

Rotary International District 9810 Inc

Rules of Association

MOORES *LEGAL*
9 Prospect Street
BOX HILL VIC 3128

TEL: 9898 0000
FAX: 9898 0333
REF: FT 08/0706

ASSOCIATIONS INCORPORATION ACT 1981
ROTARY INTERNATIONAL DISTRICT 9810 INC.

RULES

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ASSOCIATIONS INCORPORATION ACT 1981
ROTARY INTERNATIONAL DISTRICT 9810 INC.

RULES

1. NAME

- 1.1 The name of the incorporated association is **Rotary International District 9810 Inc** (in these rules called “the Association”).
- 1.2 The Association shall be a non-profit, non share capital and not for profit entity, and it shall pay no dividend and no part of its money, property or other assets shall be distributed to its Members or Officers.

2. DEFINITIONS

- 2.1 In these rules, unless the contrary intention appears:
- (a) ‘**Act**’ means **the Associations Incorporation Act 1981** of the State of Victoria, Australia;
 - (b) ‘**Appointee**’ means an Individual who from time to time may be engaged in any activity under the auspices of the District Governor or his delegate;
 - (c) ‘**College of Governors**’ means all Past District Governors who are currently serving in District 9810 plus the District Governor, the District Governor Elect and the District Governor Nominee.
 - (d) ‘**Committee**’ means any committee established by the District Governor other than the District Administration Committee;
 - (e) ‘**Conference Resolutions Meeting**’ means a special general meeting of the Association held during the District Conference for the purpose of considering and voting upon resolutions proposed by Member Clubs, District Committees or individual Rotarians;
 - (f) ‘**Constitution**’ means the Constitution of Rotary International;
 - (g) ‘**Delegate**’ shall be a Rotarian elected, qualified, and identified to

- represent the views of a Member Club at any Association meeting;
- (h) **‘District Assembly’** means a general meeting of Members as defined in the By- Laws of R.I.;
 - (i) **‘District Administration Committee’** means the management committee of the Association in accordance with Rule 23.1;
 - (j) **‘District By-laws’** means the Association’s by-laws adopted or created or amended pursuant to Rule 39;
 - (k) **‘District Officer’** means an appointee by the District Governor to carry out work on behalf of the Association, such appointee must be a Rotarian of a Member Club.
 - (l) **‘District Governor’** means an annually elected Officer of RI, qualified elected and approved under the By-Laws of R.I., to administer the District;
 - (m) **‘Financial Year’** means the year ending on 30 June;
 - (n) **‘General Meeting’** means a general meeting of Members convened in accordance with Rule 11 and/or Rule 12;
 - (o) **‘Member’** means a Member club of the Association;
 - (p) **‘Ordinary Member of the Committee’** means a member of the District Administration Committee under Rule 23.1(f);
 - (q) **‘Regulations’** means regulations under the Act;
 - (r) **‘Relevant Documents’** has the same meaning as in the Act;
 - (s) **‘Rotarian’** means a duly inducted and financial member of a Rotary Club;
 - (t) **‘Rotary International’** means the organization known as Rotary International (copyright) registered in the United States of America under the Illinois General Not for Profit Corporation Act of 1996, (hereinafter called “R.I.”);
 - (u) **‘Rotary International District 9810’** means a group of Rotary

Clubs chartered to operate within defined geographic boundaries, referred to in the R.I. Constitution, established for the purpose of administration, and such other purposes outlined herein and as described in the Constitution of R.I., and as referred to hereinafter as “the District”;

- (v) **‘Rotary Year** shall be from the 1st Day of July to the 30th Day of June the following year.

2.2 In these Rules, a reference to the Secretary of the Association is a reference:

- (a) if a person holds office under these Rules as Secretary of the Association - to that person; and
- (b) in any other case, to the Public Officer of the Association.

3. Alteration of the Rules

3.1 These Rules and the Statement of Purposes of the Association must not be altered except in accordance with the following procedure:-

- (a) A proposed amendment shall be examined by persons appointed by the District Governor, designated the Resolutions Committee, in respect of:
 - (i) it being consistent with the Constitution and By-laws of R.I.;
 - (ii) it being consistent with the Act.
- (b) The proposed amendment, if found to be inconsistent with any of the legislation referred to in the preceding sub-paragraph (a), shall be rejected and not dealt with further in its then form.
- (c) If found to be consistent with the legislation aforementioned, the proposed amendment shall:
 - (i) be promulgated to Members of the Association by due notice in accordance with these Rules; and
 - (ii) be put to the next Annual General Meeting or special general meeting of the Association to be voted upon by the Members as a Special Resolution in accordance with the Act, and otherwise

as provided in Rule 18.

- (d) Once the proposed amendment is approved as a Special Resolution by the meeting held under sub-rule (c) (ii) above the Secretary shall submit the amendment to the relevant government office administering the Act for acceptance.

4. Membership, entry fees and subscription

- 4.1 (a) All Rotary clubs in the incorporated district shall be members of the incorporated entity.
 - (b) The initial membership of the district shall be the Rotary clubs in the district as of the time of the incorporation. The addition or removal of a club or clubs from the district pursuant to the RI bylaws shall immediately and automatically result in a corresponding change in the membership of the district corporation.
 - (c) Only Rotary clubs in the district may be members of the incorporated district.
- 4.2 Fees and subscriptions shall be established by the District Governor during his/her office of District Governor Elect through the process of budget estimates for the succeeding Rotary Year. The budget shall be prepared in the manner set out in the District By-laws. Notice of the budget shall be provided to Members at least four (4) weeks prior to the District Assembly. The proposed fees and subscriptions shall be approved or amended by the Presidents Elect of the Member clubs at that Assembly pursuant to the District By-laws.
- 4.3 The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule 4.2 above, enter the applicant's name in the Register of Members.
- 4.4 An applicant for Membership becomes a Member and is entitled to exercise the rights of Membership when its name is entered in the Register of Members.
- 4.5 There shall be no entrance fee.

5. Funds Management

- 5.1 The funds of the Association shall be wholly derived from annual subscriptions of Members, donations, and incidental surplus funds from management of sundry projects. Donations may be received into general accounts on behalf of nominated projects of District, multi-District, or international nature.
- 5.2 The Association shall be entitled to handle monies on behalf of Members, in the matter of payment of premiums for insurance for Rotarians, volunteers, properties, and third parties.
- 5.3 District Officers appointed to implement projects on behalf of the District shall be entitled to open bank accounts designated in the name of their project, and administer funds under signatures of their own deciding, provided that:
- (i) prior written consent of the District Governor be obtained, and
 - (ii) the account is also operable by two of the signatures of the District Governor, the District Secretary, or the District Treasurer.
- The said accounts shall be subject to quarterly reporting to the District Treasurer and to annual audit.
- 5.4 No project of fund-raising nature shall be engaged in by District 9810 in order to benefit its own account. However, project strategies to ensure no end cost to Members are acceptable, including the provision for administration fees or the sale of goods or services where relevant.
- 5.5 The District Governor shall arrange for the annual audit of the Association's accounts by a professional auditor, the cost of which shall be met by District funds.
- 5.6 The Financial Year shall be from July 1st to June 30th. Members' annual subscriptions shall be due and payable within thirty (30) days of the issue date on the invoices provided by the District Treasurer to Members for subscriptions.

6. Expenditure

The District Governor shall be entitled to expend District funds on behalf of Rotary projects and administrative procedures and equipment, including such items as:-

- (a) new and/or replacement items of technical secretarial and communications equipment;
- (b) professional legal, accountancy or management services;
- (c) secretarial services;
- (d) maintenance and transport;
- (e) in regard the District Governor, printing, postage, telephone, photographic, distribution, accommodation and travelling expenses in excess of the allowance paid to the Governor by R.I.;
- (f) subsidy for selected District events/projects;
- (g) appropriate gifts, from time to time;
- (h) advertising;
- (i) venue, accommodation, and catering costs for District events as may be deemed relevant;
- (j) capitalisation loans for selected District events/projects; and
- (k) such other expenditure as the District Governor deems appropriate.

7. Register of Members

7.1 The Secretary shall keep and maintain a Register of Members containing:

- (a) the name and address of each Member; and
- (b) the date on which each Member's name was entered in the Register.

7.2 The Register is available for inspection free of charge by any Member upon request.

7.3 A Member may make a copy of entries in the Register.

8. Ceasing Membership

A Member of the Association shall cease to be a Member upon its winding up and the handing in of its Charter in accordance with the Constitution and By-Laws of R.I.

9. Discipline, Suspension and Expulsion of Members

All matters of discipline, suspension and expulsion of Members shall be in accordance with the Constitution and By-Laws of R.I. as amended from time to time.

10. Disputes and Mediation

10.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:

- (a) a Member and another Member; or
- (b) a Member and the Association.

10.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

10.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

10.4 The mediator must be:

- (a) a Rotarian of a Rotary club within the territorial limits of the Association chosen by agreement between the parties; or
- (b) in the absence of agreement the elected Zone Director of R.I. or his or her nominee.

10.5 The mediator cannot be a Rotarian of a Member who is a party to the dispute.

10.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

- 10.7 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard and;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 10.8 The mediator must not determine the dispute.
- 10.9 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

11. Annual General Meetings

- 11.1 The District Governor may determine the date, time and place of the annual general meeting of the Association but no later than 30 November in each year.
- 11.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 11.3 The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the previous annual general meeting; and
 - (b) to receive from District Officers of the last preceding District Administration Committee reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to confirm the appointment of members of the District Administration Committee for the ensuing Rotary Year; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act. The statement shall be audited in accordance with Rule 5.5 prior to it being submitted to the meeting.

11.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

12. Special General Meetings

12.1 In addition to the annual general meeting, any other general meetings may be held in the same year.

12.2 All general meetings other than the annual general meeting are special general meetings.

12.3 The District Governor may, whenever he/she thinks fit, convene a special general meeting of the Association.

12.4 If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the District Governor must convene a special general meeting before the expiration of that period.

12.5 The District Governor must, on the request in writing of Members representing not less than 10 per cent of the total number of Members, convene a special general meeting of the Association.

12.6 The request for a special general meeting must:

- (a) state the objects of the meeting; and
- (b) be signed by the Members requesting the meeting; and
- (c) be sent to the address of the Secretary.

12.7 If the District Governor does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a special general meeting to be held not later than three (3) months after that date.

12.8 If a special general meeting is convened by Members in accordance with this Rule, it must be convened in the same manner so far as possible as a meeting convened by the District Governor and all reasonable expenses incurred in convening the special general meeting must be refunded by the

Association to the persons incurring the expenses.

13. 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 the Rules as ordinary business of the annual general meeting, is deemed to be special business.

14. Notice of General Meetings

14.1 The Secretary of the Association, 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 Association, must cause to be sent to each Member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

14.2 Notice may be sent:

- (a) by prepaid post to the address appearing in the Register of Members;
or
- (b) if the Member requests, by facsimile transmission or electronic transmission.

14.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

14.4 A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

15. Quorum at General Meetings

15.1 No item of business may be conducted at a general meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.

15.2 One third of those Member delegates (being Members entitled under these

Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

- 15.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
- (a) in the case of a meeting convened upon the request of Members - the meeting must be dissolved; and
 - (b) in any other case - the meeting shall 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 Members given before the day to which the meeting is adjourned) at the same place.
- 15.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members personally present (being not less than 3) shall be a quorum.

16 Presiding at General Meetings

The District Governor, or in the District Governor's absence, the District Governor Elect, or such other member of the District Administration Committee so nominated by the District Governor shall preside as Chairperson at each general meeting of the Association.

17. Adjournment of Meetings

- 17.1 The person presiding may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- 17.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 17.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 12.
- 17.4 Except as provided in sub-rule (3), it is not necessary to give notice of an

adjournment or of the business to be conducted at an adjourned meeting.

18. Voting at General Meetings

- 18.1 Each Member may nominate one or more delegates to vote on its behalf, in accordance with the proportionate representation provision set out in R.I. By-laws as applying to District Conferences.
- 18.2 Upon any question arising at a general meeting of the Association, a delegate has one vote only.
- 18.3 All votes must be given personally or by proxy.
- 18.4 The Chairperson of the meeting is entitled to one vote but in the case of an equality of voting on a question, the Chairperson is entitled to exercise a second or casting vote.
- 18.5 A delegate is not entitled to vote at a general meeting unless all moneys due and payable by his/her Member club to the Association have been paid.

19. Poll at General Meetings

- 19.1 If at a meeting a poll on any question is demanded by not less than 3 Members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 19.2 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.

20. Manner of Determining whether Resolution Carried

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

- (a) a declaration by the Chairperson that a resolution has been:

- (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

21. Proxies

Each Member is entitled to appoint another Member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. The notice appointing the proxy for any meeting of the Association must be in the form set out in the District By-laws.

22. Management

22.1 The administration of the Association shall be under the direct and sole supervision of the current District Governor who shall be the highest officer of the incorporated district and shall serve as chairperson of the District Administration Committee. The district may elect such other officers as required by local law and as provided for in its corporate documents.

22.2 The District Governor:

- (a) shall control and manage the business and affairs of the Association; and
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the Members of the Association; and
- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the

Association; and

- (d) shall appoint a District Administration Committee to assist with the management of the Association
- (e) shall report annually to the clubs on the status of the District incorporation.

22.3 Filling the vacancy of District Governor:

- (a) Where for whatever reason the position of District Governor becomes vacant, the College of Governors shall elect one of their own Past Governors to be nominated to fill the vacancy. The nomination shall be submitted to RI for approval and appointment.
- (b) Normally the District Governor is the chairperson of the College of Governors, but in the case of a vacancy the most recent available Past District Governor shall be the chairperson.

23. District Administration Committee

23.1 The District Administration Committee shall comprise:

- (a) the District Governor; (Chairperson), and
- (b) the District Secretary, and
- (c) the District Treasurer, and
- (d) the District Governor Elect, and
- (e) the District Treasurer Elect (when appointed), and
- (f) the District Governor Nominee (when appointed), and
- (g) the Immediate Past District Governor, and
- (h) the Immediate Past District Treasurer, and
- (i) such number of Ordinary Members of Committee as determined by the District Governor.

The Immediate Past District Governor and the Immediate Past District Treasurer shall retire from the District Administration Committee at the

conclusion of the Annual General Meeting immediately following his/her term as District Governor and District Treasurer.

- 23.2 The provisions of Rule 26, so far as they are applicable and with the necessary modifications, apply to and in relation to the appointment of persons to any of the offices referred to in sub-rule 23.1 (b), (c), (e) and (i).
- 23.3 Other than the Immediate Past District Governor and the Immediate Past District Treasurer, each member of the District Administration Committee shall hold office for the duration of the Rotary Year next after the date of his or her appointment but is eligible for reappointment.
- 23.4 In the event of a casual vacancy in any office referred to in sub-rule 23.1, the District Governor may make an appointment of a qualified Rotarian from the Membership of one of the Member clubs of the Association to the vacant office, the Rotarian thus appointed may continue in office for the duration of the Rotary Year for which the appointment was made.
- 23.5 Notwithstanding sub-rule 23.3 the District Secretary shall retain responsibility after the conclusion of the Rotary Year until the Annual General Meeting so as to conclude any affairs of the Association relevant to the immediate past Rotary Year.

24. Committees

- 24.1 The District Governor may appoint District Officers in groups, to act as committees, to perform tasks as directed by the District Governor.
- 24.2 The District Governor shall appoint the Chairman, and Vice-Chairman where deemed necessary of each committee.
- 24.3 The District Governor shall determine the annual activities of the District in accordance with the requirements of R.I., and shall appoint District Officers/committees accordingly.
- 24.4 The District Governor shall be ex-officio member of all committees and shall receive copies of Minutes of all meetings, be informed of all proposed activities, and shall have the right to augment, amend, diminish or cancel the activities of any committee or District Officer at any time.

- 24.5 No committee shall seek to separately incorporate its activities without written approval of the District Governor.
- 24.6 Subject to these Rules, each Member of a committee shall hold office until the end of each Rotary Year.
- 24.7 In the event of a casual vacancy occurring in the office of a Member of any committee, the District Governor may appoint a District Officer to fill the vacancy and the District Officer shall hold office, subject to these Rules, until the conclusion of the Rotary Year in which he/she was appointed.

25 Commitments of Committees

- 25.1 Where deemed desirable by the District Governor, appointments of District Officers/Committees may extend beyond one Rotary Year, or may be in a manner of automatic succession (e.g.: the Vice-Chairman may move to the position of Chairman in the following year), provided however that such appointment shall not be in conflict with the Constitution and By-laws of R.I.
- 25.2 The operation of sub-rule 25.1 above shall not diminish the authority of the incoming District Governor who may at his absolute discretion review the activities of a Committee and make such amendments as he/she deems appropriate.
- 25.3 Where deemed desirable by the District Governor, project commitments may be made which extend beyond the Rotary Year and successive District Governors shall honor those commitments, provided however that where a function is deemed by the District Governor to have been completed or to be no longer appropriate or relevant or affordable, that commitment may be terminated.
- 25.4 In accordance with the By-Laws of R.I., in the matter of The Rotary Foundation of Rotary International, a District Governor shall be entitled to make fiscal and project commitments to R.I. on behalf of Rotary International District 9810, the succeeding District Governor, and the next succeeding District Governor, and these commitments shall not be the

subject of subsequent termination.

26. Appointment of District Administration Committee Members

The District Governor at his/her absolute discretion shall appoint Committee Members, all of whom shall be Rotarians of Member Clubs.

27. Vacancies

The office of a District Officer of the District Administration Committee, or of an Ordinary Member of Committee or of any other committee established by the District Governor shall become vacant if the officer:

- (a) ceases to be a Rotarian; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the District Governor.

28. Meetings of the District Administration Committee

28.1 The Committee must meet at least 3 times in each year at such place and such times as the District Governor may determine.

28.2 Special meetings of the Committee may be convened by:

- (i) the District Governor or
- (ii) the District Governor upon the request of any 4 members of the Committee.

29. Notice of District Administration Committee meetings

29.1 Written notice of each Committee meeting must be given to each member of the Committee at least seven (7) days before the date of the meeting.

29.2 Fourteen (14) days written notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

30. Quorum for District Administration Committee meetings

- 30.1 Any 4 members of the Committee, one of whom shall be the District Governor, shall constitute a quorum for the conduct of the business of a meeting of the Committee.
- 30.2 No business may be conducted unless a quorum is present.
- 30.3 If within half an hour of the time appointed for the meeting a quorum is not present:
 - (a) in the case of a special meeting - the meeting lapses;
 - (b) in any other case - the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 30.4 The Committee may act notwithstanding any vacancy on the Committee.

31. Presiding at District Administration Committee meetings

The District Governor shall preside at all meetings of the Committee.

32. Decision Making at District Administration Committee meetings

- 32.1 Ideally, decisions shall be made with general consensus of the Committee, however, the actual decision shall be made by the District Governor notwithstanding the decision may be contrary to the consensus of the Committee. The decision shall be binding on the Committee provided it is not in conflict with the Constitution of R.I.
- 32.2 Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a committee member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

33. Minutes of meetings

The Secretary of the Association shall keep minutes of the resolutions and proceedings of each Association general meeting, and each District Administration Committee meeting, together with a record of the names of persons present at the

meetings.

34. Funds

34.1 The Treasurer of the Association shall:

- (a) collect and receive all moneys due to the Association and make all payments authorized by the Association
- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

34.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the District Administration Committee.

34.3 The funds of the Association shall be derived from fees, annual subscriptions, donations and such other sources as the District Administration Committee determines.

35. Notices to Member Clubs

Except for the requirement in Rule 12, any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by:

- (a) delivering the notice to the Secretary or delegate of the Member personally; or
- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the Register of Members; or
- (c) facsimile transmission, if the Member has requested that the notice be given in this manner; or
- (d) electronic transmission, if the Member has requested that the notice be given in this manner.

36. Custody and Inspection of Books and Records

36.1 Except as otherwise provided in sub-rules 36.2, the Secretary must keep in

his or her custody or under his or her control all current books, documents and securities of the Association.

36.2 The Treasurer shall keep in his or her custody or under his or her control all current accounts, books, electronic financial files and any other relevant financial record of the Association.

36.3 Except for matters declared by the District Governor to be “In Confidence” all documents and files under sub-rule 36.1 and 36.2 shall be available for inspection free of charge by any Member upon request.

36.4 Pursuant to sub-rule 36.3 a Member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

37. Other Legislation

37.1 In the event that any provision herein is in conflict with the Constitution, By-Laws and/or policies of R.I. then in that event the Constitution, By-laws and/or policies of R.I. shall prevail, provided however that such R.I. legislation is not inconsistent with the laws of the State of Victoria.

37.2 Any other matter of Rotary business howsoever arising which is not the subject of these Rules or the District By-laws shall be conducted and administered in accordance with the Constitution, By-Laws and/or policies of R.I. provided that such administration not be inconsistent with the laws of the State of Victoria.

38. Seal

38.1 The common seal of the Association must be kept in the custody of the Secretary.

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

39. District By-laws

The Association shall adopt by-laws not inconsistent with the Constitution and By-laws of R.I. and with these Rules, embodying additional provisions for the governance of the District. Such by-laws may be amended from time to time in accordance with the District By-laws.

40. Winding up

- 40.1 The Association shall immediately and automatically cease operations and begin dissolution proceedings upon a vote of two thirds of its Members at the district conference of the District or in a ballot by mail, or upon the directive of the Board of Directors of R.I. The District Governor shall provide the Board of Directors of R.I with notice of the decision by clubs in the District to dissolve the Association and shall provide a final report upon completion of the dissolution process to the General Secretary of R.I.
- 40.2 In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association other than lists of Member Rotary clubs must not be distributed to or among the Members but must be distributed to another or other entities recognised by the Australian Taxation Office as Community Service Organisations under Division 50-10 of the Income Tax Assessment Act 1997 and otherwise disposed of in accordance with the provisions of the Act, as amended.