreement, by application to the Supreme Court of the State for determination.



- 6.3 If at any time any provision of these Rules fails to conform with the constitutional documents the ordinary members must immediately proceed to amend these Rules until such conformity is restored and pending that restoration, the constitutional documents shall subject to the provisions of the Act be deemed to prevail over the provisions of these Rules in respect of every area where such conformity does not exist.

7. Alteration of Rules

No alteration of these Rules shall be made that in the opinion of the District Governor, taking into account the advice of a Committee appointed for the purpose of considering the matter and providing such advice, is in conflict with the constitutional documents.

8. Membership

- 8.1 Ordinary membership of the District is restricted to Rotary Clubs whether incorporated or unincorporated in good standing with RI whose localities fall within the district area.
- 8.2 Associate membership of the District is restricted to members of Rotary Clubs which are ordinary members.
- 8.3 Every Rotary Club which was a member of Rotary International District 9780 at the time of the incorporation of the District or which is subsequently chartered by RI within the district area is entitled to ordinary membership upon delivery of a written application to that effect to the secretary.
- 8.4 Every member of a Rotary Club which is an ordinary member of the District is entitled to associate membership upon delivery to the secretary by that Rotary Club of written notification of his or her membership as aforesaid.
- 8.5 Membership of the District is unlimited.
- 8.6 No entrance fee is payable by members.

9. Register of Members

The secretary must keep and maintain a Register of Members, in separate sections for ordinary members and associate members, in which must be entered the full name, address (including facsimile and electronic addresses) and date of entry of each member, details of membership and the date of and reason for cessation (if any) of such membership and such other details as the Board may from time to time require. The Register must be available for inspection by members as provided in Rule 37 including the right of a member to make a copy of or take an extract from the Register but without having any right to remove the Register for that purpose.

10. Cessation of Membership

- 10.1 An ordinary member ceases membership upon being wound up, or upon the handing in, recall, suspension or termination of its charter in accordance with the constitutional documents or upon its becoming a member of another district of RI or otherwise removed by RI from the District.



- 10.2 An associate member ceases membership upon ceasing to be a Rotarian or ceasing to be a member of a Rotary Club that is an ordinary member or upon the Rotary Club of which he or she is a member ceasing to be an ordinary member of the District.

11. Finance

- 11.1 The Treasurer must deposit all funds received by or on behalf of the District in a financial institution selected by the Board.
- 11.2 All bills must be paid by the Treasurer or other authorised officer only when approved by two other officers or directors. If required by the Act all cheques must be signed and counter-signed and the signatories must be members of a class of signatories that the Act prescribes.
- 11.3 A thorough review of all financial transactions by the District Auditor must be made at least once each year.
- 11.4 Officers having charge or control of District funds if required by the Board must give a bond for the safe custody of the funds of the District, the cost of the bond to be borne by the District.
- 11.5 The sources of funds for the District are the membership fees prescribed in Rule 13 and other receipts received by the District. The District must hold charitable or benevolent funds in a separate account or accounts.

12. Compliance with Rules

By payment of membership fees and acceptance of membership a member submits to and agrees to comply with and be bound by these Rules. Each member is subject to the terms of these Rules regardless of whether such member has received a copy of them.

13. Membership Fees

- 13.1 The District Governor Elect must on or before the Presidents Elect Training Seminar present the draft budget and estimate of membership fees for the forthcoming year to the ordinary members.
- 13.2 At a General Meeting held in conjunction with or prior to the District Assembly the ordinary members must adopt a budget and fix membership fees for the forthcoming year.

14. Powers of the District

For the purposes of carrying out its objects the District may, subject to the Act and these Rules:-

- 14.1 acquire, hold, deal with and dispose of, any real or personal property; and
- 14.2 administer any property on trust; and
- 14.3 open and operate Authorised Deposit-taking Institute accounts; and
- 14.4 invest its monies in any security in which trust money may, by Act of Parliament of the State, be invested; and



- 14.5 borrow money upon such terms and conditions as the District thinks fit; and
- 14.6 give such security for the discharge of liabilities incurred by the District as the District thinks fit; and
- 14.7 appoint agents to transact any business of the District on its behalf; and
- 14.8 enter into any other contract the District considers necessary or desirable.

15. Annual General Meeting

- 15.1 The District Governor will determine the date, time and place of the annual general meeting provided the same occurs within the time specified under the Act.
- 15.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 15.3 The ordinary business of the annual general meeting is:-
 - 15.3.1 to confirm the minutes of the previous annual general meeting and of every general meeting held since that meeting; and
 - 15.3.2 to receive from the Board reports upon the transactions of the District during the last preceding financial year; and
 - 15.3.3 to confirm the appointment of the Officebearers (other than those excluded under paragraph 26.3.2) and the ordinary directors of the Board;
 - 15.3.4 to receive the District Governor's report on the status of the District incorporation comprising the activities of the District during the previous year and on any other matter that the District Governor considers relevant;
 - 15.3.5 to receive and consider every report submitted in accordance with the requirements of the Act; and
 - 15.3.6 to receive the District Auditor's report on the financial affairs of the District for the last preceding year; and to present that report to the meeting for adoption.
- 15.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

16. Special General Meetings

- 16.1 In addition to the annual general meeting any other general meetings may be held in the same year.
- 16.2 All general meetings other than the annual general meetings are special general meetings.
- 16.3 The Board may, whenever it thinks fit, convene a special general meeting of the District.



- 16.4 If, but for this sub-rule more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- 16.5 The Board must, on the request in writing of members representing not less than ten percent (10%) of the total number of ordinary members, convene a special general meeting of the District.
- 16.6 The request for a special general meeting must –
- 16.6.1 state the objects of the meeting; and
 - 16.6.2 be signed by the ordinary members requesting the meeting; and
 - 16.6.3 be sent to the address of the secretary.
- 16.7 If the Board does not call a special general meeting to be held within one (1) month after the date on which the request is sent to the address of the secretary, the ordinary members making the request, or any of them, may convene a special general meeting to be held not less than three (3) months after that date.
- 16.8 If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner as far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the District to the persons incurring the expense.

17. Special Business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting except for business conducted under these Rules as ordinary business of the annual general meeting is deemed to be special business.

18. Notice of General Meetings

- 18.1 The secretary at least 14 days or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the District, must cause to be sent to each ordinary member of the District a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 18.2 Notice may be given to a member by any means provided in Rule 41.
- 18.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting;
- 18.4 An ordinary member intending to bring any business before a meeting may notify the secretary in writing or by facsimile transmission or electronic transmission, of that business and the secretary must thereupon include that business in the notice calling the next general meeting.



19. Quorum at General Meeting

- 19.1 No item of business may be conducted at a general meeting unless a quorum of ordinary members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 19.2 Not less than 20 of the ordinary members (being ordinary members entitled under these Rules to vote) constitute a quorum for the conduct of the business of a general meeting.
- 19.3 If within 30 minutes after the appointed time for the commencement of a general meeting, a quorum is not present –
- 19.3.1 in the case of a meeting convened upon the request of members – the meeting must be dissolved; and
- 19.3.2 in any other case – the meeting must stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to ordinary members given before the day to which the meeting is adjourned) at the same place; and
- 19.3.3 if at the adjourned meeting the quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the ordinary members personally present (provided they number not less than 15 of the ordinary members) shall be a quorum.

20. Presiding at General Meetings

At each general meeting of the District

- 20.1 the District Governor; or in his or her absence
- 20.2 the District Governor Elect; or in his or her absence
- 20.3 such other officer as the District Governor nominates or
- 20.4 failing such appointment such member as the meeting appoints

is to preside as Chairperson.

21. Adjournment of Meetings

- 21.1 The Chairperson may with the consent of the majority of ordinary members present at the meeting, adjourn the meeting from time to time and place to place.
- 21.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 21.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 41.



- 21.4 Except as provided in sub rule 21.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

22. Voting at General Meeting

At a General Meeting -

- 22.1 all members other than those whose membership fees are due and unpaid may vote;
- 22.2 an associate member has the right to attend but not to vote;
- 22.3 ordinary members must be represented by a representative (with the right to be heard on any issue) being
- 22.3.1 the ordinary member's president; or
- 22.3.2 a delegate who is appointed in writing in the form provided in Schedule 1 which is delivered to the secretary not later than the time appointed for the commencement of the meeting;
- 22.4 in lieu of personal representation an ordinary member may deliver a written submission on any issue provided the same is delivered to the secretary not later than 48 hours before the time appointed for the commencement of the meeting at which it is to be presented or if later then to provide sufficient copies for all ordinary members and in either case the secretary shall cause it to be circulated amongst the ordinary members at or before the meeting;
- 22.5 on any question an ordinary member has one vote only; and
- 22.6 in the case of an equality of voting the Chairperson must exercise a casting vote.

23. Poll at General Meetings

- 23.1 If at a meeting a poll on any question is demanded by not less than five ordinary members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll is deemed to be the resolution of the meeting on that question.
- 23.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

24. Manner of Determining Whether Resolution Carried

If a question arising at a general meeting of the District is determined on a show of hands:-

- 24.1 a declaration by the Chairperson that a resolution has been-
- 24.1.1 carried; or
- 24.1.2 carried unanimously; or



24.1.3 carried by a particular majority; or

24.1.4 lost; and

24.2 an entry to that effect in the minute book,

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

25. Proxies

No member shall be entitled to appoint a proxy to attend or to vote at any general meeting.

26. Board of Directors

26.1 The District Governor is the highest officer of the District and ex officio Chairperson of the Board.

26.2 The affairs of the District must be managed by the District Governor and the Board

26.3 The Board to the extent provided in Rule 4 and the District Governor -

26.3.1 will control and manage the business and affairs of the District; and

26.3.2 will have general control over all Officebearers (other than the District Governor, the District Governor Elect and the District Governor Nominee) and Committees and, for good cause, may declare any office over which it has such general control, vacant;

26.3.3 subject to these Rules, the Act and the Regulations, may exercise all such powers and functions as may be exercised by the District other than those powers and functions that are required by these Rules to be exercised by general meetings of members; and

26.3.4 subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the District Governor to be essential for the proper management of the business and affairs of the District,

26.4 Subject to the provisions of the Act, the Board will consist of -

26.4.1 the District Governor;

26.4.2 the immediate Past District Governor if willing to act;

26.4.3 the District Governor Elect;

26.4.4 the District Governor Mentor;

26.4.5 the District Governor Nominee (from the date of his or her nomination);

26.4.6 the Officebearers; and



26.4.7 10 Assistant Governors – Clubs and 5 Assistant Governors – Services as ordinary directors of the Board all of whom are Associate Members.

26.5 A vacancy in the Board or any office shall be filled by the District Governor.

27. Committees

27.1 The District Governor may constitute a Committee for the purpose of carrying out any specific activity on behalf of the District which is delegated to it and which the District Governor considers is warranted and may appoint one or more associate members to be the members of that Committee.

27.2 The District Governor is ex officio a member of every Committee.

27.3 Each Committee will transact only the business delegated to it at the time of its constitution or subsequently by the District Governor or the Board.

27.4 A Committee must not take action without firstly presenting a report to the Board for its approval and receiving the Board's written approval to that report.

27.5 The Chairperson of a Committee may be appointed by the District Governor at the time of its constitution or if not so appointed must be elected by the members of the Committee from amongst their number. The Chairperson is responsible for the holding of regular meetings by the Committee and the activities of the Committee and must supervise and coordinate the work of the Committee and supply copies of its minutes and report to the Board on the work and activities of the Committee.

27.6 In appointing a Committee the District Governor must specify whether that Committee is a standing committee and if it is not a standing committee the date upon which it will terminate.

27.7 The date of termination of a non-standing committee may be extended by the Board.

27.8 The District Governor may add additional associate members as members of a Committee.

27.9 The District Governor may amend, diminish or terminate the activities of any Committee at any time.

27.10 Every Committee is a Committee of the District and will not without the written approval of the District Governor and the Board seek separate incorporation.

27.11 Membership of a Committee terminates at the conclusion of the year in respect of which the member was appointed to that Committee but that member may be re-appointed. All vacancies occurring at the conclusion of a year will be filled by the incoming District Governor. Casual vacancies may be filled by the then District Governor as and when they occur.

28. Officebearers and Ordinary Directors

28.1 There shall be the following Officebearers:-

28.1.1 a secretary; and



- 28.1.2 a treasurer.
- 28.2 Officebearers while they retain office are members of the Board;
- 28.3 Officebearers will be appointed to office by the District Governor for the year in which he or she will serve;
- 28.4 Officebearers will carry out the following functions:-
 - 28.4.1 secretary – it will be the duty of the secretary to keep membership records, record attendance at meetings; send out notices of District, Board and Committee meetings; record and preserve the minutes of such meetings; report as required to RI, report changes in membership; and perform other duties as usually pertain to the office of secretary;
 - 28.4.2 treasurer – it shall be the duty of the treasurer to have custody of all funds, accounting for it to the District annually and at any other time upon demand by the Board, and to perform other duties as pertain to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the District Governor all funds, books of account and other club property in the treasurer’s possession.
- 28.5 The ordinary Directors of the Board will be appointed by the District Governor for the year in which he or she will serve;
- 28.6 Ordinary Directors will hold office until the end of the year for which they are appointed.
- 28.7 The office of an Officebearer becomes vacant if the Officebearer
 - 28.7.1 ceases to be an associate member; or
 - 28.7.2 becomes an insolvent under administration within the meaning of the Corporations Act; or
 - 28.7.3 resigns from office by notice in writing given to the secretary;
 - 28.7.4 is removed from office by the District Governor; or
 - 28.7.5 the office is terminated by the District Governor.
- 28.8 An Ordinary Director’s directorship ceases if the Ordinary Director
 - 28.8.1 ceases to be an associate member; or
 - 28.8.2 becomes an insolvent under administration within the meaning of the Corporations Act; or
 - 28.8.3 resigns from office by notice in writing given to the secretary; or
 - 28.8.4 is removed from office by the District Governor.

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**29. Meetings of Board**

- 29.1 The Board must meet at least 3 times in each year at such place, date and time as the District Governor determines.
- 29.2 Special meetings of the Board may be convened by the District Governor or by any 15 members of the Board.

30. Notice of Board Meetings

- 30.1 Written notice of each board meeting must be given to each member of the Board at least 7 business days before the date of the meeting.
- 30.2 Written notice must be given to Board members of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such meeting.
- 30.3 Notice required pursuant to this rule may be given to a Board member by any means provided in Rule 41.

31. Quorum for Board Meetings

- 31.1 At least 12 members of the Board including the District Governor constitute a quorum.
- 31.2 No business may be conducted unless a quorum is present.
- 31.3 If within 30 minutes of the time appointed for the meeting a quorum is not present or if there ceases to be a quorum present at the meeting -
 - 31.3.1 in the case of a special meeting – the meeting lapses; and
 - 31.3.2 in any other case – the meeting stands adjourned to the same place and the same time and day in the following week.
- 31.4 The Board may act notwithstanding any vacancy in its number.

32. Presiding at Meetings of the Board –

At each Board meeting –

- 32.1 the District Governor; or in his or her absence;
- 32.2 the District Governor Elect; or in his or her absence;
- 32.3 an officer nominated by the District Governor; or
- 32.4 failing such nomination a person nominated by the meeting

is to preside as Chairperson.



33. Voting at Board Meetings

- 33.1 Questions arising at a meeting of the Board or at a meeting of any Committee, shall be determined on a show of hands or if a member requests, by a poll taken in such manner as the Chairperson at that meeting may determine.
- 33.2 Each member present at a meeting of the Board, or at a meeting of any Committee (including the Chairperson), is entitled to one vote and, in the event of an equality of votes on any question, the Chairperson must exercise a second or casting vote in addition to his or her deliberative vote.

34. Minutes of Meetings

The secretary or the assistant secretary or the secretary's nominee must keep minutes of the resolutions and proceedings of each general meeting and each board meeting and each committee meeting together with a record of the names of persons present at board or committee meetings or particulars of the quorum present at general meetings.

35. Disputes and Mediation (Grievance Procedures)

- 35.1 The grievance procedure contained in this Rule applies to disputes under these Rules between members or between a member and the District and must be applied at all times subject to the requirements of natural justice.
- 35.2 In the event of a dispute arising either party may refer that dispute to the Board.
- 35.3 The Board must require the parties to the dispute to meet and, if possible, to resolve the dispute within 14 days after the dispute has been referred to the Board.
- 35.4 If the parties are unable to resolve the dispute at a meeting between them held within that time or if either party fails to attend that meeting (having been notified of it) then the Board must refer the matter to mediation and arrange the appointment of a mediator.
- 35.5 The mediator must be –
- 35.5.1 a qualified mediator chosen by agreement between the parties to the dispute; or
 - 35.5.2 in the absence of agreement appointed by the Board at the request of either party to the dispute.
- 35.6 No person who is a member of either party to the dispute can be appointed as the mediator.
- 35.7 If the mediation process does not resolve the dispute within 30 days of the appointment of the mediator either party may seek a resolution of it in accordance with the provisions of the law.

36. Disciplinary Proceedings

- 36.1 Disciplinary proceedings in respect of an ordinary member must be taken only as prescribed in the constitutional documents.



36.2 If the Board for cause is of the opinion that disciplinary proceedings should be taken in respect of an associate member it must refer the matter to the Rotary Club of which that associate member is a member and request that Rotary Club to take such disciplinary proceedings in respect of the associate member as are, in all the circumstances warranted.

37. Custody and Inspection of Books and Records

Except as otherwise provided in these Rules the secretary will keep in the secretary's custody or under the secretary's control all books documents and securities of the District.

Any member is entitled to inspect the records of the District free of charge upon giving not less than fourteen (14) days' prior written application to that effect to the secretary. Upon receipt of that application the secretary must produce the records for inspection by that member within that period.

38. Accounts

38.1 Proper books of accounts must be kept and maintained either in written, printed or electronic form and in the English language showing accurately the financial affairs of the District and the particulars usually shown in books of account of a like nature.

38.2 As soon as practicable after the end of each year the treasurer will cause to be prepared a statement containing the particulars of –

38.2.1 the income and expenditure for the immediately preceding year; and

38.2.2 the assets and liabilities and all mortgages, charges and securities affecting the property of the District at the close of the immediately preceding year.

38.3 The statement prepared under sub-rule 38.2 must be presented in time to allow the District Auditor to comply with the audit requirements for the annual general meeting.

39. Funds

39.1 The treasurer must –

39.1.1 collect and receive all money due to the District and make all payments authorised by these Rules on behalf of the District; and

39.1.2 keep correct accounts and books showing the financial affairs of the District with full details of receipts and expenditure connected with the activities of the District.

40. Seal

40.1 The common seal of the District must be kept in the custody of the secretary.

40.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or one member of the Board and the Public Officer of the District.



41. Notice to Members

Any notice by the District to a member may be given by

- 41.1 delivering the notice personally in the case of an ordinary member to the president, secretary or delegate of that ordinary member or in the case of an associate member to that associate member; or
- 41.2 sending it by prepaid post addressed to the member at the member's address shown in the Register of Members; or
- 41.3 sending it by facsimile transmission to such facsimile address as the member has provided as is shown in the Register of Members; or
- 41.4 sending it by electronic transmission to such electronic address as the member has provided and is shown in the Register of Members; and
- 41.5 if sent by pre-paid post is deemed to have been served on the third business day following the date of its posting;
- 41.6 if served by facsimile or electronic transmission is deemed to have been served on the same day as is shown on the transmission report confirming connection to the appropriate facsimile or electronic transmission number or address as the case may be; and
- 41.7 it is the responsibility of a member to ensure that that member's address, facsimile transmission number and electronic transmission address are updated whenever a change occurs by delivery of an appropriate notice to that effect to the secretary. Any such update stands in substitution for the information it replaces upon receipt of such notice by the secretary.

42. Bylaws

- 42.1 The Board may make, amend or repeal Bylaws not inconsistent with these Rules for the management of the District.
- 42.2 A Bylaw is subject to ratification by the ordinary members at a General Meeting and if not ratified before the conclusion of the year in which it was made amended or repealed is deemed to have been set aside at the conclusion of that year.

43. Winding Up

- 43.1 The District must immediately proceed with voluntary winding up and immediately cease operations—
 - 43.1.1 if at the district conference not less than three quarters of the ordinary members by special resolution so resolve; or
 - 43.1.2 if directed in writing so to do by the Board of RI.



43.2 The District being a not for profit organisation, in the event of its winding up or cancellation the surplus funds are not to be distributed to its members but must be given or transferred to a recipient or recipients whose rules prohibit distribution of its income and/or property amongst its members being -

43.2.1 such incorporated or unincorporated district as is established to carry out the functions of this District; but

43.2.2 if no such district is in being at or about the time of such winding up or cancellation (including shortly thereafter then) to such other institution or institutions having objects similar to the objects of the District and whose rules prohibit the distribution of its income and/or property among its members. Such institution or institutions will be determined by the ordinary members in consultation with the District Governor at or before the time of winding up or cancellation, and in default of agreement, by application to the Supreme Court of the State for determination.

43.3 The liability of a member to contribute towards the payment of the debts and liabilities of the District or the costs, charges and expenses of the winding up of the District is limited to the amount (if any) unpaid by the member in respect of membership of the District.

43.4 The District Governor must notify the Board of RI promptly of any resolution of the ordinary members made by the ordinary members pursuant to paragraph 43.1.1 and supply it with a final report upon completion of the winding up.

44. **Postal Ballots**

44.1 A postal ballot of the ordinary members may be required by the District Governor, the Board or the ordinary members at a general meeting.

44.2 A postal ballot must include a closing date for the receipt of ballots being at least 21 days after the notice of ballots is posted.

44.3 If there is a postal ballot, the decision is made as follows:-

44.3.1 matters requiring an ordinary resolution must be passed by a majority of the votes returned by the closing date but the number of votes returned must be not less than the number needed for a quorum in accordance with sub-rule 19.2.

44.4 An ordinary member may vote by completing the ballot paper which must be signed by the president or by two office bearers of the ordinary member.

44.5 No postal ballot may be conducted to determine a special resolution for the voluntary winding up of the District unless approved by the Registrar of Incorporated Associations pursuant to sub-section 29(2A) of the Act.

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Deleted: <#>a special resolution to voluntarily wind up the District must be passed by the votes, returned by the closing date, of a majority of not less than three quarters of the ordinary members ; and¶ any other special resolution must be passed by a majority of not less than three quarters of the votes returned by the closing date but the number of votes returned must be not less than the number needed for a quorum in accordance with sub-rule 19.2.

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Schedule 1

Form of Appointment of Delegates

- 1. Full name (of ordinary member)
- 2. of (address)
- 3. being an ordinary member of (name of incorporated Rotary International District)
- 4. appoint (name of delegate)
- 5. of (address of delegate)
- 6. being an associate member of that incorporated Rotary International District, as its delegate to vote for and on its behalf at the annual/special general meeting of that incorporated Rotary International District to be held on (date of meeting)
- 7. and at any adjournment of that meeting.
- 8. The delegate is authorised to vote in favour of/against * the following resolution (insert details of resolution)

Date 200

Signed
President

.....
Print name in full

OR

Signed
Board member

.....
Print name in full

Signed
Board Member

.....
Print name in full

* delete if not applicable

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