



Rotary
District 9600



ROTARY INTERNATIONAL DISTRICT 9600 LTD

ABN: 80 125 588 696

District Governor 2020-21: Neil Black
District Administrator 2020-21: Ian Hope

Postal address:
PO Box 820,
North Lakes, QLD, 4509

NOTICE IS HEREBY GIVEN for the THIRTEENTH ANNUAL GENERAL MEETING of the Company to be held at 9am on Sunday 8 November 2020 at Lions Community Hall, Pine Rivers Showgrounds, 757 Gympie Road, Lawton.

AGENDA:

1. The consideration of the annual financial report, directors' report and auditor's report (as Attachment A with this notice).
Queries regarding the 2019.20 financial statements should be lodged in writing with the District Finance Chair Michael Carrigan not later than Wednesday 4th November 2020.

2. The status of the Company's incorporation.

3. Immediate Past District Governor's Statement of Financial Activity

Rotary International requires the immediate Past District Governor to present for the information of the District a statement of how Rotary International's District Governor's allocation was expensed.

4. To consider the following motion regarding the Constitution for Rotary International District 9620 Ltd

Motion:

That the constitution of ROTARY INTERNATIONAL DISTRICT 9600 LIMITED A.C.N 125 588 696 be amended by substituting the constitution (as Attachment B) for the existing constitution (as Attachment C); to take effect from 1 July 2021 with the name change to Rotary International District 9620 Limited A.C.N.125 588 696 to be affected on that date or as soon thereafter as approved by ASIC. This will include the transfer of all Liabilities and Assets of Rotary International District 9600 to Rotary International District 9620.

Explanation

Rotary International has advised that Rotary International Districts 9630 and 9600 will be dissolved on 30 June 2021. It has further advised that Rotary International District 9620 will be established as from 1 July 2021 and will be comprised of those Clubs in the aforesaid Districts 9630 and 9600 from 1 July 2021.

In order for each Rotary Club to be able to vote at the AGM and to ensure the meeting has a quorum, please submit the attached form; Advice of Electors or Proxy; to the Secretary districtsecretary@rotary9600.org as soon as possible but no later than 5pm Thursday 5 November 2020.

Relevant provisions of the Company's Constitution are reproduced below for information of members.

NOTE: For the meeting to be valid there will need to be a quorum comprising at least one-half of the total number of District Clubs [which are financial] present and represented by their Electors or proxies.

Ian Hope

District Administrator

(0457 388 757)

districtsecretary@rotary9600.org

ADVICE OF ELECTOR(S) OR PROXY

TO BE RETURNED TO District Administrator (districtsecretary@rotary9600.org)
BY 5PM THURSDAY 5 NOVEMBER 2020

AUTHORITY FOR THE ANNUAL GENERAL MEETING AT LAWNTON ON 8 NOVEMBER 2020

ROTARY CLUB OF _____
CLUB ADDRESS _____

A District Club is not entitled to vote at a General Meeting unless all sums presently payable by the District Club in respect of membership of the Company and Rotary International have been paid in full.

A District Club may only vote at a General Meeting of the Company by its Elector or if no Elector is able to attend, a duly appointed proxy.

On each matter submitted to a vote at any General Meeting, each District Club is entitled to 1 vote plus one 1 additional vote for each additional 25 (or major fraction) thereof of its District Rotarians. (For example, a club with a membership of up to 37 members is entitled to one elector, a club with 38 to 62 members is entitled to two electors, a club with 63 to 87 members is entitled to three electors and so on.)

The membership of a District Club is to be determined by the number of Rotarians who are members in the District Club as at the date of the most recent semi-annual payment to Rotary International preceding the date on which the vote is to be held.

A District Club entitled to cast more than 1 vote may either appoint Electors equal in number to the number of its votes or authorise 1 Elector to exercise all its votes.

NUMBER OF MEMBERS IN THE CLUB (as at 1 July 2020): _____

OUR CLUB IS ENTITLED TO: _____ VOTES.

OUR CLUB'S ELECTOR(S) IS / ARE: _____

ALTERNATIVELY, OUR PROXY IS: _____
(if none specified, it will be taken as the Chairman of the meeting)

CLUB PRESIDENT

CLUB SECRETARY

DATE

MUST BE SIGNED BY BOTH

Relevant Sections from Constitution of Rotary International District 9600 Limited

General Meetings

18. Convening meetings

18.1 The Company must, in each Rotary Year, hold:

- (1) an Annual General Meeting; and
- (2) General Meetings convened in accordance with these Rules or the Act including any such meeting that may be held in conjunction with the District Training Assembly and the District Conference.

18.2 The District Governor may determine the date, time and place of those meetings in his or her District Governor's Year but the Annual General Meeting must be held at least once in each calendar year and within 5 months of the end of each Rotary Year unless the Australian Securities and Investment Commission approves otherwise.

18.3 The notice convening the Annual General Meeting must be given at least 21 days in advance of the Annual General Meeting and specify that the meeting is an Annual General Meeting. The ordinary business to be conducted at the Annual General Meeting is:

- (1) the consideration of the annual financial report, Directors' report and auditor's report;
- (2) the confirmation in office of the Board of Directors selected in accordance with these Rules (as the case requires) for the current and/or next Rotary Year;
- (3) the appointment of the auditor;
- (4) the fixing of the auditor's remuneration; and
- (5) the status of the Company's incorporation.

18.4 The District Governor or any three Directors may convene a General Meeting whenever the District Governor or those Directors think fit by giving at least 21 days' notice, provided that those same Directors may not convene more than one extraordinary general meeting in any six (6) month period.

18.5 The Directors who convene a general meeting under Rule 18.4 may, with the agreement of the District Governor, cancel that meeting by notice in writing to all District Clubs, but no meeting convened on the requisition of District Clubs may be cancelled without the consent of each convening District Club.

18.6 The District Governor may postpone a General Meeting or change the place at which it is to be held by notice not later than 72 hours prior to the time of the meeting to all persons to whom the notice of meeting (the first notice) was given. The postponing notice must specify the place, date and time of the further meeting. The meeting is taken to be duly convened under the first notice.

18.7 The District Governor must, on request in writing of the District Clubs representing not less than 10% of the total number of District Clubs convene a General Meeting of the Company;

18.8 A request by District Clubs for a General Meeting pursuant to Rule 18.7 must:

- (1) be in writing and state the objects of the meeting;
- (2) be signed by the Presidents of the District Clubs requesting the meeting; and
- (3) be sent to the registered office of the Company and the District Governor.

18.9 If the District Governor does not cause a General Meeting to be held within 1 month after the date on which the request is sent to the registered office of the Company, the District Clubs which make a request under Rule 18.7 may request the Company Secretary to convene a General Meeting to be held not later than 3 months after that date and the Company Secretary must then convene a General Meeting.

18.10 If a General Meeting is convened by District Clubs in accordance with Rule 18.7, it must be convened in the same manner so far as possible as a meeting convened under Rule 18.4.

19. Notice of General Meetings

19.1 Each notice convening a General Meeting must contain the information required by the Act.

19.2 The non-receipt of a notice convening a General Meeting by, or the accidental omission to give notice to, any person entitled to receive notice does not invalidate the proceedings at or any resolution passed at the meeting.

20. Telephonic and electronic/direct voting

20.1 A District Club may request to have its Elector(s) present at a General Meeting by teleconference. If a majority of Directors consent to Elector(s) being present at that meeting by teleconference, the Directors must (subject to appropriate teleconferencing facilities being available) use their best endeavours to facilitate the attendance of

those Electors at the meeting by teleconference. An Elector present via teleconference will be responsible for making the telephone call to the meeting and an Elector present via teleconference must be permitted to vote by indicating orally whether they vote for or against a resolution.

20.2 An Elector present via teleconference at the meeting is deemed to be present at the meeting.

20.3 In addition to voting by Elector(s) indicating orally whether they vote for or against a resolution in a permitted teleconference, the Directors may determine that at any General Meeting, Elector(s) who are entitled to attend that meeting are entitled to a direct vote without physically attending the General Meeting. A "direct vote" includes a vote delivered to the Company Secretary of the Company by post, fax, email or other electronic means approved by the Directors from time to time. The Directors may from time to time, specify the form, method and timing of giving a direct vote at a General Meeting in order for the vote to be valid.

20.4 If voting orally in a teleconference conducted pursuant to this Rule 20 or voting electronically pursuant to rule 20.3 involves any matters referred to in Rule 26.3, the arrangement set out in Rules 20.1, 20.2 and 20.3 (as applicable) shall apply equally to Provisional District Clubs and their Elector(s) in the same manner as those arrangements apply to District Clubs and Electors of District Clubs respectively.

21. Business of General Meetings

21.1 Unless the Electors present (and in the case of a General Meeting dealing with the matters referred to in Rule 26.3, also the Provisional District Clubs' Electors) agree by majority otherwise, business must not be transacted at any General Meeting except as set out in the notice of meeting.

22. Quorum

22.1 Business must not be transacted at a General Meeting unless there is a quorum of Electors present at the time when the meeting proceeds to business.

22.2 Except as otherwise provided in this Constitution, at least one half of the total number of District Clubs of the Company present by their Electors or proxy constitutes a quorum.

22.3 At any General Meeting dealing with the matters referred to in Rule 26.3, the quorum will be at least one half of the total number of District Clubs of the Company present by their Electors or proxy and one half of the total number of Provisional District Clubs present by their Electors or proxy.

23. If quorum not present

23.1 If a quorum is not present within 30 minutes after the time appointed for the meeting:

- (1) where the meeting is convened on the requisition of District Clubs, the proposed meeting is automatically dissolved (subject to Rule 25.1);
- (2) in any other case:
 - (a) the meeting stands adjourned to a day and at a time and place as the Directors decide or, if no decision is made by the Directors, to the same day in the next week at the same time and place ("the adjourned meeting"); and
 - (b) if at the adjourned meeting a quorum is not present within 20 minutes after the time appointed for the meeting, the meeting is automatically dissolved.

24. Chair of meetings

24.1 At every General Meeting:

- (1) the District Governor, or in the District Governor's absence;
- (2) the District Governor-elect, or in the District Governor-elect's absence;
- (3) a Director as chosen by Directors present at the meeting, or in the absence of all Directors;
- (4) an Elector of a District Club as elected by District Clubs' Electors present at the meeting;

is to preside as Chair.

25. Adjournments

25.1 The Chair may and must if so directed by the meeting, adjourn the meeting from time to time and from place to place.

25.2 The only business, which may be transacted at any adjourned meeting, is the business left unfinished at the meeting from which the adjournment took place.

25.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

25.4 Except as provided by Rule 25.3, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

26. Voting at General Meetings

26.1 The provisions of the Rotary International By-Laws from time to time which determine (in respect of each District Club) such things as:

- (1) the selection, certification and sending of Electors;
- (2) the number of Electors and votes to which each such District Club is entitled; and
- (3) how those Electors must cast such votes,

at any District Conference or District Resolutions Meeting (if one is held separately) ("the meeting rules") shall, with all necessary amendments, apply to any General Meeting of the Company and this Constitution shall be read subject to and applied consistently with the meeting rules.

26.2 Subject to Rules 20 and 26.3, any resolution to be considered at a General Meeting is to be decided on a show of hands of the Electors in attendance. For the avoidance of doubt, a proxy appointed under Rule 31 or an attorney appointed under Rule 33 may vote on a show of hands if authorised to be present and to vote under this Constitution.

26.3 For any General Meeting before the Restructure Year at which the issues listed in Rule 25.4 hereof are to be dealt with, Provisional District Clubs are to be given notice of the meeting in the same manner as District Clubs are to be given such notice and at any such General Meeting, Provisional District Clubs and Provisional District Electors shall, notwithstanding anything else in this Constitution or provided elsewhere, have the same voting rights as District Clubs and District Rotarians respectively, with respect to attending and participating in any vote in relation to the matters listed in Rule 26.4 hereof.

26.4 Unless as an Elector, a District Rotarian may not vote but can be heard at a General Meeting on matters submitted to a vote in respect of:

- (1) the selection of a District Governor-nominee;
- (2) election of a member and alternate member of the nominating committee for director;
- (3) composition and terms of reference of the nominating committee for District Governor;
- (4) election of the representative and alternate representative of District 9600 and, upon the Restructure, District 9620, to the Council on Legislation; and
- (5) the amount of the per capita levy.

26.5 A declaration by the Chair that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting are conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.

26.6 District Clubs have the right to demand a poll upon any resolution presented to a General Meeting in accordance with the Act.

26.7 District Clubs have the right to demand and the Chair has the right to require that any resolution presented to a General Meeting is to be decided by secret ballot.

27. Procedure for polls and secret ballot

27.1 A poll or secret ballot must be taken in the manner and at the time as determined by the Chair.

27.2 The result of the poll or secret ballot is a resolution of the meeting at which the poll or secret ballot took place.

27.3 If a poll or secret ballot has been demanded or is required at a meeting, the meeting may continue with the transaction of business other than the resolution on which the poll or secret ballot was demanded or required.

28. Chair's casting vote

28.1 In the case of an equality of votes on a show of hands or on a poll the Chair will have a casting vote.

29. Representation and voting of District Clubs

29.1 A District Club may only vote at a General Meeting of the Company by its Elector or if no Elector is able to attend, a duly appointed proxy or attorney. At any General Meeting of the nature referred to in Rule 26.3, a Provisional District Club may only vote at such meeting by its Elector and if no Elector is able to attend, a duly appointed proxy or attorney.

29.2 On each matter submitted to a vote to which this Rule 29 applies at any General Meeting, each District Club must vote in accordance with the meeting rules referred to in Rule 26.1.

29.3 The Elector(s) of a District Club at a General Meeting of the Company is or are:

- (1) its President if present at any General Meeting of the Company (except District Training Assembly);
- (2) its President Elect (or his or her duly authorised designated representative pursuant to the Constitutional Documents in the absence of the President Elect) at the District Training Assembly; or
- (3) 1 or more District Rotarians who are members of and duly selected and certified by that District Club as its Elector(s) pursuant to the Constitutional Documents for the relevant meeting.

29.4 A District Club must give formal written notice of appointment of:

- (1) the designated representative appointed under Rule 29.4 (2); and
- (2) its Elector(s) appointed under Rule 29.4 (3),

in accordance with the meeting rules and comply with the provisions of Rule 30 as to notice to the Company but is not otherwise required to give such notice.

29.5 If a District Club is entitled to vote at a General Meeting, its Elector must cast such vote in the manner required by the Constitutional Documents.

29.6 An Elector, proxy or attorney appointed to attend and vote for a District Club at a General Meeting has the same rights as a District Club:

- (1) to be heard at the meeting;
- (2) to vote (but subject to any limitations imposed in the appointment, the meeting rules and these Rules); and
- (3) to demand a poll.

29.7 Notice of the appointment of an Elector, may be given by formal notice of such appointment duly signed on behalf of the District Club by its President and its Company Secretary or by the Elector signing the attendance book maintained to record attendance at such meeting.

29.8 The formal notice or, as the case requires, the attendance book must contain the following information:

- (1) the District Club's name;
- (2) the Elector's name or the name of the office held by the Elector; and
- (3) the meetings at which the appointment may be used.

29.9 The following rules apply to such appointments:

- (1) an appointment may be a standing one and may authorise an Elector to vote at his or her discretion;
- (2) an undated appointment is taken to have been dated on the day it is given to the Company;
- (3) an appointment may specify the way the Elector is to vote on a particular resolution. If it does, the Elector must vote accordingly;
- (4) an appointment does not have to be witnessed; and
- (5) a later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

29.10 A District Club is not entitled to vote at a General Meeting unless all sums presently payable by the District Club in respect of membership of the Company and Rotary International have been paid in full.

30. Objections to qualification to vote

30.1 An objection to the qualification of a District Club to vote may be raised only at the meeting or adjourned meeting at which the vote objected to is tendered.

30.2 Any objection must be referred to the Chair, whose decision is final.

30.3 A vote allowed after an objection is valid for all purposes.

31. Proxies

31.1 A District Club may designate a proxy for its absent Elector(s) at any General Meeting of the Company.

31.2 The proxy must be a District Rotarian and may be a member of the designating District Club.

31.3 The proxy designation must be certified by the president and secretary of the relevant club.

31.4 The proxy is entitled to vote as proxy for the non-attending Elector of a District Club.

32. Form of proxy

32.1 An instrument appointing a proxy must be in writing and signed by the president and secretary of the District Club on whose behalf the appointment is made.

32.2 A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting has been indicated to the proxy by the District Club appointing the proxy.

32.3 An instrument appointing a proxy may be in any form that the Directors may accept or stipulate.

33. Lodgment of powers of attorney and proxies

33.1 For an instrument appointing an attorney to act on behalf of a District Club at all meetings of the Company (or at all meetings for a specified period) to be effective, the following documents must be received by the Company not less than 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting or adjourned meeting at which the attorney proposes to vote:

- (1) the power of attorney or a certified copy of that power of attorney; and
- (2) any evidence that the Directors may reasonably require of the validity and non-revocation of that power of attorney.

33.2 For the purposes of Rule 33.1, the Company receives these documents when they are received at any of the following:

- (1) the Company's registered office;
- (2) a fax number at the Company's registered office; or
- (3) a place, fax number or electronic address specified by the Company for the purpose in the notice of meeting.

33.3 For an instrument (other than a power of attorney) appointing an Elector or proxy of a District Club to be effective, it must be received by the Company (at the place, fax number or electronic address specified by the Company for the purpose in the notice convening the meeting) not less than 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting or adjourned meeting at which the proxy proposes to vote.

34. Validity of proxies

34.1 A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite the revocation of the instrument (or of the authority under which the instrument was executed) or the power if no notice in writing of the revocation has been received by the Company at its registered office at least 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.

34.2 A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

35. Where proxy is incomplete

35.1 No instrument appointing a proxy is treated as invalid merely because it does not contain:

- (1) the address of the appointer or of a proxy;
- (2) the proxy's name or the name of the office held by the proxy; or
- (3) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.

35.2 Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the chairman of the meeting.

36. Rights of officers and advisers to attend General Meeting

36.1 Any person (whether a District Club Elector or not) permitted by the Directors to attend any General Meeting is entitled to be present and, at the request of the Chair, to be heard at that General Meeting.

ATTACHMENT **A**

Annual Financial Statements for Rotary International District 9600 Ltd



ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

FINANCIAL REPORT
FOR THE YEAR ENDED 30 JUNE 2020

Anthony Bryen & Co
Chartered Accountants

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

DIRECTORS' REPORT

Your directors present this report on the company for the financial period ended 30 June 2020

Directors

The names of each person who has been a director during the year and to the date of this report are:

Name	Position	Appointed/Resigned
John Lane	Director	30th June 2020
Wendy Protheroe	Director	
Ian Hope	Director / Secretary	
Darryl Iseppi	Director	
Michael Carrigan	Director	
Neil Black	Director	
Tim Keeler	Director	30th June 2020

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated. All directors have experience in the operation of "Not for Profit" charitable organisations.

Principal Activities

The principal activity and objectives of the company during the financial year has been that of a service organisation and fund raising coordinator of a fund raising committee for public charitable purposes and the administration help for its member clubs. These remain the objectives of the company for both the short and long term view.

The strategy is to achieve this to act as a conduit for the coordination and administration of these activities between the member Rotary Clubs, Rotary International and the local, national and international communities.

The operations and activities of the company have ensured that the principal activity and objectives are achieved through the coordination on an administrative basis of these with all interested parties. The company measures its effect by reviewing the support from the members of member clubs and their willingness to assist on the many committees operated by the company.

No significant change in the nature of these activities occurred during the year.

By virtue of the Constitution, the income and property of the company whencesoever derived, shall be applied solely towards the promotion of the objects of the company and no portion thereof shall be paid, transferred, directly or indirectly by way of dividend, bonus or otherwise, to the members of the company.

Review of Operations

The deficit of the company for the financial year amounted to \$104,503 (2019: \$12,414 deficit).

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

DIRECTORS' REPORT

Meetings of Directors

During the financial year, eleven (11) meetings of directors were held. Attendances by each director were as follows:

Directors' Meetings

	Number eligible to attend	Number attended
John Lane	11	10
Wendy Protheroe	11	10
Ian Hope	11	9
Darryl Iseppi	11	11
Michael Carrigan	11	11
Neil Black	11	10

Matters Subsequent to the End of the Financial Year

The impact of the Coronavirus (COVID-19) pandemic is ongoing and it has not been financially positive for the consolidated entity up to 30 June 2020, however, it is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

No matters or circumstances have arisen since the end of the financial year which significantly affected or could significantly affect the operations of the company, the results of those operations or the state of affairs of the company in future financial years.

No director has received or become entitled to receive, during or since the financial period, a benefit because of a contract made by the company, controlled entity or a related body corporate with the director, or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

This statement excludes a benefit included in the aggregate amount of emoluments received or due and receivable by directors shown in the company's financial report or the fixed salary of a full-time employee of the company, controlled entity or related body corporate.

Contributions on winding up

The company is incorporated under the Corporations Act 2001 and is a company limited by guarantee. If the company is wound up, the constitution states that each member is required to contribute a maximum of \$10 each towards meeting any outstanding obligations of the entity. At 30 June 2020, the total amount that members of the company are liable to contribute if the company is wound up is \$630.

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

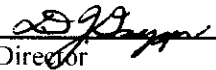
DIRECTORS' REPORT

Auditor's Independence Declaration

The lead auditor's independence declaration for the year ended 30 June 2020 has been received and can be found on page 4 of the financial report.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors



Director



Director

Dated at Brisbane this twelfth day of October 2020

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

**AUDITOR'S INDEPENDENCE DECLARATION UNDER S 307C OF THE
CORPORATIONS ACT 2001 TO THE DIRECTORS OF ROTARY INTERNATIONAL
DISTRICT 9600 LIMITED**

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2020 there have been:

- (i) no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.



Anthony Bryen & Co



A C Bryen
Director

Dated at Brisbane this twelfth day of October 2020

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Anthony Bryen & Co Pty Ltd
ABN 37 163 461 550

 PO Box 565 Albany Creek Qld 4035

☎ 0418 159 051

 anthonybryenandco@gmail.com

Liability limited by a scheme approved under Professional Standards Legislation

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

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General information

The financial statements cover Rotary International District 9600 Limited as an individual entity. The financial statements are presented in Australian dollars, which is Rotary International District 9600 Limited's functional and presentation currency.

Rotary International District 9600 Limited is a not-for-profit unlisted public company limited by guarantee, incorporated and domiciled in Australia. Its registered office and principal place of business are:

The registered office of the company is:

Satellite Accounting Pty Ltd
Shop 6, 609 Robinson Road
West Aspley Qld 4034

The principle place of business of the company is:

Evergreen Centre'
Unit 6, 14-18 Discovery Drive
North Lakes Qld 4509

A description of the nature of the company's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, twelfth October 2020. The directors have the power to amend and reissue the financial statements.

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2020

	NOTE	2020 \$	2019 \$
Revenue	3	316,636	469,412
Administrative Expenses		(144,596)	(301,994)
Auditor's Remuneration		(9,000)	(8,000)
Depreciation and Amortisation Expense	4	(5,607)	(22,083)
District Conferences		(56,247)	(63,385)
Youth Exchange Expenses		(101,415)	(185,615)
Other Program Expenses		(38,085)	(38,473)
Prior Period		-	8,653
Other Expenses		-	(1,381)
Current year surplus before income tax		(38,314)	(142,866)
Income tax expense		-	-
Surplus after income tax expense for the year attributable to the members of Rotary International District 9600 Limited		(38,314)	(142,866)
Other comprehensive income			
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Net transfers (to) / from reserves		(66,189)	130,452
Total comprehensive income for the year attributable to members of Rotary International District 9600 Limited		(104,503)	(12,414)

The accompanying notes form part of these financial statements.

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2020

	NOTE	2020 \$	2019 \$
CURRENT ASSETS			
Cash and cash equivalents	5	404,828	588,517
Trade and other receivables	6	<u>38,679</u>	<u>40,515</u>
TOTAL CURRENT ASSETS		<u>443,507</u>	<u>629,032</u>
NON-CURRENT ASSETS			
Property, plant and equipment	7	<u>179,927</u>	<u>185,534</u>
TOTAL NON-CURRENT ASSETS		<u>179,927</u>	<u>185,534</u>
TOTAL ASSETS		<u>623,434</u>	<u>814,566</u>
CURRENT LIABILITIES			
Trade and other payables	8	10,891	17,114
Other Liabilities	9	<u>-</u>	<u>43,706</u>
TOTAL CURRENT LIABILITIES		<u>10,891</u>	<u>60,820</u>
TOTAL LIABILITIES		<u>10,891</u>	<u>60,820</u>
NET ASSETS		<u>612,543</u>	<u>753,746</u>
EQUITY			
Reserves	10	407,949	444,649
Retained surplus		<u>204,594</u>	<u>309,097</u>
TOTAL EQUITY		<u>612,543</u>	<u>753,746</u>

The accompanying notes form part of these financial statements.

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2020

	Retained Surplus \$	General Reserve \$	Other Reserves \$	Total Equity \$
Balance at 1 July 2018	289,018	294,287	358,707	942,012
Comprehensive income				
Surplus for the year attributable to members of the entity	<u>(142,866)</u>	<u>-</u>	<u>-</u>	<u>(142,866)</u>
Total comprehensive income for the year	<u>(142,866)</u>	<u>-</u>	<u>-</u>	<u>(142,866)</u>
Net transfer to/(from) reserves	<u>162,945</u>	<u>(172,505)</u>	<u>(35,840)</u>	<u>(45,400)</u>
Balance at 30 June 2019	309,097	121,782	322,867	753,746
Comprehensive income				
Surplus for the year attributable to members of the entity	<u>(38,314)</u>	<u>-</u>	<u>-</u>	<u>(38,314)</u>
Total comprehensive income for the year	<u>(38,314)</u>	<u>-</u>	<u>-</u>	<u>(38,314)</u>
Net transfer to/(from) reserves	<u>(66,189)</u>	<u>-</u>	<u>(36,700)</u>	<u>(102,889)</u>
Balance at 30 June 2020	<u>204,594</u>	<u>121,782</u>	<u>286,167</u>	<u>612,543</u>

For a description of the reserves, refer to Note 10

The accompanying notes form part of these financial statements.

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2020

	NOTE	2020 Inflows (Outflows) \$	2019 Inflows (Outflows) \$
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from members and customers		289,535	506,227
Payments to suppliers		(390,445)	(624,912)
Interest Received		6,729	3,767
Effect of Exchange Rate Changes		-	-
		<hr/>	<hr/>
Net cash (used in)/generated from operating activities	15(a)	<u>(94,181)</u>	<u>(114,918)</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Net cash used in investing activities		<hr/> -	<hr/> -
CASH FLOWS FROM FINANCING ACTIVITIES			
Net cash used in financing activities		<hr/> -	<hr/> -
Net increase in cash held		(94,181)	(114,918)
Cash on hand at the beginning of the financial period		<u>588,517</u>	<u>703,435</u>
Cash on hand at the end of the financial year	5	<u>494,336</u>	<u>588,517</u>

The accompanying notes form part of these financial statements.

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New, revised or amending Accounting Standards and Interpretations adopted

The company has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the company.

The following Accounting Standards and Interpretations are most relevant to the company:

AASB 15 Revenue from Contracts with Customers

The company has adopted AASB 15 from 1 July 2019. The standard provides a single comprehensive model for revenue recognition. The core principle of the standard is that an entity shall recognise revenue to depict the transfer of promised goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard introduced a new contract-based revenue recognition model with a measurement approach that is based on an allocation of the transaction price. This is described further in the accounting policies below. Credit risk is presented separately as an expense rather than adjusted against revenue. Contracts with customers are presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Customer acquisition costs and costs to fulfil a contract can, subject to certain criteria, be capitalised as an asset and amortised over the contract period.

AASB 16 Leases

The company has adopted AASB 16 from 1 July 2019. The standard replaces AASB 117 'Leases' and for lessees eliminates the classifications of operating leases and finance leases. Except for short-term leases and leases of low-value assets, right-of-use assets and corresponding lease liabilities are recognised in the statement of financial position. Straight-line operating lease expense recognition is replaced with a depreciation charge for the right-of-use assets (included in operating costs) and an interest expense on the recognised lease liabilities (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. However, EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results improve as the operating expense is now replaced by interest expense and depreciation in profit or loss. For classification within the statement of cash flows, the interest portion is disclosed in operating activities and the principal portion of the lease payments are separately disclosed in financing activities. For lessor accounting, the standard does not substantially change how a lessor accounts for leases.

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES (CONT.)

AASB 1058 Income of Not-for-Profit Entities

The company has adopted AASB 1058 from 1 July 2019. The standard replaces AASB 1004 'Contributions' in respect to income recognition requirements for not-for-profit entities. The timing of income recognition under AASB 1058 is dependent upon whether the transaction gives rise to a liability or other performance obligation at the time of receipt. Income under the standard is recognised where: an asset is received in a transaction, such as by way of grant, bequest or donation; there has either been no consideration transferred, or the consideration paid is significantly less than the asset's fair value; and where the intention is to principally enable the entity to further its objectives. For transfers of financial assets to the entity which enable it to acquire or construct a recognisable non-financial asset, the entity must recognise a liability amounting to the excess of the fair value of the transfer received over any related amounts recognised. Related amounts recognised may relate to contributions by owners, AASB 15 revenue or contract liability recognised, lease liabilities in accordance with AASB 16, financial instruments in accordance with AASB 9, or provisions in accordance with AASB 137. The liability is brought to account as income over the period in which the entity satisfies its performance obligation. If the transaction does not enable the entity to acquire or construct a recognisable non-financial asset to be controlled by the entity, then any excess of the initial carrying amount of the recognised asset over the related amounts is recognised as income immediately. Where the fair value of volunteer services received can be measured, a private sector not-for-profit entity can elect to recognise the value of those services as an asset where asset recognition criteria are met or otherwise recognise the value as an expense.

Impact of adoption

AASB 15, AASB 16 and AASB 1058 were adopted using the modified retrospective approach and as such comparatives have not been restated. There was no impact on opening retained profits as at 1 July 2019.

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards - Reduced Disclosure Requirements and Interpretations issued by the Australian Accounting Standards Board ('AASB'), the Australian Charities and Not-for-profits Commission Act 2012 and associated regulations and the Corporations Act 2001, as appropriate for not-for-profit oriented entities.

Historical cost convention

The financial statements have been prepared under the historical cost convention.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES (CONT.)

(a) Revenue recognition

The company recognises revenue as follows:

Revenue from contracts with customers

Revenue is recognised at an amount that reflects the consideration to which the company is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the company: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

Sales revenue

Events, fundraising and raffles are recognised when received or receivable.

Donations

Donations are recognised at the time the pledge is made.

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

Volunteer services

The company has elected not to recognise volunteer services as either revenue or other form of contribution received. As such, any related consumption or capitalisation of such resources received is also not recognised.

(b) Income tax

As the company is a charitable institution in terms of subsection 50-50 of the Income Tax Assessment Act 1997, as amended, it is exempt from paying income tax.

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES (CONT.)

(c) Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the company's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the company's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

(d) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(e) Trade and other receivables

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

(f) Contract assets

Contract assets are recognised when the company has transferred goods or services to the customer but where the company is yet to establish an unconditional right to consideration. Contract assets are treated as financial assets for impairment purposes.

(g) Property, plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Freehold land and buildings are carried at their fair value (being the amount for which an asset could be exchanged between knowledgeable willing parties in an arm's length transaction), based on periodic, but at least triennial, valuations by external independent valuers, less accumulated depreciation for buildings.

In the periods when the freehold land and buildings are not subject to an independent valuation, the directors conduct directors' valuations to ensure the land and buildings' carrying amount is not materially different to the fair value.

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES (CONT.)

Increases in the carrying amount arising on revaluation of land and buildings are credited to a revaluation reserve in shareholders' equity. Decreases that offset previous increases of the same asset are recognised against the value reserves directly in equity; all other decreases are recognised in profit or loss.

Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

<i>Class of Fixed Asset</i>	<i>Depreciation Rate</i>
Buildings	2.50%
Plant and equipment	5–10%

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the company. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

(h) Impairment of non-financial assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

(i) Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

(j) Contract liabilities

Contract liabilities represent the company's obligation to transfer goods or services to a customer and are recognised when a customer pays consideration, or when the company recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the company has transferred the goods or services to the customer.

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES (CONT.)

(k) Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

(l) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

NOTE 2 - CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Directors continually evaluate their judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Directors base their judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

NOTE 2 - CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONT.)

Coronavirus (COVID-19) pandemic

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the company based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the company operates. Other than as addressed in specific notes, there does not currently appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the company unfavourably as at the reporting date or subsequently as a result of the Coronavirus (COVID-19) pandemic.

Estimation of useful lives of assets

The company determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Impairment of non-financial assets other than goodwill and other indefinite life intangible assets

The company assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the company and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

NOTE 3 - REVENUE

	2020	2019
	\$	\$
Club Levies	144,070	141,822
Rebate District Levies	-	-
District Conference Levies	-	21,168
District Functions	-	6,422
Conference Income	15,516	32,745
Foundation Functions	12,888	7,292
Insurance	37,723	34,946
Interest Received	6,729	3,767
Ineract & Earlyact Conference	3,632	1,982
RYPEN Revenue	11,482	91
RYLA Income- Activities	4,995	34,297
Youth Exchange Program		
- Global Fees	40,182	117,091
- Other Youth Activities	39,419	67,789
	<u>316,636</u>	<u>469,412</u>

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

NOTE 4 - EXPENSES	2020	2019
	\$	\$
Surplus before income tax includes the following specific expenses:		
Depreciation on:		
– buildings	5,607	6,830
– plant and equipment	-	16,476
Total depreciation	<u>5,607</u>	<u>23,306</u>
NOTE 5 - CASH AND CASH EQUIVALENTS		
Cash at bank and on hand	<u>404,828</u>	<u>588,517</u>
NOTE 6 - ACCOUNTS RECEIVABLE AND OTHER DEBTORS		
<i>Current</i>		
Accounts receivable	709	2,271
Other Debtors, Prepayments and Advances	37,970	37,208
GST Receivable	-	1,036
	<u>38,679</u>	<u>40,515</u>
NOTE 7 - PROPERTY, PLANT AND EQUIPMENT		
Buildings, at cost	224,276	224,276
Less: Accumulated depreciation	<u>(44,349)</u>	<u>(38,742)</u>
	<u>179,927</u>	<u>185,534</u>
Plant and Equipment, at cost	27,076	27,076
Less: Accumulated depreciation	<u>(27,076)</u>	<u>(27,076)</u>
	<u>-</u>	<u>-</u>
Low Value Assets, at cost	4,127	4,127
Less: Accumulated depreciation	<u>(4,127)</u>	<u>(4,127)</u>
	<u>-</u>	<u>-</u>
	<u>179,927</u>	<u>185,534</u>

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

NOTE 7 - PROPERTY, PLANT AND EQUIPMENT (CONT.)

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

	Land and Buildings	Plant and Equipment	Low Value Assets	Total
Balance at 1 July 2018	192,364	16,476	-	208,840
Additions	-	-	-	-
Disposals	-	-	-	-
Depreciation expense	(6,830)	(16,476)	-	(23,306)
Balance at 30 June 2019	185,534	-	-	185,534
Additions	-	-	-	-
Disposals	-	-	-	-
Depreciation expense	(5,607)	-	-	(5,607)
Balance at 30 June 2020	179,927	-	-	179,927

NOTE 8 -ACCOUNTS PAYABLE AND OTHER PAYABLES

	2020 \$	2019 \$
<i>Current</i>		
Accrued Expenses	10,891	17,114
	<u>10,891</u>	<u>17,114</u>

NOTE 9 - OTHER LIABILITIES

<i>Current</i>		
Allocated Funds to Projects	-	43,420
Revenue in Advance	-	286
	<u>-</u>	<u>43,706</u>

NOTE 10 - RESERVES

The company has a number of funds that are held for specific purposes. Other than the general reserve these funds were recorded as liabilities previously. It has been determined that these liabilities should be moved to reserves.

Movements in carrying amounts

<i>General Reserve</i>		
Opening	121,782	294,287
Net transfers	-	(172,505)
Closing	<u>121,782</u>	<u>121,782</u>

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
ABN 80 125 588 696

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

NOTE 10 - RESERVES (CONT.)	2020	2019
	\$	\$
<i>Insurance</i>		
Opening	25,000	25,000
Net transfers	-	-
Closing	<u>25,000</u>	<u>25,000</u>
<i>Disaster Reserve</i>		
Opening	39,924	49,924
Net transfers	-	(10,000)
Closing	<u>39,924</u>	<u>39,924</u>
<i>Interact Reserve</i>		
Opening	4,025	3,653
Net transfers	(78)	372
Closing	<u>3,947</u>	<u>4,025</u>
<i>Projects PNG</i>		
Opening	41,468	46,868
Net transfers	(7,304)	(5,400)
Closing	<u>34,164</u>	<u>41,468</u>
<i>Tales From a Dilly Bag</i>		
Opening	14,528	14,528
Net transfers	(6,076)	-
Closing	<u>8,452</u>	<u>14,528</u>
<i>RYPEN Reserve Opening Balance</i>		
Opening	506	506
Net transfers	587	-
Closing	<u>1,093</u>	<u>506</u>
<i>Ryla Reserve Opening Balance</i>		
Opening	5,067	3,175
Net transfers	888	1,892
Closing	<u>5,955</u>	<u>5,067</u>
<i>RANZSE Reserve Opening Balance</i>		
Opening	2,042	2,042
Net transfers	-	-
Closing	<u>2,042</u>	<u>2,042</u>
<i>Bonne Tenkate Opening Balance</i>		
Opening	160,543	160,997
Net transfers	3,710	(454)
Closing	<u>164,253</u>	<u>160,543</u>
<i>Youth Exchange</i>		
Opening	26,082	48,236
Net transfers	(24,745)	(22,154)
Closing	<u>1,337</u>	<u>26,082</u>

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

NOTE 10 - RESERVES (CONT.)	2020	2019
	\$	\$
<i>Foundation Profit/(Loss)</i>		
Opening	3,682	3,778
Net transfers	(3,682)	(96)
Closing	<u>-</u>	<u>3,682</u>
 <i>Summary Reserves</i>		
Opening	444,649	652,994
Net transfers	(36,700)	(208,345)
Closing	<u>407,949</u>	<u>444,649</u>

NOTE 11 - REMUNERATION OF AUDITORS

During the financial year the following fees were paid or payable for services provided by Anthony Bryen, the auditor of the company:

<i>Audit services - Anthony Bryen & Co</i>		
Audit of the financial statements	<u>9,000</u>	<u>8,000</u>

NOTE 12 - CONTINGENT ASSETS AND LIABILITIES

The company had no contingent assets or liabilities as at 30 June 2020 and 30 June 2019.

NOTE 13 - COMMITMENTS

The company had no commitments for expenditure as at 30 June 2020 and 30 June 2019.

NOTE 14 - EVENTS AFTER THE REPORTING PERIOD

The impact of the Coronavirus (COVID-19) pandemic is ongoing and it has not been financially positive for the consolidated entity up to 30 June 2020, however, it is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

There are no other matters or circumstances which have arisen since 30 June 2020 that has significantly affected, or may significantly affect the company's operations, the results of those operations, or the company's state of affairs in future financial years.

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2020

NOTE 15 - CASHFLOW INFORMATION	2020	2019
	\$	\$
(a) Reconciliation of cash flows from operations with net current year surplus		
Net current year surplus	(38,314)	(142,866)
<i>Non-cash flows in profit:</i>		
Depreciation expense	5,607	23,306
Reserve transfers	(102,889)	(45,400)
<i>Changes in assets and liabilities:</i>		
(Increase)/decrease in accounts receivable and other debtors	1,836	17,841
Increase in accounts payable and other payables	(6,223)	(1,003)
Increase in unearned revenue	<u>(43,706)</u>	<u>33,204</u>
Cash flows (used in)/provided by operating activities	<u>(183,689)</u>	<u>(114,918)</u>

NOTE 16 - MEMBERS' GUARANTEE

The company is incorporated under the Corporations Act 2001 and is a company limited by guarantee. If the company is wound up, the constitution states that each member is required to contribute a maximum of \$10 towards meeting any outstanding obligations of the entity. At 30 June 2020, the number of members was 63 (2019: 64).

ROTARY INTERNATIONAL DISTRICT 9600 LIMITED
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DIRECTORS' DECLARATION

In the directors' opinion

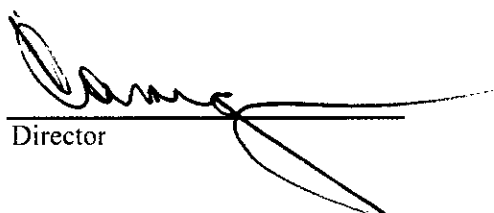
- the company is not a reporting entity because there are no users dependent on general purpose financial statements. Accordingly, as described in note 1 to the financial statements, the attached special purpose financial statements have been prepared for the purposes of complying with the Corporations Act 2001 requirements to prepare and distribute financial statements to the members of Rotary International District 9600 Limited;
- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards as described in note 1 to the financial statements, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the company's financial position as at 30 June 2020 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors



Director



Director

Dated at Brisbane this twelfth day of October 2020

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS
ROTARY INTERNATIONAL DISTRICT 9600 LIMITED**

Opinion

We have audited the financial report of Rotary International District 9600 Limited "the Company", which comprises the statement of financial position as at 30 June 2020, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of Rotary International District 9600 Limited is in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the company's financial position as at 30 June 2020 and of its performance for the year then ended; and
- complying with Australian Accounting Standards to the extent described in Note 1, and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Company in accordance with the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Basis of Accounting

We draw attention to Note 1 to the financial report, which describes the basis of accounting. The financial report has been prepared for the purpose of fulfilling the directors' financial reporting responsibilities under the *Corporations Act 2001*. As a result, the financial report may not be suitable for another purpose. Our opinion is not modified in respect of this matter.

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Anthony Bryen & Co Pty Ltd
ABN 37 163 461 550

 PO Box 565 Albany Creek Qld 4035

☎ 0418 159 051

 anthonybryenandco@gmail.com

Responsibilities of the Directors for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view and have determined that the basis of preparation described in Note 1 to the financial report is appropriate to meet the requirements of the *Corporations Act 2001* and is appropriate to meet the needs of the members. The directors' responsibility also includes such internal control as the directors determine is necessary to enable the preparation of a financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

As part of an audit in accordance with Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



Anthony Bryen & Co



A C Bryen
Partner

Dated at Brisbane this twelfth day of October 2020

ATTACHMENT **B**

Proposed Constitution for Rotary International District 9620 Ltd

Dated 5 October 2020

Constitution of Rotary International District 9620 Limited

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Corporations Act 2001

Company limited by guarantee and not having a share capital

Constitution of

Rotary International District 9620 Limited

Introduction

1. General

1.1 Definitions

- (1) In this Constitution, unless the contrary intention appears: **Act** means the Corporations Act 2001 and includes any amendment or re-enactment of it or any legislation passed in substitution for it;
- (2) **Annual General Meeting** means the annual meeting of the members of the Company required to be held each year under the Act and this Constitution;
- (3) **Assistant Governors** are appointed by the District Governor-elect with responsibilities as detailed in the District Policy Documents.
- (4) **Board of Directors or Board** means collectively the Directors of the Company so described in this Constitution;
- (5) **Constitutional Documents** means the Rotary International Constitution, the Rotary International By-Laws, the Standard Rotary Club Constitution, the Rotary Code of Policies and the Rotary International Manual of Procedure as amended from time to time;
- (6) **Committee** means a body established in accordance with Rule 51 to assist in the administration of the affairs of District 9620;
- (7) **Company** means Rotary International District 9620 Limited.
- (8) **Corporation** means any body corporate whether incorporated in the Commonwealth of Australia or elsewhere;
- (9) **Director** means a Director of the Company and includes all members of the Board;
- (10) **District** means a geographical area in which Rotary Clubs are grouped for Rotary International administrative purposes, pursuant to the Constitutional Documents;
- (11) **District Club** means a Rotary or Rotaract Club that is chartered by Rotary International within the locality of District 9620 ;
- (12) **District Financial Club** means any club as defined under rule 1(11) except for those excluded by Rule 28.10
- (13) **District Governor** means the Officer of Rotary International duly elected pursuant to the Constitutional Documents to the Office of Governor of District 9620.
- (14) **District Governor-elect** means the person who, pursuant to the Constitutional Documents, has been appointed to serve as Governor of District 9620 in the next Rotary Year

- (15) **District Governor-nominee** means the person who, pursuant to the Constitutional Documents, has been appointed to serve as District Governor-elect of District 9620 in the year following that when the District Governor Elect is elected to serve.
- (16) **District Governor Nominee Designate** means the person who, pursuant to the Constitutional documents, has been appointed to serve in the role of the District Governor Nominee when the current incumbent (District Governor Nominee) moves to the role of District Governor Elect
- (17) **District Governor's Year** means the Rotary Year in which a District Rotarian serves as District Governor;
- (18) **District Rotarian/Rotaractor** means a Rotarian or Rotaractor (other than an honorary member) in good standing of a District Rotary/Rotaract Club and includes one period per year of seven days of non membership if that person is changing clubs;
- (19) **District 9620** means the geographical area promulgated by the President of Rotary International from time to time. It includes the former Rotary International Districts 9600 and 9630.
- (20) **Elector** means the District Rotarian(s)/Rotaractor(s) duly authorised to cast a vote or votes on behalf of **their** District Club at a General Meeting of the Company and in the case of any General Meeting of the nature referred to in Rule 25 hereof;
- (21) **General Meeting** means any meeting of the District Clubs at any time, which may be but is not limited to meetings known as:
- (a) District Conference
 - (b) District Resolutions Meeting
 - (c) District Training Assembly
- (22) **Immediate Past District Governor means:**
- (a) the person who, pursuant to the Constitutional Documents, served as the District Governor of District 9620 in the Rotary Year immediately preceding a current Rotary Year;
 - (b) in the Restructure Year only, the Immediate Past District Governors of the Company shall be the persons who served in the Rotary Year immediately preceding the Restructure Year as the District Governors for Districts 9600 and 9630 respectively.
- (23) **Member** means a District Rotary or Rotaract Club and where the context permits (and is appropriate in the reasonable opinion of the Board), a Provisional District Club;
- (24) **Month** means a calendar month;
- (25) **Notice** includes any communication in writing, email or as otherwise approved by the Board or members;
- (26) **Objects** of the Company means the objects of the Company set out in Rule 5.1;
- (27) **Officer** of the Company has the meaning set out in the Act;

- (28) **Prescribed Rate** means the base rate charged by the Company's principal banker to corporate customers from time to time in respect of overdraft loans in excess of one hundred thousand dollars (\$100,000.00) calculated on a daily basis and a year comprised of 365 days;
- (29) **Provisional District Club** means a Rotary/Rotaract Club that is in formation, has not yet chartered but does have written recognition from the District Governor that it is in the formation stage
- (30) **Provisional District Rotarian/Rotaractor** means a Rotarian or Rotaractor who is a member of a Provisional District Club;
- (31) **Register** means the register of District Clubs kept pursuant to Rule 12.5 and the Act;
- (32) **Restructure** means the formal implementation of changes to the legal identity and geographical area of Rotary International Districts 9600 and 9630 and that was approved by the Board of Rotary International to incorporate those Districts to form District 9620;
- (33) **Restructure Year** means the Rotary Year commencing on 1 July 2021.
- (34) **Rotarian/Rotaractor** means a person who is a member (other than an honorary member) in good standing of a Rotary or Rotaract Club;
- (35) **Rotary Club/Rotaract Club** means a body of Rotarians/Rotaractors which:
- (a) has been admitted to membership of Rotary International; and
 - (b) is functioning and remains a member in good standing of Rotary International;
- (36) **Rotary International** means the association of Rotary Clubs throughout the world known as Rotary International registered in the United States of America under the Illinois general *Not for Profit Corporation Act of 1996*;
- (37) **Rotary International By-Laws** means the by-laws adopted by Rotary International as amended from time to time;
- (38) **Rotary International Constitution** means the Constitution adopted by Rotary International as amended from time to time;
- (39) **Rotary International Manual of Procedure** means the compilation of statements of policies and procedures adopted by Conventions, the Council on Legislation, the Rotary International Board of Directors and the Trustees of the Rotary Foundation of Rotary International, which also incorporates the other Constitutional Documents and other legal documents;
- (40) **Rotary Year** means the year ending 30 June;
- (41) **Rules** means the provisions of this Constitution as amended from time to time and a reference to a provision of these Rules is a reference to that provision as amended from time to time;
- (42) **Seal** means the Common Seal (if any) of District 9620;
- (43) **Policy Documents** means the Policy Documents for the management of the District adopted by the Board and as amended from time to time,

- (44) **District Rotaract Representative** means the person who has been recorded with Rotary International with the approval of the District Governor or District Governor Elect.

1.2 Subject to Rule 2, unless the context otherwise requires:

- (1) Terms or expressions defined or in common use in the Constitutional Documents have a similar meaning in these Rules.
- (2) Subject to the requirements of the Act, where any such term or expression defined, used or incorporated by reference in these Rules, or its meaning is varied or changed in accordance with the requirements of the Constitutional Documents from time to time, then these Rules shall be construed as if they have been similarly varied or changed.

1.3 Interpretation

- (1) Where the context permits, the word District in this document will for all relevant purposes mean District 9620
- (2) Reference to:
 - (a) one gender includes the others;
 - (b) the singular includes the plural and the plural includes the singular; and
 - (c) a person includes a body corporate.
- (3) Except so far as the contrary intention appears in this Constitution:
 - (a) an expression in this Constitution has the same meaning as in the Act; and
 - (b) if an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (4) "Including" and similar expressions are not words of limitation.
- (5) Headings and any table of contents or index are for convenience only and do not form part of this Constitution or affect its interpretation.
- (6) All references to money are taken to be in Australian Dollars, unless otherwise stated.
- (7) "In writing" and "written" includes all modes of reproducing or representing words in a visible form including all electronic means.

2. Inconsistency

2.1 To the extent that there is any inconsistency between a provision in any of the documents referred to in Rule 2.1(2) and other provisions in any of them or between a provision in any of those documents and a provision in any other document referred to in any of them:

- (1) a specific provision takes precedence over a general provision; and
- (2) otherwise, to the extent necessary to resolve the inconsistency but subject always to the requirements of the Act, the following order of precedence applies:

- (a) the Rotary International Constitution;
- (b) the Rotary International By-laws;
- (c) the Rotary International Manual of Procedure;
- (d) the Rotary Code of Policies; and
- (e) these Rules .

3. Replaceable Rules

- 3.1 The replaceable rules contained in the Act do not apply to the Company.

4. Actions authorised under the Act and compliance with the Act

- 4.1 Where the Act authorises or permits a Company to do any matter or thing if so authorised by its constitution, the Company is and will be taken by this Rule to be authorised and permitted to do that matter or thing, provided it complies with Rule 5, despite any other provisions of this Constitution.

5. Objects

- 5.1 The Objects of the Company are:

- (1) To further the Object of Rotary as enacted by Rotary International by:
 - (a) providing leadership and supervision of the District Clubs;
 - (b) helping the individual District Clubs advance the Object of Rotary;
 - (c) owning, leasing or otherwise holding assets or an interest in assets for the benefit of the District and/or one or more District Clubs, as the Board determines in its sole discretion from time to time, including for example but without limitation, plant and equipment and real property; and
 - (d) holding, maintaining and utilizing cash or other financial reserves or provisions for the benefit of the District and/or one or more District Clubs, as the Board determines in its sole discretion from time to time;
- (2) to encourage, promote, extend and support District Clubs and to co-ordinate their activities;
- (3) to assist the District Governor in coordinating the activities of District Clubs and in the performance of their duties and responsibilities under the Constitutional Documents, these Rules, the District Policies and the District Strategic Plan;
- (4) to ensure continuity within District 9620 by working with the past, current and incoming District leaders in fostering effective District Clubs;
- (5) to assemble and disseminate information and knowledge about matters affecting Rotary International, District 9620, the Rotary Foundation of Rotary International and District Clubs to District Rotarians/Rotaractors and the public;
- (6) to work with the District Clubs and their leaders to encourage participation in the District Strategic Plan(s);
- (7) to provide inspiration and motivation to the District Clubs;

- (8) to promote, demonstrate, advance and encourage interest and participation in the administration, meetings, happenings and events involving District Clubs and District Rotarians and Rotaractors;
 - (9) to co-operate with any Government or private body in fostering the Objects of the Company and Rotary International;
 - (10) not to diminish the services provided by District Clubs and District Rotarians/Rotaractors on a local level;
 - (11) to raise funds, undertake projects and receive donations or grants in the furtherance of its Objects;
 - (12) to expend all monies and funds raised or received for the furtherance of its Objects;
 - (13) not to conduct the Company activities for the direct or indirect profit or gain for its Members;
 - (14) generally to do all things which in the opinion of the Board of Directors are incidental or conducive to the attainment of the above Objects or any of them; and
 - (15) upon 1 July 2021 to absorb the assets and liabilities of District 9600 and 9630 and to change the Company name to Rotary International District 9620 Limited.
- 5.2 Nothing in this Rule 5 will be construed to limit the manner in which the Company may exercise its powers to pursue the Objects stated in Rule 5.1.
- 5.3 The Company can only exercise its powers under the Act to:
- (1) carry out the Objects in Rule 5.1; and
 - (2) do all things incidental or convenient in relation to the exercise of power under Rule 5.1.
- 5.4 When interpreting the Objects in Rule 5.1, each Object may be construed jointly or separately and independently of any other Objects, as the case requires.

6. Rotary International

- 6.1 This Company has been formed with the express approval of Rotary International and its operation is subject to the continued approval by Rotary International. If the approval of Rotary International is withdrawn this Company must wind itself up or cease all association with Rotary International as well as change its name so it no longer refers to Rotary or Rotary International.

Income and Property

7. Application of income and property

- 7.1 The Company may only act as a non-profit and non-share capital corporation.
- 7.2 Subject to Rules 7.3 and 7.4, income and property of the Company must be applied solely towards the promotion of the Objects of the Company set out in Rule 5 and no portion of it may be paid or transferred, directly or indirectly, to any District Club, Rotarian, Rotaractor, Director or other Officer of the Company whether by way of dividend, bonus or otherwise.
- 7.3 Nothing in Rules 7.1 or 7.2 prevents any payment in good faith by the Company of:

- (1) reasonable and proper remuneration to any District Club, District Rotarian or District Rotaractor for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
- (2) payment of allowances and payment or reimbursement of out-of-pocket expenses incurred by a District Club, District Rotarian or District Rotaractor on behalf of the Company where the amount payable does not exceed an amount previously approved by the Directors or where the incurring of the expense is ratified by the Directors;
- (3) moneys to a District Rotarian or District Rotaractor, being a person engaged in any profession or business, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service; or
- (4) interest at a rate not exceeding the Prescribed Rate on money borrowed from a District Club.

7.4 The Company must not pay fees to Directors, however the Company may make payments in good faith for:

- (1) the payment or reimbursement of out-of-pocket expenses (either directly or by prior approved allowance) incurred by a Director in the performance of the Director's duties to the Company where the amount payable does not exceed an amount previously approved by the Directors or where the Directors ratify the incurring of the expense;
- (2) moneys owing to any Director, being a person engaged in any profession or business, for all usual professional or other charges for work done by that person or that person's firm or employer where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service;
- (3) an insurance premium in respect of a contract ensuring a Director to which subsection 212(1) of the Act refers or the provision of a financial benefit to a Director which would be permitted by the Act were the Company a public company; and
- (4) any other payment or allowance to any Director approved for good cause in furtherance of the Objects of the Company approved by the other Directors.

7.5 Nothing in these Rules prevents the District Governor or other Officer of the Company from receiving and retaining any moneys paid or allowed to them by Rotary International in the course of their service to Rotary International.

8. Administration and District Policies

8.1 The Company will be managed by or under the direction of a Board of Directors.

8.2 The Board of Directors shall comprise not less than 6 nor more than 9 District Rotarians or Rotaractors and the Board will be responsible for the administration of the Company.

8.3 The District Rotarians holding the positions of:

- (1) District Governor;
- (2) Immediate Past District Governor who served in District 9620;

- (a) in the Restructure Year only, each Immediate Past District Governor who served as the District Governor for District 9600 and District 9630;
- (3) District Governor-elect;
- (4) District Governor-nominee;
- (5) Company Secretary
- (6) District Administrator
- (7) Finance Director

in each Rotary Year shall always be members of the Board of Directors and Officers of the Company.

- 8.4 The District Governor-elect must within a reasonable time preceding their District Governor's year give notice in writing to the District Administrator and Company Secretary of the full names, addresses and other relevant particulars of the District Rotarians who are to serve as members of the Board of Directors in the next Rotary year.
- 8.5 In accordance with Rotary International Code of policy the District Governor shall report annually to the Clubs on the state of the District incorporation.
- 8.6 A new Board of Directors (constituted as provided in this Rule) shall take office at the commencement of each Rotary year.
- 8.7 The Board may make, amend or repeal District Policies, consistent with this Constitution for the good order, business conduct and management of the Company.
- 8.8 The Board shall notify District Clubs of any changes to the District Policies.
- 8.9 A District Policy may be set aside or amended at a General Meeting.

9. District Governor Role and Selection of the District Governor Nominee Designate

- 9.1 The District Governor is:
 - (1) the officer of Rotary International in the District functioning under the general control and supervision of the Board of Rotary International;
 - (2) charged by Rotary International with the duty of furthering the Object of Rotary by providing leadership and supervision of the District Clubs; and
 - (3) the highest-ranking Officer of the Company.
- 9.2 Notwithstanding anything to the contrary contained in the Act:
 - (1) the District Governor is the Chair of the Company; and
 - (2) where the word "Chair" is used, it refers to the District Governor except with respect to The District Nominating Committee

- 9.3 The powers, duties and obligations of the District Governor are as set out in the Constitutional Documents and may also be contained in the District Policies and the District Leadership Plan.
- 9.4 The District Governor will appoint and, at their discretion delegate functions of the management of the Company to, Assistant Governors and Committees.
- 9.5 Despite Rules 9.1, 9.2, 9.3 and 9.4, the powers of the Chair do not include the powers of the Board that must be exercised by the Board. The Board shall not divest its future exercise of discretions whether conferred by the Act or this Constitution.
- 9.6 The District Governor Nominee Designate shall be appointed by the District Nominating Committee.
- 9.7 The District Nominating Committee for that purpose shall comprise:
- (a) Category 1 - The District Governor;
 - (b) Category 2 - The District Governor-elect;
 - (c) Category 3 - The District Governor-nominee
 - (d) Category 4 – A Past District Governor determined by a majority decision of the Board, who shall chair the nominating committee. They will have served as a Past District Governor in District 9620, 9630 or 9600 during the five years prior to the establishment of the nomination committee.
 - (e) Category 5 - One District Rotarian/Rotaractor determined by a majority decision of the committee members from Categories 1,2,3, and 4. They will have held the office of Assistant Governor, District Rotaract Representative or have served as Chair of one of the District Committees in District 9620, 9630 or 9600 for a full term during the five years prior to the establishment of the nominating committee.
 - (f) Category 6 - Two District Rotarians/ Rotaractors determined by a majority decision of the committee members from Categories 1,2,3 and 4. They will have held office for a full term as President of a District Club in District 9620, 9630 or 9600 during the five years prior to the establishment of the nominating committee.

No more than one person on the nominating committee can be from any one club nor be from the club of an applicant.

In instances where a person is on the nominating committee and is excluded under this provision their replacement will be selected by the Board of the Company.

- 9.8 The composition of the Nominating Committee must be finalized before 15 December.
- Nominations for the position of District Governor Nominee will be called no later than 31 December.
- Applications for the position of District Governor Nominee will close on 20 February.
- Selection of the District Governor Nominee will be announced no later than the 15 May.

10. Other Officers

- 10.1 A District Rotarian/Rotaractor will, in accordance with the Act, be appointed by the Board of Directors to the position of Company Secretary upon such conditions as the Board may think fit and any person so appointed may be removed by the Board.
- 10.2 The Board of Directors may appoint an Acting Secretary as temporary substitute for the Company Secretary. Whilst exercising such office, the Acting Secretary will be deemed to be the Company Secretary for the purpose of this Constitution.
- 10.3 A District Rotarian/ Rotaractor will, in accordance with the *Income Tax Assessment Act 1936*, be appointed by the Board to the position of Public Officer of the Company upon such conditions as the Board may think fit and any person so appointed may be removed by the Board.
- 10.4 Except as provided for in Rules 10.1, 10.2 and 10.3, the Board of Directors may from time to time:
- (1) create any position or positions in the Company conferred with any powers or responsibilities as the District Governor may from time to time determine; and
 - (2) appoint any person, whether or not a Director, to any position or positions created under Rule 10.4(1).
- 10.5 The District Governor may at any time terminate the appointment of a person holding a position created under Rule 10.4 and may abolish the position if lawfully permitted to do so.
- 10.6 Each Officer of the Company and any person appointed under Rule 10.1, 10.2, 10.3 and 10.4(2) must be a District Rotarian/Rotaractor.

11. Liability

- 11.1 The liability of the Members is limited.
- 11.2 Each Member undertakes to contribute to the property of the Company if the Company is wound up while it is a member or within 1 year after it ceases to be a member, for payment of the Company's debts and liabilities contracted before it ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding \$10.00.

12. Members

- 12.1 The number of District Clubs with which the Company proposes to be registered or which shall be Members of the Company is not limited.
- 12.2 The membership of the Company shall comprise and be strictly limited to chartered District Rotary and Rotaract Clubs.
- 12.3 A District Club may consent to become a member of the Company and have its membership entered on the Register once that District Club provides evidence satisfactory to the Company that:
- (1) Rotary International has granted to that District Club a Certificate of Membership in Rotary International; and
 - (2) It has paid any applicable membership fee to the Company.
- 12.4 The admission to or removal from membership of Rotary International of a District Club immediately and automatically results in a corresponding change in the Membership of the Company.

- 12.5 The Company Secretary must cause a Register to be kept in accordance with the Act in which will be entered the names and addresses of all District Clubs admitted to membership of the Company and the date of admission.

13. Membership fee and annual subscription

- 13.1 Fees and subscriptions will be established through the process of budget estimates for the succeeding Rotary Year, such estimates being prepared by the District Governor-elect for their District Governor's Year in consultation with the District Finance Committee, notice of which must be provided to District Clubs at least 28 days prior to the General Meeting at which that budget is to be considered and approved or amended. Voting can be undertaken at a general meeting in person, on-line or by post
- 13.2 The District 9620 budget shall be financed by the District Clubs by way of a per capita levy on the members of those clubs. The amount of the levy shall be decided in accordance with the relevant provisions of the Rotary International By-Laws in force from time to time.
- 13.3 The per capita levy is mandatory on all District Clubs. The invoice will be distributed twice per year and the number of members per Club will be as recorded on Rotary.org on January 1 and July 1 of each year.

14. Winding Up

- 14.1 The Company must immediately and automatically cease operations and must be wound up in accordance with the Act after the following has occurred: -
- (1) the directive of the Rotary International Board; or
 - (2) the approval of two-thirds of the District Clubs in a vote at the General Meeting to be held at the District Conference, at any other Special General Meeting convened under the Act or in a ballot-by-mail.
- 14.2 The District Governor must give the Rotary International Board:
- (1) notice of any decision by the District Clubs to wind up the Company; and
 - (2) a final report upon the completion of the process of winding up the Company.
- 14.3 If, upon the winding-up or dissolution of the Company in accordance with the Act there remains, after satisfaction of all its debts and liabilities, any property of any kind (surplus) then that surplus must not be paid to, or distributed among the District Clubs, but must be given or transferred to some other organisation(s) or institution(s) having objects similar to the Objects of the Company which continue(s) to perform the Company's activities in respect to the District Clubs (for example some other Rotary District(s)), or if there is no such entity, one or more organisations or institutions with objects similar to those of the Company provided the relevant organisation or institution has a memorandum of association or constitution which prohibits distribution of its or their income and property among its members to an extent at least as great as is imposed on the Company under Rule 7.2 of this Constitution, any organisation(s) or institution(s) to be determined by the District Clubs at or before the time of dissolution, and in default of any such determination by application to the Supreme Court of Queensland for determination.

15. Indemnity

- 15.1 To the extent permitted by the Act and without limiting the powers of the Company, the Company must indemnify and indemnifies each person who is, or has been, an Officer of the Company against any liability which results directly or indirectly from facts or circumstances relating to the person serving or having served in that capacity in relation to the Company:
- (1) whether or not the liability arises from a prior contingent liability, and provided that the liability does not arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and
 - (2) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted, or in connection with any application in relation to proceedings in which the court grants relief to the person under the Act.
- 15.2 The Company need not indemnify a person as provided for in Rule 15.1 in respect of a liability to the extent that the person is entitled to an indemnity in respect of that liability under a contract of insurance.
- 15.3 To the extent permitted by the Act and without limiting the powers of the Company, the Directors may authorise the Company to, and the Company may enter into any:
- (1) documentary indemnity in favour of; or
 - (2) insurance policy for the benefit of, a person who is, or has been, an employee or Officer of the Company, which indemnity or insurance policy may be in such terms as the Directors approve and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.
- 15.4 The benefits of each indemnity given in Rule 15.1 continues, even after its terms or the terms of this Rule 15 are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

16. Common Seal

- 16.1 The Company may have a common seal. If the Company has a common seal it may also have a duplicate common seal.
- 16.2 A seal may only be used on a resolution of the Board. Every document to which the seal is affixed must be signed by the District Governor (or in their absence, the immediate Past District Governor) and the District Finance Director (or in their absence, one other Director).
- 16.3 This Rule 16 does not limit the ways in which the Company may execute a document.
- 16.4 This Rule 16 does not otherwise limit the ways in which the Company may execute a document provided always that any deed or other document intended to bind the Company to a contractual or similar legal obligation or pursuant to which the Company will incur an indebtedness in excess of \$10,000.00 must be signed in the same manner as Rule 16.2.

17. Convening meetings

- 17.1 The Company must, in each Rotary Year, hold:
- (1) an Annual General Meeting; and

- (2) General Meetings convened in accordance with these Rules or the Act including any such meeting that may be held in conjunction with the District Training Assembly and the District Conference.
- 17.2 The District Governor may determine the date, time and place of those meetings in their District Governor's Year but the Annual General Meeting must be held at least once in each calendar year and within 5 months of the end of each Rotary Year unless the Australian Securities and Investment Commission approves otherwise.
- 17.3 The notice convening the Annual General Meeting must be given at least 21 days in advance of the Annual General Meeting and specify that the meeting is an Annual General Meeting. The ordinary business to be conducted at the Annual General Meeting is:
 - (1) the consideration of the annual financial report, Directors' report and auditor's report;
 - (2) the confirmation in office of the Board of Directors selected in accordance with these Rules (as the case requires) for the current and/or next Rotary Year;
 - (3) the status of the Company's incorporation.
- 17.4 The District Governor or any three Directors may convene a General Meeting whenever the District Governor or those Directors think fit by giving at least 21 days' notice, provided that those same Directors may not convene more than one extraordinary general meeting in any six (6) month period.
- 17.5 The Directors who convene a general meeting under Rule 17.4 may, with the agreement of the District Governor, cancel that meeting by notice in writing to all District Clubs, but no meeting convened on the requisition of District Clubs may be cancelled without the consent of each convening District Club.
- 17.6 The District Governor may postpone a General Meeting or change the place at which it is to be held by notice not later than 72 hours prior to the time of the meeting to all persons to whom the notice of meeting (the first notice) was given. The postponing notice must specify the place, date and time of the further meeting. The meeting is taken to be duly convened under the first notice.
- 17.7 The District Governor must, on request in writing of the District Clubs representing not less than 10% of the total number of District Clubs convene a General Meeting of the Company;
- 17.8 A request by District Clubs for a General Meeting pursuant to Rule 17.7 must:
 - (1) be in writing and state the objects of the meeting;
 - (2) be signed by the Presidents of the District Clubs requesting the meeting; and
 - (3) be sent to the registered office of the Company and the District Governor.
- 17.9 If the District Governor does not cause a General Meeting to be held within 1 month after the date on which the request is sent to the registered office of the Company, the District Clubs which make a request under Rule 17.7 may request the Company Secretary to convene a General Meeting to be held not later than 3 months after that date and the Company Secretary must then convene a General Meeting.
- 17.10 If a General Meeting is convened by District Clubs in accordance with Rule 17.7, it must be convened in the same manner so far as possible as a meeting convened under Rule 17.4.

18. Notice of General Meetings

- 18.1 Each notice convening a General Meeting must contain the information required by the Act.
- 18.2 The non-receipt of a notice convening a General Meeting by, or the accidental omission to give notice to, any person entitled to receive notice does not invalidate the proceedings at or any resolution passed at the meeting.

19. Telephonic and electronic/direct voting

- 19.1 A District Club may request to have its Elector(s) present at a General Meeting by teleconference or electronic means. If a majority of Directors consent to Elector(s) being present at that meeting by teleconference or other electronic means, the Directors must (subject to appropriate facilities being available) use their best endeavours to facilitate the attendance of those Electors at the meeting. An Elector present via teleconference or electronic means will be responsible for making the connection to the meeting and an Elector present must be permitted to vote by indicating whether they vote for or against a resolution.
- 19.2 An Elector present via electronic means at the meeting is deemed to be present at the meeting.
- 19.3 In addition to voting by Elector(s) indicating whether they vote for or against a resolution in a permitted meeting, the Directors may determine that at any General Meeting, Elector(s) who are entitled to attend that meeting are entitled to a direct vote without physically attending the General Meeting. A "direct vote" includes a vote delivered to the Company Secretary of the Company by post,, email or other electronic means approved by the Directors from time to time. The Directors may from time to time, specify the form, method and timing of giving a direct vote at a General Meeting in order for the vote to be valid.

20. Business of General Meetings

- 20.1 Unless the Electors present agree by majority otherwise, business must not be transacted at any General Meeting except as set out in the notice of meeting.

21. Quorum

- 21.1 Business must not be transacted at a General Meeting unless there is a quorum of Electors present at the time when the meeting proceeds to business.
- 21.2 Except as otherwise provided in this Constitution, at least one half of the total number of District Financial Clubs of the Company present by their Electors or proxy constitutes a quorum.
- 21.3 At any General Meeting dealing with the matters referred to in Rule 25.3, the quorum will be at least one half of the total number of District Financial Clubs of the Company present by their Electors or proxy

22. If quorum not present

- 22.1 If a quorum is not present within 30 minutes after the time appointed for the meeting:
 - (1) where the meeting is convened on the requisition of District Clubs, the proposed meeting is automatically dissolved (subject to Rule 24.1);
 - (2) in any other case:

- (a) the meeting stands adjourned to a day and at a time and place as the Directors decide or, if no decision is made by the Directors, to the same day in the next week at the same time and place ("the adjourned meeting"); and
- (b) if at the adjourned meeting a quorum is not present within 20 minutes after the time appointed for the meeting, the meeting is automatically dissolved.

23. Chair of meetings

23.1 At every General Meeting:

- (1) the District Governor, or in the District Governor's absence;
- (2) the District Governor-elect, or in the District Governor-elect's absence;
- (3) a Director as chosen by Directors present at the meeting, or in the absence of all Directors;
- (4) an Elector of a District Club as elected by District Clubs' Electors present at the meeting;

is to preside as Chair.

24. Adjournments

24.1 The Chair may and must if so directed by the meeting, adjourn the meeting from time to time and from place to place.

24.2 The only business, which may be transacted at any adjourned meeting, is the business left unfinished at the meeting from which the adjournment took place.

24.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

24.4 Except as provided by Rule 24.3, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

25. Voting at General Meetings

25.1 The provisions of the Rotary International By-Laws from time to time which determine (in respect of each District Club) such things as:

- (1) the selection, certification and sending of Electors;
- (2) the number of Electors and votes to which each such District Club is entitled; and
- (3) how those Electors must cast such votes,

at any District Conference or District Resolutions Meeting (if one is held separately) ("the meeting rules") shall, with all necessary amendments, apply to any General Meeting of the Company and this Constitution shall be read subject to and applied consistently with the meeting rules.

25.2 Subject to Rules 19, any resolution to be considered at a General Meeting is to be decided on a show of hands of the Electors in attendance. For the avoidance of doubt, a proxy appointed under Rule 30 or an attorney appointed under Rule 32 may vote on a show of hands if authorised to be present and to vote under this Constitution.

- 25.3 Unless as an Elector, a District Rotarian/Rotaractor may not vote but can be heard at a General Meeting on matters submitted to a vote in respect of:
- (1) the selection of a District Governor Nominee Designate;
 - (2) election of a member and alternate member of the nominating committee for director;
 - (3) composition and terms of reference of the nominating committee for District Governor;
 - (4) election of the representative and alternate representative of District 9620 to the Council on Legislation; and
 - (5) the amount of the per capita levy.
- 25.4 A declaration by the Chair that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting are conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.
- 25.5 District Clubs have the right to demand a poll upon any resolution presented to a General Meeting in accordance with the Act.
- 25.6 District Clubs have the right to demand and the Chair has the right to require that any resolution presented to a General Meeting is to be decided by secret ballot.

26. Procedure for polls and secret ballot

- 26.1 A poll or secret ballot must be taken in the manner and at the time as determined by the Chair.
- 26.2 The result of the poll or secret ballot is a resolution of the meeting at which the poll or secret ballot took place.
- 26.3 If a poll or secret ballot has been demanded or is required at a meeting, the meeting may continue with the transaction of business other than the resolution on which the poll or secret ballot was demanded or required.

27. Chair's casting vote

- 27.1 In the case of an equality of votes on a show of hands or on a poll the Chair will have a casting vote.

28. Representation and voting of District Clubs

- 28.1 A District Club may only vote at a General Meeting of the Company by its Elector or if no Elector is able to attend, a duly appointed proxy or attorney
- 28.2 On each matter submitted to a vote to which this Rule 28 applies at any General Meeting, each District Club must vote in accordance with the meeting rules referred to in Rule 25.1.
- 28.3 The Elector(s) of a District Club at a General Meeting of the Company is or are:
- (1) its President if present at any General Meeting of the Company (except District Training Assembly);
 - (2) its President Elect (or his or her duly authorised designated representative pursuant to the Constitutional Documents in the absence of the President Elect) at the District Training Assembly; or

- (3) 1 or more District Rotarians who are members of and duly selected and certified by that District Club as its Elector(s) pursuant to the Constitutional Documents for the relevant meeting.

28.4 A District Club must give formal written notice of appointment of:

- (1) the designated representative appointed under Rule 28.3 (2); and
- (2) its Elector(s) appointed under Rule 28.3 (3),

in accordance with the meeting rules and comply with the provisions of Rule 28 as to notice to the Company but is not otherwise required to give such notice.

28.5 If a District Club is entitled to vote at a General Meeting, its Elector must cast such vote in the manner required by the Constitutional Documents.

28.6 An Elector, proxy or attorney appointed to attend and vote for a District Club at a General Meeting has the same rights as a District Club:

- (1) to be heard at the meeting;
- (2) to vote (but subject to any limitations imposed in the appointment, the meeting rules and these Rules); and
- (3) to demand a poll.

28.7 Notice of the appointment of an Elector, may be given by formal notice of such appointment duly signed on behalf of the District Club by its President and its Secretary or by the Elector signing the attendance book maintained to record attendance at such meeting.

28.8 The formal notice or, as the case requires, the attendance book must contain the following information:

- (1) the District Club's name;
- (2) the Elector's name and the name of the office held by the Elector; and
- (3) the meetings at which the appointment may be used.

28.9 The following rules apply to such appointments:

- (1) an appointment may be a standing one and may authorise an Elector to vote at his or her discretion;
- (2) an undated appointment is taken to have been dated on the day it is given to the Company;
- (3) an appointment may specify the way the Elector is to vote on a particular resolution. If it does, the Elector must vote accordingly;
- (4) an appointment does not have to be witnessed; and
- (5) a later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

28.10 A District Club is not entitled to vote at a General Meeting unless all sums presently payable by the District Club in respect of membership of the Company and Rotary International have been paid in

full. This rule does not apply for debts of \$300.00 or less and for such minor debts only, the Club will be eligible to vote.

29. Objections to qualification to vote

- 29.1 An objection to the qualification of a District Club to vote may be raised only at the meeting or adjourned meeting at which the vote objected to is tendered.
- 29.2 Any objection must be referred to the Chair, whose decision is final.
- 29.3 A vote allowed after an objection is valid for all purposes.

30. Proxies

- 30.1 A District Club may designate a proxy for its absent Elector(s) at any General Meeting of the Company.
- 30.2 The proxy must be a District Rotarian/Rotaractor and may be a member of the designating District Club.
- 30.3 The proxy designation must be certified by the president and secretary of the relevant club.
- 30.4 The proxy is entitled to vote as proxy for the non-attending Elector of a District Club.

31. Form of proxy

- 31.1 An instrument appointing a proxy must be in writing and signed by the president or secretary of the District Club on whose behalf the appointment is made.
- 31.2 A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting has been indicated to the proxy by the District Club appointing the proxy.
- 31.3 An instrument appointing a proxy may be in any form that the Directors may accept or stipulate.

32. Lodgement of powers of attorney and proxies

- 32.1 For an instrument appointing an attorney to act on behalf of a District Club at all meetings of the Company (or at all meetings for a specified period) to be effective, the following documents must be received by the Company not less than 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting or adjourned meeting at which the attorney proposes to vote:
 - (1) the power of attorney or a certified copy of that power of attorney; and
 - (2) any evidence that the Directors may reasonably require of the validity and non-revocation of that power of attorney.
- 32.2 For the purposes of Rule 32.1, the Company receives these documents when they are received at any of the following:
 - (1) the Company's registered office; or
 - (2) a place, or electronic address specified by the Company for the purpose in the notice of meeting.

- 32.3 For an instrument (other than a power of attorney) appointing an Elector or proxy of a District Club to be effective, it must be received by the Company (at the place, or electronic address specified by the Company for the purpose in the notice convening the meeting) not less than 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting or adjourned meeting at which the proxy proposes to vote.

33. Validity of proxies

- 33.1 A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite the revocation of the instrument (or of the authority under which the instrument was executed) or the power if no notice in writing of the revocation has been received by the Company at its registered office at least 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.
- 33.2 A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

34. Where proxy is incomplete

- 34.1 No instrument appointing a proxy is treated as invalid merely because it does not contain:
- (1) the address of the appointer or of a proxy;
 - (2) the proxy's name or the name of the office held by the proxy; or
 - (3) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.
- 34.2 Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the chairman of the meeting.

35. Rights of officers and advisers to attend General Meeting

- 35.1 Any person (whether a District Club Elector or not) permitted by the Directors to attend any General Meeting is entitled to be present and, at the request of the Chair, to be heard at that General Meeting.

36. Composition of the Board of Directors

- 36.1 All Company Officers must be District Rotarians/Rotaractors.
- 36.2 All members of the Board of Directors (other than the District Governor, the most recent Past District Governor, the District Governor-elect, the District Governor-nominee (who will always automatically be members of the Board of Directors) and the Company Secretary (who is to be selected by the Board of Directors as provided in Rule 10.1) are to be notified to the Company Secretary by the District Governor-elect as provided in Rule 8.5 to serve as Directors during his or her District Governor's Year.
- 36.3 A member of the Board of Directors may resign from the Board by giving written notice of resignation to the Company Secretary.
- 36.4 The resignation takes effect on:
- (1) the day and at the time the notice is received by the Company Secretary; or
 - (2) if a later day is stated in the notice – the later day.

37. Vacation of office

- 37.1 In addition to the circumstances in which the office of a Director becomes vacant under the Act, the office of a Director becomes vacant if the Director:
- (1) becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under any legislation relating to mental health;
 - (2) resigns by notice in writing to the Company;
 - (3) ceases to be a District Rotarian/Rotaractor;
 - (4) is absent for a continuous period of 6 months (without the consent of the other Directors) from meetings of Directors; or
 - (5) dies.

38. Powers of Directors

- 38.1 Subject to the Act and Rule 9 of this Constitution, the business of the Company is managed by or under the direction of a Board of Directors, who may exercise all powers of the Company except those which are, by the Act or this Constitution, required to be exercised by the Company in General Meeting.
- 38.2 Without limiting the generality of Rule 38.1, the Board of Directors may exercise all the powers of the Company:
- (1) to borrow money, to charge any property or business of the Company or all or any of the Company's uncalled capital; and
 - (2) to issue debentures or give any other security for a debt, liability or obligation of the Company.

39. Appointment of attorneys

- 39.1 The Board of Directors may, by power of attorney, appoint any person to be the attorney of the Company for the purposes, and with the powers, authorities and discretions vested in or exercisable by the Board for any period and subject to any conditions as determined by the Directors.
- 39.2 Any appointment under Rule 39.1 may be made on terms for the protection and convenience of persons dealing with the attorney as the Board of Directors thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

40. Negotiable instruments

- 40.1 All negotiable instruments of the Company must be executed by the persons and in the manner set out in Rule 16.4.

41. Proceedings

- 41.1 The Board of Directors is to meet together not less than once in each 2 calendar months for the dispatch of business and adjourn and otherwise regulate its meetings as the Board thinks fit.
- 41.2 At any time, a Director with the approval of the District Governor or any three Directors without such approval, may request the Company Secretary to convene a meeting of the Directors and the Company Secretary must then convene a meeting of the Directors.

- 41.3 Reasonable notice must be given to every Director of the place, date and time of every meeting of the Directors. Where any Director is for the time being outside of Australia, notice need only be given to that Director if contact details have been given.

42. Meetings via technology

- 42.1 For the purposes of the Act, each Director, on becoming a Director, consents to the use of the following technology for calling or holding meetings of Directors:
- (1) video conference;
 - (2) telephone;
 - (3) electronic mail;
 - (4) any other technology that permits each Director to communicate with every other Director; or
 - (5) any combination of the technologies described in the above paragraphs.
- 42.2 Where the Directors are not personally all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
- (1) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Directors, taken to be assembled together at a meeting and to be present at that meeting; and
 - (2) all proceedings of those Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were present.

43. Quorum at meetings

- 43.1 At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is at least one half of Directors entitled to vote. Unless the Directors determine otherwise, the quorum need only be present at the time when the meeting proceeds to business.

44. Vacancies

- 44.1 The Directors may act even in the event of a vacancy or vacancies in the office of a Director or offices of Directors, but if the number of Directors is not sufficient to constitute a quorum at a meeting of Directors, the Directors may act only to appoint a sufficient number of Directors to constitute a quorum.

45. Proceedings at meetings

- 45.1 The District Governor must be appointed Chair at a meeting of Directors. In their absence the provisions of Rules 23.1(1), (2) and (3) (with all necessary modifications) shall apply.
- 45.2 Subject to this Constitution, questions arising at a meeting of Directors are decided by a majority of votes of Directors present and voting and for all purposes any such decision is taken to be a decision of the Directors.
- 45.3 If there is an even number of votes, the Chair of the meeting will have a casting vote in addition to the Chair's deliberative vote.
- 45.4 For the avoidance of doubt, notwithstanding that a Director may hold two Board positions or offices that Director is entitled to one deliberative vote only at meetings of the Board

46. Director's Interest

- 46.1 Except where permitted by the Act a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:
- (1) must not be counted in a quorum;
 - (2) must not vote on the matter; and
 - (3) must not be present while the matter is being considered at the meeting.
- 46.2 If a Director who has a material personal interest in a matter that is being considered at a meeting of the Directors is not prohibited by the Act from being present at the meeting and voting, the Director may be present, be counted in the quorum and may be heard but may not vote on the matter.
- 46.3 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of the interest at a meeting of the Directors or by written notice to the Company Secretary.
- 46.4 A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Director must declare at a meeting of the Directors of the Company or by written notice to the Company Secretary the fact and the nature, character and extent of the conflict.
- 46.5 For the purposes of rules 46.3 and 46.4, a Director's interest or any conflict must be disregarded if it arises from or relates solely to:
- (1) a guarantee to be given by the Director (or by persons including the Director or by a body corporate of which the Director is a member or officer) in respect of a loan to the Company; or
 - (2) the position of the Director as a director of a related body corporate.
- 46.6 If a Director has an interest in a contract or proposed contract with the Company (other than as a member), or a conflicting interest or duty in relation to any other matter being considered by the Directors, and the Director discloses the nature and extent of the interest or duty at a meeting of the Directors or by written notice to the Company Secretary::
- (1) if the disclosure is made before the contract is entered into:
 - (a) the Director may retain benefits under the contract even though the Director has an interest in the contract;
 - (b) the Company cannot avoid the contract merely because of the existence of the interest; and
 - (c) the Director is not disqualified from the office of Director.
- 46.7 For the purposes of rule 46.6 contract includes an arrangement, dealing or other transaction.
- 46.8 Without limiting rules 46.1 to 46.7, a Director may to the extent permitted by the Act:
- (1) hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with the office of Director;

- (2) be interested in any operation, undertaking or business undertaken or assisted by the Company or in which the Company is or may be interested.

47. Alternate Directors

- 47.1 A Director may not appoint an alternate Director.

48. Committees

- 48.1 The Board of Directors may, delegate any of its powers to a Committee or Committees consisting of such number of them and/or other District Rotarians/Rotaractors as they think fit. A Committee may consist of one or more but usually 3 persons.
- 48.2 A Committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board of Directors. A power so exercised is taken to be exercised by the Board.
- 48.3 Rules 39 (except as to the frequency of meetings), 40, 43, 44, 46 and 47 (with any necessary modifications) apply to any Committee as if each reference in those Rules to the Directors was a reference to the members of the Committee and each reference to a meeting of Directors was to a meeting of the Committee.
- 48.4 The number of members whose presence at a meeting of the Committee is necessary to constitute a quorum is the number determined by the Board of Directors and, if not so determined, is 2. Unless the Board determines otherwise the quorum need only be present at the time when the meeting proceeds to business.
- 48.5 The minutes of all the proceedings and decisions of every Committee must be made entered and signed in the same manner in all respects as minutes of proceedings of the Directors are required by the Act to be made, entered and signed.

49. Written resolutions by Directors

- 49.1 The Directors of the Company may pass a resolution without a directors' meeting being held if a document containing the resolution:
 - (1) is circulated to all those entitled to receive notice of a meeting to consider the resolution;
 - (2) contains a statement that the signatories to it are in favour of that resolution;
 - (3) sets out or identifies the terms of the resolution; and
 - (4) has been signed by all of the Directors entitled to vote on that resolution.
- 49.2 In the event requirements of Rule 50.1 are met a resolution in those terms shall be deemed to have been passed on the day on which and at the time at which the document was signed by the last of the Directors to so sign and the document has effect as a minute of the resolution.
- 49.3 For the purposes of Rule 49.1:
 - (1) two or more separate documents containing statements in identical terms, each of which is signed by one or more Directors, are together taken to constitute one document containing a statement in those terms signed by those Directors on the day on which and at the time at which the last of those documents to be signed was signed by the Director; and

- (2) which is received by the Company or an agent of the Company and is sent for or on behalf of a Director is taken to be signed by that Director not later than the day and time of receipt of the document by the Company or its agent in legible written form.

50. Defects in appointments

- 50.1 All acts done by any meeting of Directors or meeting of a Committee are as valid as if each person was duly appointed and qualified to be a Director or a member of the Committee.
- 50.2 Rule 50.1 applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of a Committee that a person so appointed was disqualified.

51 District Policies

51.1 The Board may adopt by-laws called District Policies consistent with the Act, this Constitution and the Constitutional Documents embodying additional provisions for the governance of the Company.

- 51.1 Such District Policies may be amended from time to time as therein provided.

52 Executive Committee

- 52.1 The Board of Directors may appoint an executive Committee subject to the following:

52.2 The Executive Committee shall comprise the District Governor, District Governor elect, the District Finance Director and the District Administrator

- (1) The powers of the Executive Committee are limited to those delegated by the Board of Directors and may include:

52.2.1.1 to consider and recommend matters of policy to the Board;

52.2.1.2 to deal with and be responsible for the day to day running of the Company and the affairs of District 9620;

52.2.1.3 to supervise all committees of the Board; and

52.2.1.4 to attend to matters of urgency which cannot at that time be practically dealt with by the Board as a whole provided that such powers must be exercised subject to any prior Board policies and resolutions;

- (2) The Executive Committee must report fully to each meeting of the Board of Directors on matters which it has dealt with and where necessary must seek ratification of decisions by the Board.

53 Appointment of agents

53.1 The Board of Directors may from time to time by resolution or power of attorney under Seal of the Company appoint any person to be the agent of the Company:

- (1) for the purposes;
- (2) with the powers, authorities and discretions (not exceeding those exercisable by the Board of Directors under this Constitution);
- (3) for the period; and

(4) subject to the conditions, determined by the Board.

53.2 An appointment by the Board of Directors of an agent of the Company may be made in favour of:

- (1) any Corporation; or
- (2) the members, Directors, nominees or managers of any Corporation or firm.

53.3 The Board of Directors may appoint attorneys or agents by facsimile transmission or electronic mail to act for and on behalf of the Company.

53.4 An agent appointed under this Rule 53 may, be authorised by the Board of Directors to sub-delegate all or any of the powers, authorities or discretions for the time being vested in him, her or it.

54 Notices generally

54.1 Any District Club which has not left at or sent to the registered office, a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of the Company may be served or sent is not entitled to receive any notice.

54.2 A notice may be given by the Company to any District Club by:

- (1) serving it on the District Club's President or Secretary personally;
- (2) sending it by post to the District Club or leaving it at the District Club's address as shown in the register or the address supplied by the District Club to the Company for the giving of notices;
- (3) transmitting it electronically to the electronic mail address supplied by the District Club to the Company for the giving of notices.

54.3 A District Club may, by written notice to the Company Secretary left at or sent to the registered office, require that all notices to be given by the Company or the Directors be served on the District Club's attorney at an address specified in the notice.

54.4 Notice to a District Club whose address for service of notices is outside Australia must be sent by airmail, fax or electronic mail.

54.5 Where a notice is sent by post, service of the notice is taken to be effected by properly addressing, prepaying and posting a letter enclosing the notice and to have been effected:

- (1) in the case of a notice of a meeting, on the second business day after the date of its posting; and
- (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

54.6 Where a notice is sent by fax or electronic transmission, service of the notice is taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the day it is sent.

55 Notices for General Meetings

55.1 Notice of every General Meeting must be given:

- (1) in the manner as required by Rules 17 and 18;

- (2) to every District Club and to each Director; and
- (3) in the event that the General Meeting is the Annual General Meeting, to the auditor of the Company (if any).

55.2 No other person is entitled to receive notice of General Meetings, but notice may be given to other persons at the direction of the District Governor.

56 Dispute Resolution

56.1 If a dispute arises between any of the Company, the Directors, District Clubs, District Rotarians or District Rotaractors as to any matter touching on the operation of the Company, administration of District 9620, administration of a District Club, membership of District 9620 or a District Club, the Constitutional Documents or any other matter relating to Rotary International, then:

- (1) the parties must act in good faith to attempt to resolve the dispute;
- (2) the District Governor shall be entitled to intervene to attempt to mediate a resolution;
- (3) if the District Governor is a direct party to the dispute, the immediate Past District Governor shall similarly be entitled to intervene;
- (4) if the Constitutional Documents provide a method of dispute resolution, any party may require this to apply;
- (5) failing resolution, whether or not Rule 56.1(4) applies, any party may require the matter to be referred to formal mediation, with the mediator to be nominated by the Queensland Chapter of the Resolution Institute or its successor, to be conducted in accordance with the rules of that body with the cost shared equally between the parties to the dispute; and
- (6) no party shall commence any form of Court proceedings, save for urgent interlocutory relief, until they have made a *bona fide* attempt to resolve the dispute and have genuinely engaged in mediation under Rule 56.1(5).

ATTACHMENT C

Current Constitution for Rotary International District 9600 Ltd

As Amended Version

Dated 18 November 2018

Constitution of Rotary International District 9600 Limited

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Company limited by guarantee and not having a share capital

Constitution of

Rotary International District 9600 Limited

Introduction

1. General

1.1 Definitions

In this Constitution, unless the contrary intention appears:

- (1) **Additional Territory** means any geographical area not a part of District 9600 as at 1 July 2018, but which, as a consequence of the Restructure, is included in the geographical area to form part of Rotary District 9620.
- (2) **Act** means the Corporations Act 2001 and includes any amendment or re-enactment of it or any legislation passed in substitution for it;
- (3) **Annual General Meeting** means the annual meeting of the members of the Company required to be held each year under the Act and this Constitution;
- (4) **Assistant Governors** are appointed by the District Governor-elect with responsibilities as detailed in 17.030.1 of the Rotary Code of Policies.
- (5) **Board of Directors or Board** means collectively the Directors of the Company so described in this Constitution;
- (6) **Constitutional Documents** means the Rotary International Constitution, the Rotary International By-Laws, the Standard Rotary Club Constitution, the Rotary Code of Policies and the Rotary International Manual of Procedure as amended from time to time;
- (7) **Committee** means a body established in accordance with Rule 51 to assist in the administration of the affairs of District 9600 and, upon the Restructure, District 9620;
- (8) **Company** means Rotary International District 9600 Limited, known by that name or which may be known upon the Restructure, as Rotary International District 9620 Limited;
- (9) **Corporation** means any body corporate whether incorporated in the Commonwealth of Australia or elsewhere;
- (10) **Director** means a Director of the Company and includes all members of the Board;
- (11) **District** means a geographical area in which Rotary Clubs are grouped for Rotary International administrative purposes, pursuant to the Constitutional Documents;
- (12) **District Club** means a Rotary Club that has its Club locality within District 9600 and upon the Restructure, shall mean a Rotary Club, which has its Club locality within District 9620;
- (13) **District Governor** means the Officer of Rotary International duly elected pursuant to the Constitutional Documents to the office of Governor of District 9600 provided that in and after

the Restructure Year, it shall mean the Officer of Rotary International duly elected pursuant to the Constitutional Documents to the office of Governor of District 9620;

- (14) **District Governor-elect** means the person who, pursuant to the Constitutional Documents, has been appointed to serve as Governor of District 9600 in the next Rotary Year provided that in and after the Restructure Year, it shall mean the person who, pursuant to the Constitutional Documents, has been appointed to serve as District Governor-elect of District 9620;
- (15) **District Governor-nominee** means the person who, pursuant to the Constitutional Documents, has been appointed to serve as District Governor-elect of District 9600 in the next Rotary Year provided that in and after the Restructure Year it shall mean the person who, pursuant to the Constitutional Documents, has been appointed to serve as District Governor Nominee of District 9620;
- (16) **District Governor's Year** means the Rotary Year in which a District Rotarian serves as District Governor;
- (17) **District Rotarian** means a Rotarian who is a member of a District Club;
- (18) **District 9600** means the geographical area promulgated by the President of Rotary International from time to time that constitutes Rotary International District 9600.
- (19) **District 9620** means the geographical area promulgated by the President of Rotary International from time to time that constitutes Rotary International District 9620 upon the Restructure.
- (20) **Elector** means the District Rotarian(s) duly authorised to cast a vote or votes on behalf of his or her District Club at a General Meeting of the Company and in the case of any General Meeting of the nature referred to in Rule 26 hereof;
- (21) **General Meeting** means any meeting of the District Clubs at any time, which may be
 - (a) but is not limited to meetings known as District Conference, District Resolutions Meeting
 - (b) (if one is held separately), and District Training Assembly;
- (22) **Immediate Past District Governor** means:
 - (a) subject to Rule 1.1, 21(b), the person who, pursuant to the Constitutional Documents, served as the District Governor of District 9600, and, upon the Restructure, of District 9620 in the Rotary Year immediately preceding a current Rotary Year;
 - (b) in the Restructure Year only, the Immediate Past District Governors of the Company shall be the persons who served in the Rotary Year immediately preceding the Restructure Year as the District Governors for Districts 9600, 9630 and 9640;
- (23) **Member** means a District Club and where the context permits (and is appropriate in the reasonable opinion of the Board), a Provisional District Club;
- (24) **Month** means a calendar month;
- (25) **Notice** includes any communication in writing or email;
- (26) **Objects** of the Company means the objects of the Company set out in Rule 5.1;

- (27) **Officer** of the Company has the meaning set out in the Act;
- (28) **Prescribed Rate** means the base rate charged by the Company's principal banker to corporate customers from time to time in respect of overdraft loans in excess of one hundred thousand dollars (\$100,000.00) calculated on a daily basis and a year comprised of 365 days;
- (29) **Provisional District** means a District of Rotary International as at 1 January 2018 which is not District 9600 but which is contiguous with it and which, the Board reasonably believes, based on information provided to it by Rotary International, will be affected by the Restructure;
- (30) **Provisional District Club** means a Rotary Club that is in a Provisional District;
- (31) **Provisional District Rotarian** means a Rotarian who is a member of a Provisional District Club;
- (32) **Register** means the register of District Clubs kept pursuant to Rule 14.5 and the Act;
- (33) **Restructure** means the formal implementation of changes to the legal identity and geographical area of Rotary International Districts 9600, 9630 and 9640 to be promulgated by the President of Rotary International in 2021 to form District 9620;
- (34) **Restructure Year** means the Rotary Year commencing when or immediately after the Restructure is implemented;
- (35) **Rotarian** means a person who is a member (other than an honorary member) in good standing of a Rotary Club;
- (36) **Rotary Club** means a body of Rotarians which:
- (a) has been admitted to membership of Rotary International; and
 - (b) is functioning and remains a member in good standing of Rotary International;
- (37) **Rotary International** means the association of Rotary Clubs throughout the world known as Rotary International registered in the United States of America under the Illinois general *Not for Profit Corporation Act of 1996*;
- (38) **Rotary International By-Laws** means the by-laws adopted by Rotary International as amended from time to time;
- (39) **Rotary International Constitution** means the Constitution adopted by Rotary International as amended from time to time;
- (40) **Rotary International Manual of Procedure** means the compilation of statements of policies and procedures adopted by Conventions, the Council on Legislation, the Rotary International Board of Directors and the Trustees of the Rotary Foundation of Rotary International, which also incorporates the other Constitutional Documents and other legal documents;
- (41) **Rotary Year** means the year ending 30 June;
- (42) **Rules** means the provisions of this Constitution as amended from time to time and a reference to a provision of these Rules is a reference to that provision as amended from time to time;

- (43) **Seal** means the Common Seal (if any) of District 9600 and, after the Restructure, District 9620;
- (44) **Standing Procedures** means the Standing Procedures for the management of the District adopted by District 9600 as amended from time to time; and

1.2 Subject to Rule 2, unless the context otherwise requires:

- (1) Terms or expressions defined or in common use in the Constitutional Documents have a similar meaning in these Rules.
- (2) Subject to the requirements of the Act, where any such term or expression defined, used or incorporated by reference in these Rules, or its meaning is varied or changed in accordance with the requirements of the Constitutional Documents from time to time, then these Rules shall be construed as if they have been similarly varied or changed.

1.3 Interpretation

- (1) Where the context permits, the words “District 9600” will read “District 9620” for all relevant purposes from 1 July, 2021 to give effect to the Restructure;
- (2) Reference to:
 - (a) one gender includes the others;
 - (b) the singular includes the plural and the plural includes the singular; and
 - (c) a person includes a body corporate.
- (3) Except so far as the contrary intention appears in this Constitution:
 - (a) an expression in this Constitution has the same meaning as in the Act; and
 - (b) if an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (4) “Including” and similar expressions are not words of limitation.
- (5) Headings and any table of contents or index are for convenience only and do not form part of this Constitution or affect its interpretation.
- (6) All references to money are taken to be in Australian Dollars, unless otherwise stated.
- (7) “In writing” and “written” includes all modes of reproducing or representing words in a visible form including all electronic means.

2. Inconsistency

2.1 To the extent that there is any inconsistency between a provision in any of the documents referred to in Rule 2.1(2) and other provisions in any of them or between a provision in any of those documents and a provision in any other document referred to in any of them:

- (1) a specific provision takes precedence over a general provision; and

- (2) otherwise, to the extent necessary to resolve the inconsistency but subject always to the requirements of the Act, the following order of precedence applies:

- (a) the Rotary International Constitution;
- (b) the Rotary International By-laws;
- (c) the Rotary International Manual of Procedure;
- (d) the Rotary Code of Policies;
- (e) these Rules; and
- (f) the Standing Procedures.

3. Replaceable Rules

- 3.1 The replaceable rules contained in the Act do not apply to the Company.

4. Actions authorised under the Act and compliance with the Act

- 4.1 Where the Act authorises or permits a Company to do any matter or thing if so authorised by its constitution, the Company is and will be taken by this Rule to be authorised and permitted to do that matter or thing, provided it complies with Rule 5, despite any other provisions of this Constitution.

5. Objects

- 5.1 The Objects of the Company are:

- (1) To further the Object of Rotary by:
 - (a) providing leadership and supervision of the District Clubs;
 - (b) helping the individual District Clubs advance the Object of Rotary;
 - (c) owning, leasing or otherwise holding assets or an interest in assets for the benefit of the District and/or one or more District Clubs, as the Board determines in its sole discretion from time to time, including for example but without limitation, plant and equipment and real property; and
 - (d) holding, maintaining and utilizing cash or other financial reserves or provisions for the benefit of the District and/or one or more District Clubs, as the Board determines in its sole discretion from time to time;
- (2) to encourage, promote, extend and support District Clubs and to co-ordinate their activities;
- (3) to assist the District Governor in coordinating the activities of District Clubs and in the performance of his or her duties and responsibilities under the Constitutional Documents, these Rules, the Standing Procedures and the District Strategic Plan;
- (4) to ensure continuity within District 9600 and, upon the Restructure, District 9620 by working with the past, current and incoming District leaders in fostering effective District Clubs;
- (5) to assemble and disseminate information and knowledge about matters affecting Rotary International, District 9600 and, upon the Restructure, District 9620, the Rotary Foundation of Rotary International and District Clubs to District Rotarians and the public;

- (6) to work with the District Clubs and their leaders to encourage participation in the District Strategic Plan(s);
- (7) to provide inspiration and motivation to the District Clubs;
- (8) to promote, demonstrate, advance and encourage interest and participation in the administration, meetings, happenings and events involving District Clubs and District Rotarians;
- (9) to co-operate with any Government or private body in fostering the Objects of the Company and Rotary International;
- (10) not to diminish the services provided by District Clubs and District Rotarians on a local level;
- (11) to raise funds, undertake projects and receive donations or grants in the furtherance of its Objects;
- (12) to expend all monies and funds raised or received for the furtherance of its Objects;
- (13) not to conduct the Company activities for the direct or indirect profit or gain for its Members;
- (14) generally to do all things which in the opinion of the Board of Directors are incidental or conducive to the attainment of the above Objects or any of them; and
- (15) on 1 July, 2021 or as soon as practical thereafter, to change its name to Rotary International District 9620 Limited if so decided in a General Meeting of the Company to give effect to the Restructure;
- (16) upon the Restructure, to take over the assets and liabilities of District 9630 and 9640 and to change the Company name to Rotary International District 9620 Limited.

5.2 Nothing in this Rule 5 will be construed to limit the manner in which the Company may exercise its powers to pursue the Objects stated in Rule 5.1.

5.3 The Company can only exercise its powers under the Act to:

- (1) carry out the Objects in Rule 5.1; and
- (2) do all things incidental or convenient in relation to the exercise of power under Rule 5.1.

5.4 When interpreting the Objects in Rule 5.1, each Object may be construed jointly or separately and independently of any other Objects, as the case requires.

6. Rotary International

6.1 This Company has been formed with the express approval of Rotary International and its operation is subject to the continued approval by Rotary International. If the approval of Rotary International is withdrawn this Company must wind itself up or cease all association with Rotary International as well as change its name so it no longer refers to Rotary or Rotary International.

Income and Property

7. Application of income and property

7.1 The Company may only act as a non-profit and non-share capital corporation.

- 7.2 Subject to Rules 7.3 and 7.4, income and property of the Company must be applied solely towards the promotion of the Objects of the Company set out in Rule 5 and no portion of it may be paid or transferred, directly or indirectly, to any District Club, Rotarian, Director or other Officer of the Company whether by way of dividend, bonus or otherwise.
- 7.3 Nothing in Rules 7.1 or 7.2 prevents any payment in good faith by the Company of:
- (1) reasonable and proper remuneration to any District Club or District Rotarian for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
 - (2) payment or reimbursement of out-of-pocket expenses incurred by a District Club or District Rotarian on behalf of the Company where the amount payable does not exceed an amount previously approved by the Directors or where the incurring of the expense is ratified by the Directors;
 - (3) moneys to a District Rotarian, being a person engaged in any profession or business, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service; or
 - (4) interest at a rate not exceeding the Prescribed Rate on money borrowed from a District Club.
- 7.4 The Company must not pay fees to Directors, however the Company may make payments in good faith for:
- (1) the payment or reimbursement of out-of-pocket expenses incurred by a Director in the performance of the Director's duties to the Company where the amount payable does not exceed an amount previously approved by the Directors or where the Directors ratify the incurring of the expense;
 - (2) moneys owing to any Director, being a person engaged in any profession or business, for all usual professional or other charges for work done by that person or that person's firm or employer where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service;
 - (3) an insurance premium in respect of a contract insuring a Director to which subsection 212(1) of the Act refers or the provision of a financial benefit to a Director which would be permitted by the Act were the Company a public company; and
 - (4) any other payment to any Director approved for good cause in furtherance of the Objects of the Company approved by the other Directors.
- 7.5 Nothing in these Rules prevents the District Governor or other Officer of the Company from receiving and retaining any moneys paid or allowed to them by Rotary International in the course of their service to Rotary International.

8. Administration and Standing Procedures

- 8.1 The Company will be managed by or under the direction of a Board of Directors.
- 8.2 The Board of Directors shall comprise not less than 6 nor more than 9 District Rotarians and the Board will be responsible for the internal administration of the Company.

8.3 The District Rotarians holding the positions of:

- (1) District Governor;
- (2) the Immediate Past District Governor who served in District 9600;
- (3) in the Restructure Year only, each Immediate Past District Governor who served as the District Governor for each Provisional District;
- (4) the District Governor-elect;
- (5) District Governor-nominee;
- (6) District Secretary;
- (7) District Treasurer

in each Rotary Year shall always be members of the Board of Directors and Officers of the Company.

8.4 The District Governor-elect must within a reasonable time preceding his or her District Governor's year give notice in writing to the District Secretary and Company Secretary of the full names, addresses and other relevant particulars of the District Rotarians who are to serve as members of the Board of Directors in the next Rotary year.

8.5 In accordance with Rotary International Code of policy 17.020.1 9) the District Governor shall report annually to the Clubs on the state of the District incorporation.

8.6 A new Board of Directors (constituted as provided in this Rule) shall take office at the commencement of each Rotary year.

8.7 The Board may make, amend or repeal Standing Procedures, not inconsistent with this Constitution for the good order, business conduct and management of the Company.

8.8 The Board shall notify District Clubs of any changes to the Standing Procedures.

8.9 A Standing Procedure may be set aside or amended at a General Meeting.

9. District Governor Role and Selection of the District Governor Nominee Designate

9.1 The District Governor is:

- (1) the officer of Rotary International in the District functioning under the general control and supervision of the Board of Rotary International;
- (2) charged by Rotary International with the duty of furthering the Object of Rotary by providing leadership and supervision of the District Clubs; and
- (3) the highest-ranking Officer of the Company.

9.2 Notwithstanding anything to the contrary contained in the Act:

- (1) the District Governor is the Chair of the Company; and
- (2) where the word "Chair" is used, it refer to the District Governor for the time being during the period he or she holds office as District Governor.

- 9.3 The powers, duties and obligations of the District Governor are as set out in the Constitutional Documents and may also be contained in the Standing Procedures and the District Leadership Plan.
- 9.4 The District Governor will appoint and at his or her discretion delegate functions of the management of the Company to Assistant Governors and Committees.
- 9.5 Despite Rules 9.1, 9.2, 9.3 and 9.4, the powers of the Chair do not include the powers of the Board that must be exercised by the Board. The Board shall not divest its future exercise of discretions whether conferred by the Act or this Constitution.
- 9.6 The District Governor Nominee Designate shall be appointed by the District Nominating Committee.
- 9.7 The District Nominating Committee for that purpose shall comprise:
- (a) The District Governor (Category 1);
 - (b) The District Governor-elect (Category 2);
 - (c) The Immediate Past District Governor of District 9600, who shall be Chair (Category 3);
 - (d) One District Rotarian who has held the office of Assistant Governor or who has served as Chair of one of the District Committees for a full term during the five years prior to the nomination of the Committee (Category 4);
 - (e) Two District Rotarians who have held office for a full term as President of a District Club during the five years prior to nomination of the Committee provided that there shall be no more than one such person from any particular Club (Category 5).
 - (f) On and after the Restructure the nominating panel for the first two District Governor Nominee of District 9620 will be as follows:
 - An immediate Past District Governor of either Rotary District 9600, 9630 or 9640, who shall be the Chair of the nominating committee. Selection of the Chair will be a majority decision of the District Governors;
 - The District Governors and District Governors-Elect of each Rotary Districts 9600, 9630 and 9640;
 - A District Rotarian, who has held the office of Assistant Governor, or who has served as Chair of one of the District Committees for three years in either Rotary District 9600 or 9630 or 9640 during the five years prior to the meeting of this nominating committee. Selection of this Rotarian will be made by a majority decision of a committee consisting of the Chair and the District Governors;
 - Two District Rotarians who have held office for one year within the previous five years as President of a Rotary Club in either Rotary District 9600 or 9630 or 9640. Selection of these Rotarians will be made by a majority decision of a committee consisting of the Chair and the District Governors, provided that both Rotarians have not been Presidents of Rotary Clubs in the same District.
- 9.8 The composition of the Nominating Committee must be finalized before 30 November.

Nominations for the position of District Governor Nominee will be called no later than 31 December.

Applications for the position of District Governor Nominee will close on 20 February.

Selection of the District Governor Nominee will be announced no later than the 1 April.

10. Other Officers

- 10.1 A District Rotarian will, in accordance with the Act, be appointed by the Board of Directors to the position of Company Secretary upon such conditions as the Board may think fit and any person so appointed may be removed by the Board.
- 10.2 The Board of Directors may appoint an Acting Secretary as temporary substitute for the Company Secretary. Whilst exercising such office, the Acting Secretary will be deemed to be the Company Secretary for the purpose of this Constitution.
- 10.3 A District Rotarian will, in accordance with the *Income Tax Assessment Act 1936*, be appointed by the Board to the position of Public Officer of the Company upon such conditions as the Board may think fit and any person so appointed may be removed by the Board.
- 10.4 Except as provided for in Rules 10.1, 10.2 and 10.3, the Board of Directors may from time to time:
 - (1) create any position or positions in the Company conferred with any powers or responsibilities as the District Governor may from time to time determine; and
 - (2) appoint any person, whether or not a Director, to any position or positions created under Rule 10.4(1).
- 10.5 The District Governor may at any time terminate the appointment of a person holding a position created under Rule 10.4 and may abolish the position if lawfully permitted to do so.
- 10.6 Each Officer of the Company and any person appointed under Rule 10.1, 10.2, 10.3 and 10.4(2) must be a District Rotarian.

Liability

11. Limited Liability

- 11.1 The liability of the Members is limited.

12. Extent of Liability

- 12.1 Each Member undertakes to contribute to the property of the Company if the Company is wound up while it is a member or within 1 year after it ceases to be a member, for payment of the Company's debts and liabilities contracted before it ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding \$10.00.

Membership

13. Members

- 13.1 The number of District Clubs with which the Company proposes to be registered or which shall be Members of the Company is not limited.
- 13.2 The membership of the Company shall comprise and be strictly limited to District Clubs including, after the Restructure, those Provisional District Clubs which become District Clubs upon the Restructure.

- 13.3 A District Club (including, after the Restructure, a Provisional Club which becomes a District Club) may consent to become a member of the Company and have its membership entered on the Register once that District Club provides evidence satisfactory to the Company that:
- (1) Rotary International has granted to that District Club a Certificate of Membership in Rotary International; and
 - (2) It has paid any applicable membership fee to the Company.
- 13.4 The admission to or removal from membership of Rotary International of a District Club immediately and automatically results in a corresponding change in the Membership of the Company.
- 13.5 The Company Secretary must cause a Register to be kept in accordance with the Act in which will be entered the names and addresses of all District Clubs admitted to membership of the Company and the date of admission.

14. Membership fee and annual subscription

- 14.1 Fees and subscriptions will be established through the process of budget estimates for the succeeding Rotary Year, such estimates being prepared by the District Governor-elect for their District Governor's Year in consultation with the District Finance Committee, notice of which must be provided to District Clubs at least 28 days prior to the General Meeting at which that budget is to be considered and approved or amended.
- 14.2 The District 9600 and, upon Restructure, District 9620 budget shall be financed by the District Clubs by way of a per capita levy on the members of those clubs. The amount of the levy shall be decided in accordance with the relevant provisions of the Rotary International By-Laws in force from time to time.
- 14.3 The per capita levy is mandatory on all District Clubs.

15. Winding Up

- 15.1 The Company must immediately and automatically cease operations and must be wound up in accordance with the Act after the following has occurred: -
- (1) the directive of the Rotary International board; or
 - (2) the approval of two-thirds of the District Clubs in a vote at the General Meeting to be held at the District Conference, at any other Special General Meeting convened under the Act or in a ballot-by-mail.
- 15.2 The District Governor must give the Rotary International board:
- (1) notice of any decision by the District Clubs to wind up the Company; and
 - (2) a final report upon the completion of the process of winding up the Company.
- 15.3 If, upon the winding-up or dissolution of the Company in accordance with the Act there remains, after satisfaction of all its debts and liabilities, any property of any kind (surplus) then that surplus must not be paid to, or distributed among the District Clubs, but must be given or transferred to some other organisation(s) or institution(s) having objects similar to the Objects of the Company which continue(s) to perform the Company's activities in respect to the District Clubs (for example some other Rotary District(s)), or if there is no such entity, one or more organisations or institutions with objects similar to those of the Company provided the relevant organisation or institution has a

memorandum of association or constitution which prohibits distribution of its or their income and property among its members to an extent at least as great as is imposed on the Company under Rule 7.2 of this Constitution, any organisation(s) or institution(s) to be determined by the District Clubs at or before the time of dissolution, and in default of any such determination by application to the Supreme Court of Queensland for determination.

16. Indemnity

- 16.1 To the extent permitted by the Act and without limiting the powers of the Company, the Company must indemnify and indemnifies each person who is, or has been, an Officer of the Company against any liability which results directly or indirectly from facts or circumstances relating to the person serving or having served in that capacity in relation to the Company:
- (1) whether or not the liability arises from a prior contingent liability, and provided that the liability does not arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and
 - (2) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted, or in connection with any application in relation to proceedings in which the court grants relief to the person under the Act.
- 16.2 The Company need not indemnify a person as provided for in Rule 16.1 in respect of a liability to the extent that the person is entitled to an indemnity in respect of that liability under a contract of insurance.
- 16.3 To the extent permitted by the Act and without limiting the powers of the Company, the Directors may authorise the Company to, and the Company may enter into any:
- (1) documentary indemnity in favour of; or
 - (2) insurance policy for the benefit of, a person who is, or has been, an employee or Officer of the Company, which indemnity or insurance policy may be in such terms as the Directors approve and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.
- 16.4 The benefits of each indemnity given in Rule 16.1 continues, even after its terms or the terms of this Rule 16 are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

17. Common Seal

- 17.1 The Company may have a common seal. If the Company has a common seal it may also have a duplicate common seal.
- 17.2 A seal may only be used by the authority of the District Governor or a resolution of the Board. Every document to which the seal is affixed must be signed by the District Governor (or in his or her absence, the immediate Past District Governor) and the District Treasurer (or in his or her absence, one other Director).
- 17.3 This Rule 17 does not limit the ways in which the Company may execute a document.
- 17.4 This Rule 17 does not otherwise limit the ways in which the Company may execute a document provided always that any deed or other document intended to bind the Company to a contractual or

similar legal obligation or pursuant to which the Company will incur an indebtedness in excess of \$1,000.00 must be signed in the same manner as Rule 17.2.

General Meetings

18. Convening meetings

18.1 The Company must, in each Rotary Year, hold:

- (1) an Annual General Meeting; and
- (2) General Meetings convened in accordance with these Rules or the Act including any such meeting that may be held in conjunction with the District Training Assembly and the District Conference.

18.2 The District Governor may determine the date, time and place of those meetings in his or her District Governor's Year but the Annual General Meeting must be held at least once in each calendar year and within 5 months of the end of each Rotary Year unless the Australian Securities and Investment Commission approves otherwise.

18.3 The notice convening the Annual General Meeting must be given at least 21 days in advance of the Annual General Meeting and specify that the meeting is an Annual General Meeting. The ordinary business to be conducted at the Annual General Meeting is:

- (1) the consideration of the annual financial report, Directors' report and auditor's report;
- (2) the confirmation in office of the Board of Directors selected in accordance with these Rules (as the case requires) for the current and/or next Rotary Year;
- (3) the appointment of the auditor;
- (4) the fixing of the auditor's remuneration; and
- (5) the status of the Company's incorporation.

18.4 The District Governor or any three Directors may convene a General Meeting whenever the District Governor or those Directors think fit by giving at least 21 days' notice, provided that those same Directors may not convene more than one extraordinary general meeting in any six (6) month period.

18.5 The Directors who convene a general meeting under Rule 18.4 may, with the agreement of the District Governor, cancel that meeting by notice in writing to all District Clubs, but no meeting convened on the requisition of District Clubs may be cancelled without the consent of each convening District Club.

18.6 The District Governor may postpone a General Meeting or change the place at which it is to be held by notice not later than 72 hours prior to the time of the meeting to all persons to whom the notice of meeting (the first notice) was given. The postponing notice must specify the place, date and time of the further meeting. The meeting is taken to be duly convened under the first notice.

18.7 The District Governor must, on request in writing of the District Clubs representing not less than 10% of the total number of District Clubs convene a General Meeting of the Company;

18.8 A request by District Clubs for a General Meeting pursuant to Rule 18.7 must:

- (1) be in writing and state the objects of the meeting;

- (2) be signed by the Presidents of the District Clubs requesting the meeting; and
- (3) be sent to the registered office of the Company and the District Governor.

18.9 If the District Governor does not cause a General Meeting to be held within 1 month after the date on which the request is sent to the registered office of the Company, the District Clubs which make a request under Rule 18.7 may request the Company Secretary to convene a General Meeting to be held not later than 3 months after that date and the Company Secretary must then convene a General Meeting.

18.10 If a General Meeting is convened by District Clubs in accordance with Rule 18.7, it must be convened in the same manner so far as possible as a meeting convened under Rule 18.4.

19. Notice of General Meetings

19.1 Each notice convening a General Meeting must contain the information required by the Act.

19.2 The non-receipt of a notice convening a General Meeting by, or the accidental omission to give notice to, any person entitled to receive notice does not invalidate the proceedings at or any resolution passed at the meeting.

20. Telephonic and electronic/direct voting

20.1 A District Club may request to have its Elector(s) present at a General Meeting by teleconference. If a majority of Directors consent to Elector(s) being present at that meeting by teleconference, the Directors must (subject to appropriate teleconferencing facilities being available) use their best endeavours to facilitate the attendance of those Electors at the meeting by teleconference. An Elector present via teleconference will be responsible for making the telephone call to the meeting and an Elector present via teleconference must be permitted to vote by indicating orally whether they vote for or against a resolution.

20.2 An Elector present via teleconference at the meeting is deemed to be present at the meeting.

20.3 In addition to voting by Elector(s) indicating orally whether they vote for or against a resolution in a permitted teleconference, the Directors may determine that at any General Meeting, Elector(s) who are entitled to attend that meeting are entitled to a direct vote without physically attending the General Meeting. A "direct vote" includes a vote delivered to the Company Secretary of the Company by post, fax, email or other electronic means approved by the Directors from time to time. The Directors may from time to time, specify the form, method and timing of giving a direct vote at a General Meeting in order for the vote to be valid.

20.4 If voting orally in a teleconference conducted pursuant to this Rule 20 or voting electronically pursuant to rule 20.3 involves any matters referred to in Rule 26.3, the arrangement set out in Rules 20.1, 20.2 and 20.3 (as applicable) shall apply equally to Provisional District Clubs and their Elector(s) in the same manner as those arrangements apply to District Clubs and Electors of District Clubs respectively.

21. Business of General Meetings

21.1 Unless the Electors present (and in the case of a General Meeting dealing with the matters referred to in Rule 26.3, also the Provisional District Clubs' Electors) agree by majority otherwise, business must not be transacted at any General Meeting except as set out in the notice of meeting.

22. Quorum

- 22.1 Business must not be transacted at a General Meeting unless there is a quorum of Electors present at the time when the meeting proceeds to business.
- 22.2 Except as otherwise provided in this Constitution, at least one half of the total number of District Clubs of the Company present by their Electors or proxy constitutes a quorum.
- 22.3 At any General Meeting dealing with the matters referred to in Rule 26.3, the quorum will be at least one half of the total number of District Clubs of the Company present by their Electors or proxy and one half of the total number of Provisional District Clubs present by their Electors or proxy.

23. If quorum not present

- 23.1 If a quorum is not present within 30 minutes after the time appointed for the meeting:
 - (1) where the meeting is convened on the requisition of District Clubs, the proposed meeting is automatically dissolved (subject to Rule 25.1);
 - (2) in any other case:
 - (a) the meeting stands adjourned to a day and at a time and place as the Directors decide or, if no decision is made by the Directors, to the same day in the next week at the same time and place ("the adjourned meeting"); and
 - (b) if at the adjourned meeting a quorum is not present within 20 minutes after the time appointed for the meeting, the meeting is automatically dissolved.

24. Chair of meetings

- 24.1 At every General Meeting:
 - (1) the District Governor, or in the District Governor's absence;
 - (2) the District Governor-elect, or in the District Governor-elect's absence;
 - (3) a Director as chosen by Directors present at the meeting, or in the absence of all Directors;
 - (4) an Elector of a District Club as elected by District Clubs' Electors present at the meeting;is to preside as Chair.

25. Adjournments

- 25.1 The Chair may and must if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- 25.2 The only business, which may be transacted at any adjourned meeting, is the business left unfinished at the meeting from which the adjournment took place.
- 25.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 25.4 Except as provided by Rule 25.3, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

26. Voting at General Meetings

- 26.1 The provisions of the Rotary International By-Laws from time to time which determine (in respect of each District Club) such things as:
- (1) the selection, certification and sending of Electors;
 - (2) the number of Electors and votes to which each such District Club is entitled; and
 - (3) how those Electors must cast such votes,
- at any District Conference or District Resolutions Meeting (if one is held separately) (“the meeting rules”) shall, with all necessary amendments, apply to any General Meeting of the Company and this Constitution shall be read subject to and applied consistently with the meeting rules.
- 26.2 Subject to Rules 20 and 26.3, any resolution to be considered at a General Meeting is to be decided on a show of hands of the Electors in attendance. For the avoidance of doubt, a proxy appointed under Rule 31 or an attorney appointed under Rule 33 may vote on a show of hands if authorised to be present and to vote under this Constitution.
- 26.3 For any General Meeting before the Restructure Year at which the issues listed in Rule 25.4 hereof are to be dealt with, Provisional District Clubs are to be given notice of the meeting in the same manner as District Clubs are to be given such notice and at any such General Meeting, Provisional District Clubs and Provisional District Electors shall, notwithstanding anything else in this Constitution or provided elsewhere, have the same voting rights as District Clubs and District Rotarians respectively, with respect to attending and participating in any vote in relation to the matters listed in Rule 26.4 hereof.
- 26.4 Unless as an Elector, a District Rotarian may not vote but can be heard at a General Meeting on matters submitted to a vote in respect of:
- (1) the selection of a District Governor-nominee;
 - (2) election of a member and alternate member of the nominating committee for director;
 - (3) composition and terms of reference of the nominating committee for District Governor;
 - (4) election of the representative and alternate representative of District 9600 and, upon the Restructure, District 9620, to the Council on Legislation; and
 - (5) the amount of the per capita levy.
- 26.5 A declaration by the Chair that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting are conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.
- 26.6 District Clubs have the right to demand a poll upon any resolution presented to a General Meeting in accordance with the Act.
- 26.7 District Clubs have the right to demand and the Chair has the right to require that any resolution presented to a General Meeting is to be decided by secret ballot.

27. Procedure for polls and secret ballot

- 27.1 A poll or secret ballot must be taken in the manner and at the time as determined by the Chair.

- 27.2 The result of the poll or secret ballot is a resolution of the meeting at which the poll or secret ballot took place.
- 27.3 If a poll or secret ballot has been demanded or is required at a meeting, the meeting may continue with the transaction of business other than the resolution on which the poll or secret ballot was demanded or required.
- 28. Chair's casting vote**
- 28.1 In the case of an equality of votes on a show of hands or on a poll the Chair will have a casting vote.
- 29. Representation and voting of District Clubs**
- 29.1 A District Club may only vote at a General Meeting of the Company by its Elector or if no Elector is able to attend, a duly appointed proxy or attorney. At any General Meeting of the nature referred to in Rule 26.3, a Provisional District Club may only vote at such meeting by its Elector and if no Elector is able to attend, a duly appointed proxy or attorney.
- 29.2 On each matter submitted to a vote to which this Rule 29 applies at any General Meeting, each District Club must vote in accordance with the meeting rules referred to in Rule 26.1.
- 29.3 The Elector(s) of a District Club at a General Meeting of the Company is or are:
- (1) its President if present at any General Meeting of the Company (except District Training Assembly);
 - (2) its President Elect (or his or her duly authorised designated representative pursuant to the Constitutional Documents in the absence of the President Elect) at the District Training Assembly; or
 - (3) 1 or more District Rotarians who are members of and duly selected and certified by that District Club as its Elector(s) pursuant to the Constitutional Documents for the relevant meeting.
- 29.4 A District Club must give formal written notice of appointment of:
- (1) the designated representative appointed under Rule 29.4 (2); and
 - (2) its Elector(s) appointed under Rule 29.4 (3),
- in accordance with the meeting rules and comply with the provisions of Rule 30 as to notice to the Company but is not otherwise required to give such notice.
- 29.5 If a District Club is entitled to vote at a General Meeting, its Elector must cast such vote in the manner required by the Constitutional Documents.
- 29.6 An Elector, proxy or attorney appointed to attend and vote for a District Club at a General Meeting has the same rights as a District Club:
- (1) to be heard at the meeting;
 - (2) to vote (but subject to any limitations imposed in the appointment, the meeting rules and these Rules); and
 - (3) to demand a poll.

- 29.7 Notice of the appointment of an Elector, may be given by formal notice of such appointment duly signed on behalf of the District Club by its President and its Company Secretary or by the Elector signing the attendance book maintained to record attendance at such meeting.
- 29.8 The formal notice or, as the case requires, the attendance book must contain the following information:
- (1) the District Club's name;
 - (2) the Elector's name or the name of the office held by the Elector; and
 - (3) the meetings at which the appointment may be used.
- 29.9 The following rules apply to such appointments:
- (1) an appointment may be a standing one and may authorise an Elector to vote at his or her discretion;
 - (2) an undated appointment is taken to have been dated on the day it is given to the Company;
 - (3) an appointment may specify the way the Elector is to vote on a particular resolution. If it does, the Elector must vote accordingly;
 - (4) an appointment does not have to be witnessed; and
 - (5) a later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.
- 29.10 A District Club is not entitled to vote at a General Meeting unless all sums presently payable by the District Club in respect of membership of the Company and Rotary International have been paid in full.

30. Objections to qualification to vote

- 30.1 An objection to the qualification of a District Club to vote may be raised only at the meeting or adjourned meeting at which the vote objected to is tendered.
- 30.2 Any objection must be referred to the Chair, whose decision is final.
- 30.3 A vote allowed after an objection is valid for all purposes.

31. Proxies

- 31.1 A District Club may designate a proxy for its absent Elector(s) at any General Meeting of the Company.
- 31.2 The proxy must be a District Rotarian and may be a member of the designating District Club.
- 31.3 The proxy designation must be certified by the president and secretary of the relevant club.
- 31.4 The proxy is entitled to vote as proxy for the non-attending Elector of a District Club.

32. Form of proxy

- 32.1 An instrument appointing a proxy must be in writing and signed by the president and secretary of the District Club on whose behalf the appointment is made.

32.2 A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting has been indicated to the proxy by the District Club appointing the proxy.

32.3 An instrument appointing a proxy may be in any form that the Directors may accept or stipulate.

33. Lodgment of powers of attorney and proxies

33.1 For an instrument appointing an attorney to act on behalf of a District Club at all meetings of the Company (or at all meetings for a specified period) to be effective, the following documents must be received by the Company not less than 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting or adjourned meeting at which the attorney proposes to vote:

- (1) the power of attorney or a certified copy of that power of attorney; and
- (2) any evidence that the Directors may reasonably require of the validity and non-revocation of that power of attorney.

33.2 For the purposes of Rule 33.1, the Company receives these documents when they are received at any of the following:

- (1) the Company's registered office;
- (2) a fax number at the Company's registered office; or
- (3) a place, fax number or electronic address specified by the Company for the purpose in the notice of meeting.

33.3 For an instrument (other than a power of attorney) appointing an Elector or proxy of a District Club to be effective, it must be received by the Company (at the place, fax number or electronic address specified by the Company for the purpose in the notice convening the meeting) not less than 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting or adjourned meeting at which the proxy proposes to vote.

34. Validity of proxies

34.1 A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite the revocation of the instrument (or of the authority under which the instrument was executed) or the power if no notice in writing of the revocation has been received by the Company at its registered office at least 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.

34.2 A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

35. Where proxy is incomplete

35.1 No instrument appointing a proxy is treated as invalid merely because it does not contain:

- (1) the address of the appointer or of a proxy;
- (2) the proxy's name or the name of the office held by the proxy; or
- (3) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.

- 35.2 Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the chairman of the meeting.

36. Rights of officers and advisers to attend General Meeting

- 36.1 Any person (whether a District Club Elector or not) permitted by the Directors to attend any General Meeting is entitled to be present and, at the request of the Chair, to be heard at that General Meeting.

Membership, appointment, removal and remuneration of Directors

37. Composition of the Board of Directors

- 37.1 All Company Officers must be District Rotarians.
- 37.2 All members of the Board of Directors (other than the District Governor, the most recent Past District Governor, the District Governor-elect, the District Governor-nominee (who will always automatically be members of the Board of Directors) and the Company Secretary (who is to be selected by the Board of Directors as provided in Rule 10.1) are to be notified to the Company Secretary by the District Governor-elect as provided in Rule 8.5 to serve as Directors during his or her District Governor's Year.
- 37.3 A member of the Board of Directors may resign from the Board by giving written notice of resignation to the Company Secretary.
- 37.4 The resignation takes effect on:
- (1) the day and at the time the notice is received by the Company Secretary; or
 - (2) if a later day is stated in the notice – the later day.

38. Vacation of office

- 38.1 In addition to the circumstances in which the office of a Director becomes vacant under the Act, the office of a Director becomes vacant if the Director:
- (1) becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under any legislation relating to mental health;
 - (2) resigns by notice in writing to the Company;
 - (3) ceases to be a District Rotarian;
 - (4) is absent for a continuous period of 6 months (without the consent of the other Directors) from meetings of Directors; or
 - (5) dies.

39. Validity of actions

- 39.1 This Rule 39 applies if any Provisional District Club does not become a District Club or any Provisional District Rotarian does not become a District Rotarian for whatever reason (for example but without limitation, because the Restructure did not proceed or did not proceed as contemplated or the person ceased to be a member of a District Club or a Provisional District Club prior to the implementation of the Restructure).

- 39.2 If Rule 39.1 applies, any vote or action taken by or participated in by a Provisional District Club (directly or through its Elector), which does not become a District Club or by a Provisional District Rotarian who does not become a District Rotarian, will nevertheless be valid and effective and any action taken by the District, the Board, any Committee or Officer of the Company, any District Club, any District Rotarian or any Provisional District Club or Provisional District Rotarian, shall nevertheless be effective in terms of this Constitution, the Act and at law generally.

40. Appointments cease

- 40.1 Notwithstanding Rule 39, any Provisional District Rotarian who is elected or appointed to any office of the District but who thereafter ceases to be a Provisional District Rotarian shall upon ceasing to be a Provisional District Rotarian, cease to hold any such office and such office shall be deemed to be vacant unless, at the time they ceased to be a Provisional District Rotarian, they became or were a District Rotarian.

Powers and duties of Directors

41. Powers of Directors

- 41.1 Subject to the Act and Rule 9 of this Constitution, the business of the Company is managed by or under the direction of a Board of Directors, who may exercise all powers of the Company except those which are, by the Act or this Constitution, required to be exercised by the Company in General Meeting.
- 41.2 Without limiting the generality of Rule 39.1, the Board of Directors may exercise all the powers of the Company:
- (1) to borrow money, to charge any property or business of the Company or all or any of the Company's uncalled capital; and
 - (2) to issue debentures or give any other security for a debt, liability or obligation of the Company.

42. Appointment of attorneys

- 42.1 The Board of Directors may, by power of attorney, appoint any person to be the attorney of the Company for the purposes, and with the powers, authorities and discretions vested in or exercisable by the Board for any period and subject to any conditions as determined by the Directors.
- 42.2 Any appointment under Rule 42.1 may be made on terms for the protection and convenience of persons dealing with the attorney as the Board of Directors thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

43. Negotiable instruments

- 43.1 All negotiable instruments of the Company must be executed by the persons and in the manner set out in Rule 17.4.

44. Proceedings

- 44.1 The Board of Directors is to meet together not less than once in each 2 calendar months for the dispatch of business and adjourn and otherwise regulate its meetings as the Board thinks fit.

44.2 At any time, a Director with the approval of the District Governor or any three Directors without such approval, may request the Company Secretary to convene a meeting of the Directors and the Company Secretary must then convene a meeting of the Directors.

44.3 Reasonable notice must be given to every Director of the place, date and time of every meeting of the Directors. Where any Director is for the time being outside of Australia, notice need only be given to that Director if contact details have been given.

45. Meetings via technology

45.1 For the purposes of the Act, each Director, on becoming a Director, consents to the use of the following technology for calling or holding meetings of Directors:

- (1) video conference;
- (2) telephone;
- (3) electronic mail;
- (4) any other technology that permits each Director to communicate with every other Director; or
- (5) any combination of the technologies described in the above paragraphs.

45.2 Where the Directors are not personally all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:

- (1) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Directors, taken to be assembled together at a meeting and to be present at that meeting; and
- (2) all proceedings of those Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were present.

46. Quorum at meetings

46.1 At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is at least one half of Directors entitled to vote. Unless the Directors determine otherwise, the quorum need only be present at the time when the meeting proceeds to business.

47. Vacancies

47.1 The Directors may act even in the event of a vacancy or vacancies in the office of a Director or offices of Directors, but if the number of Directors is not sufficient to constitute a quorum at a meeting of Directors, the Directors may act only to appoint a sufficient number of Directors to constitute a quorum.

48. Proceedings at meetings

48.1 The District Governor must be appointed Chair at a meeting of Directors. In his or her absence the provisions of Rules 24.1(1), (2) and (3) (with all necessary modifications) shall apply.

48.2 Subject to this Constitution, questions arising at a meeting of Directors are decided by a majority of votes of Directors present and voting and for all purposes any such decision is taken to be a decision of the Directors.

- 48.3 If there is an even number of votes, the Chair of the meeting will have a casting vote in addition to the Chair's deliberative vote.
- 48.4 For the avoidance of doubt, notwithstanding that a Director may hold two Board positions or offices (for example as Company Secretary and as District Administration Officer) that Director is entitled to one deliberative vote only at meetings of the Board Director's Interest

49. Director's Interest

- 49.1 Except where permitted by the Act a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:
- (1) must not be counted in a quorum;
 - (2) must not vote on the matter; and
 - (3) must not be present while the matter is being considered at the meeting.
- 49.2 If a Director who has a material personal interest in a matter that is being considered at a meeting of the Directors is not prohibited by the Act from being present at the meeting and voting, the Director may be present, be counted in the quorum and may be heard but may not vote on the matter.
- 49.3 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of the interest at a meeting of the Directors or by written notice to the Company Secretary.
- 49.4 A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Director must declare at a meeting of the Directors of the Company or by written notice to the Company Secretary the fact and the nature, character and extent of the conflict.
- 49.5 For the purposes of rules 49.3 and 49.4, a Director's interest or any conflict must be disregarded if it arises from or relates solely to:
- (1) a guarantee to be given by the Director (or by persons including the Director or by a body corporate of which the Director is a member or officer) in respect of a loan to the Company; or
 - (2) the position of the Director as a director of a related body corporate.
- 49.6 If a Director has an interest in a contract or proposed contract with the Company (other than as a member), or a conflicting interest or duty in relation to any other matter being considered by the Directors, and the Director discloses the nature and extent of the interest or duty at a meeting of the Directors or by written notice to the Company Secretary::
- (1) if the disclosure is made before the contract is entered into:
 - (a) the Director may retain benefits under the contract even though the Director has an interest in the contract;
 - (b) the Company cannot avoid the contract merely because of the existence of the interest; and
 - (c) the Director is not disqualified from the office of Director.

- 49.7 For the purposes of rule 49.6 contract includes an arrangement, dealing or other transaction.
- 49.8 Without limiting rules 49.1 to 49.7, a Director may to the extent permitted by the Act:
- (1) hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with the office of Director;
 - (2) be interested in any operation, undertaking or business undertaken or assisted by the Company or in which the Company is or may be interested.

50. Alternate Directors

- 50.1 A Director may not appoint an alternate Director.

51. Committees

- 51.1 The Board of Directors may, delegate any of its powers to a Committee or Committees consisting of such number of them and/or other District Rotarians as they think fit. A Committee may consist of one or more but usually 3 persons.
- 51.2 A Committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board of Directors. A power so exercised is taken to be exercised by the Board.
- 51.3 Rules 41 (except as to the frequency of meetings), 42, 45, 46, 48 and 49 (with any necessary modifications) apply to any Committee as if each reference in those Rules to the Directors was a reference to the members of the Committee and each reference to a meeting of Directors was to a meeting of the Committee.
- 51.4 The number of members whose presence at a meeting of the Committee is necessary to constitute a quorum is the number determined by the Board of Directors and, if not so determined, is 2. Unless the Board determines otherwise the quorum need only be present at the time when the meeting proceeds to business.
- 51.5 The minutes of all the proceedings and decisions of every Committee must be made entered and signed in the same manner in all respects as minutes of proceedings of the Directors are required by the Act to be made, entered and signed.

52. Written resolutions by Directors

- 52.1 The Directors of the Company may pass a resolution without a directors' meeting being held if a document containing the resolution:
- (1) is circulated to all those entitled to receive notice of a meeting to consider the resolution;
 - (2) contains a statement that the signatories to it are in favour of that resolution;
 - (3) sets out or identifies the terms of the resolution; and
 - (4) has been signed by all of the Directors entitled to vote on that resolution.
- 52.2 In the event requirements of Rule 52.1 are met a resolution in those terms shall be deemed to have been passed on the day on which and at the time at which the document was signed by the last of the Directors to so sign and the document has effect as a minute of the resolution.

52.3 For the purposes of Rule 52.1:

- (1) two or more separate documents containing statements in identical terms, each of which is signed by one or more Directors, are together taken to constitute one document containing a statement in those terms signed by those Directors on the day on which and at the time at which the last of those documents to be signed was signed by the Director; and
- (2) a facsimile, which is received by the Company or an agent of the Company and is sent for or on behalf of a Director is taken to be signed by that Director not later than the day and time of receipt of the fax by the Company or its agent in legible written form.

53. Defects in appointments

- 53.1 All acts done by any meeting of Directors or meeting of a Committee are as valid as if each person was duly appointed and qualified to be a Director or a member of the Committee.
- 53.2 Rule 53.1 applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of a Committee that a person so appointed was disqualified.

54. Standing Procedures

- 54.1 The Board may adopt by-laws called Standing Procedures not inconsistent with the Act, this Constitution and the Constitutional Documents embodying additional provisions for the governance of the Company.
- 54.2 Such Standing Procedures may be amended from time to time as therein provided.

55. Not Used

56. Executive Committee

- 56.1 The Board of Directors may appoint an executive Committee subject to the following:
- (1) The Executive Committee shall comprise the District Governor, District Governor elect, the District Treasurer and the District Administration Officer;
 - (2) The powers of the Executive Committee are limited to those delegated by the Board of Directors and may include:
 - (a) to consider and recommend matters of policy to the Board;
 - (b) to deal with and be responsible for the day to day running of the Company and the affairs of District 9600 and, upon the Restructure, District 9620;
 - (c) to supervise all committees of the Board; and
 - (d) to attend to matters of urgency which cannot at that time be practically dealt with by the Board as a whole provided that such powers must be exercised subject to any prior Board policies and resolutions;
 - (3) The Executive Committee must report fully to each meeting of the Board of Directors on matters which it has dealt with and where necessary must seek ratification of decisions by the Board.

57. Appointment of agents

- 57.1 The Board of Directors may from time to time by resolution or power of attorney under Seal of the Company appoint any person to be the agent of the Company:
- (1) for the purposes;
 - (2) with the powers, authorities and discretions (not exceeding those exercisable by the Board of Directors under this Constitution);
 - (3) for the period; and
 - (4) subject to the conditions, determined by the Board.
- 57.2 An appointment by the Board of Directors of an agent of the Company may be made in favour of:
- (1) any Corporation; or
 - (2) the members, Directors, nominees or managers of any Corporation or firm.
- 57.3 The Board of Directors may appoint attorneys or agents by facsimile transmission or electronic mail to act for and on behalf of the Company.
- 57.4 An agent appointed under this Rule 56 may, be authorised by the Board of Directors to sub-delegate all or any of the powers, authorities or discretions for the time being vested in him, her or it.

58. Notices generally

- 58.1 Any District Club which has not left at or sent to the registered office, a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of the Company may be served or sent is not entitled to receive any notice.
- 58.2 A notice may be given by the Company to any District Club by:
- (1) serving it on the District Club's President and Company Secretary personally;
 - (2) sending it by post to the District Club or leaving it at the District Club's address as shown in the register or the address supplied by the District Club to the Company for the giving of notices;
 - (3) fax to the fax number supplied by the District Club to the Company for the giving of notices; or
 - (4) transmitting it electronically to the electronic mail address supplied by the District Club to the Company for the giving of notices.
- 58.3 A District Club may, by written notice to the Company Secretary left at or sent to the registered office, require that all notices to be given by the Company or the Directors be served on the District Club's attorney at an address specified in the notice.
- 58.4 Notice to a District Club whose address for service of notices is outside Australia must be sent by airmail, fax or electronic mail.
- 58.5 Where a notice is sent by post, service of the notice is taken to be effected by properly addressing, prepaying and posting a letter enclosing the notice and to have been effected:

- (1) in the case of a notice of a meeting, on the second business day after the date of its posting; and
- (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

58.6 Where a notice is sent by fax or electronic transmission, service of the notice is taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the day it is sent.

If a notice is to be given to or sent by a Provisional Club the provisions of this Rule 58 shall apply as if the Provisional Club was a District Club.

59. Notices for General Meetings

59.1 Notice of every General Meeting must be given:

- (1) in the manner as required by Rules 18 and 19;
- (2) to every District Club and to each Director; and
- (3) in the event of the General Meeting is the Annual General Meeting, to the auditor of the Company (if any).

59.2 No other person is entitled to receive notice of General Meetings, but notice may be given to other persons at the direction of the District Governor.

59.3 Notwithstanding anything else in this Constitution, in the Rotary Year immediately preceding the Restructure Year:

- (1) Provisional District Clubs shall have the same rights, limitations and obligations in respect of General Meetings of the Company and under Rules 13, 58 and 59 as District Clubs, and
- (2) Provisional District Rotarians shall have the same rights, limitations and obligations in respect of General Meetings of the Company as District Rotarians.

60. Dispute Resolution

60.1 After the Restructure, if a dispute arises between any of the Company, the Directors, District Clubs or District Rotarians as to any matter touching on the operation of the Company, administration of District 9620, administration of a District Club, membership of District 9620 or a District Club, the Constitutional Documents or any other matter relating to Rotary International, then:

- (1) the parties must act in good faith to attempt to resolve the dispute;
- (2) the District Governor shall be entitled to intervene to attempt to mediate a resolution;
- (3) if the District Governor is a direct party to the dispute, the immediate Past District Governor shall similarly be entitled to intervene;
- (4) if the Constitutional Documents provide a method of dispute resolution, any party may require this to apply;
- (5) failing resolution, whether or not Rule 60.1(4) applies, any party may require the matter to be referred to formal mediation, with the mediator to be nominated by the Queensland Chapter

of the Resolution Institute or its successor, to be conducted in accordance with the rules of that body with the cost shared equally between the parties to the dispute; and

- (6) no party shall commence any form of Court proceedings, save for urgent interlocutory relief, until they have made a *bona fide* attempt to resolve the dispute and have genuinely engaged in mediation under Rule 60.1(5).