



**ROTARY:  
MAKING A  
DIFFERENCE**

**Rotary**  
District 9600



## **ROTARY INTERNATIONAL DISTRICT 9600 LTD**

**ABN: 80 125 588 696**

**District Governor 2017-18: John Lane**

District Administrator 2017-18: Ian Hope

Postal address:

PO Box 820,  
North Lakes, QLD, 4509

**NOTICE IS HEREBY GIVEN for the TENTH ANNUAL GENERAL MEETING of the Company to be held at 9am on Sunday 8 October 2017 at St Columban's College, 100 McKean Street, Caboolture Qld 4510.**

### **AGENDA:**

1. The consideration of the annual financial report, directors' report and auditor's report (as circulated to members (PDF 24 pages) with this notice);
2. The confirmation in office of the Board of Directors selected in accordance with the Constitution for the next Rotary Year;
3. The appointment of the auditor and the fixing of the auditor's remuneration; and
4. The status of the Company's incorporation.

**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 [hian@bigpond.com](mailto:hian@bigpond.com) as soon as possible but no later than 5pm Thursday 5 October 2017.**

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)

**ADVICE OF ELECTOR(S) OR PROXY**  
**TO BE RETURNED TO District Administrator ([hian@bigpond.com](mailto:hian@bigpond.com))**  
**BY 5PM THURSDAY 5 OCTOBER 2017**

**AUTHORITY FOR THE ANNUAL GENERAL MEETING AT CABOOLTURE ON 8 OCTOBER 2017**

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: \_\_\_\_\_

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 provisions from the Company's Constitution**

### **(a) Convening meetings**

The ordinary business to be conducted at the Annual General Meeting is:

- the consideration of the annual financial report, Directors' report and auditor's report;
- the appointment of the auditor; and
- the fixing of the auditor's remuneration.

### **(b) Notice of General Meetings**

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

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.

### **(c) Teleconference arrangements**

A District Club which is located more than 100 kilometres from the venue of a proposed meeting may request to have its Elector(s) present at the proposed meeting by teleconference. If a majority of Directors consent to a District Clubs' 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 District Clubs' Electors at the meeting by teleconference. A District Club Elector present via teleconference will be responsible for making the telephone call to the meeting, bear those telephone call charges and pay the proportionate cost of setting up teleconferencing facilities if there is more than one District Club present via teleconference, or the whole cost where there is only one member present via teleconference.

A District Club Elector present via teleconference must be permitted to vote by indicating orally whether they vote for or against a resolution. A District Club's Elector present via teleconference at the meeting is deemed to be present at the meeting.

### **(d) Business of General Meetings**

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

### **(e) Quorum**

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

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 constitute a quorum.

### **(f) Voting at General Meetings**

The provisions of the Constitutional Documents (relating to Electors, voting and proxies at District Conference and District Assembly) ("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.

Subject to Rules 21 and 27.3, any resolution to be considered at a General Meeting is to be decided on a show of hands of the District Rotarians in attendance.

A District Rotarian may attend any General Meeting of the Company and has a right to be heard and to vote on policy issues of the Company at that meeting. A District Rotarian may not vote on:

- those matters referred to in Rule 27.4;
- any matter on which a poll is demanded by the Elector(s) of a District Club; and
- company matters which require the vote of the members of the Company; in which cases voting is restricted to District Clubs and Rule 30 applies.

A District Rotarian may not vote (except as an Elector) at a General Meeting on matters submitted to a vote in respect of:

- the selection of a District Governor-nominee;

- election of a member and alternate member of the nominating committee for director;
- composition and terms of reference of the nominating committee for District Governor;
- election of the representative and alternate representative of District 9600 to the Council on Legislation; and
- the amount of the membership fees.

A declaration by the chairman 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.

Despite the Act, a poll for a resolution may be demanded by the Elector(s) of one District Club present and entitled to vote on the resolution.

All decisions and elections that would otherwise be taken or held at a General Meeting may be made by the District Clubs by a ballot-by-mail which must be signed by all members entitled to vote.

A ballot-by-mail must follow as nearly as possible the procedures set out in the Constitutional Documents.

#### **(g) Representation and voting of District Clubs**

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 the purposes of Rule 30.2 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.

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

- its President if present at any General Meeting of the Company (except District Assembly);
- 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 Assembly; or
- 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.

A District Club must give formal written notice of appointment of;

- the designated representative appointed under Rule 30.5 (2); and
- its Elector(s) appointed under Rule 30.5 (3) to the Company but is not otherwise required to give such notice.

If a District Club is entitled to cast 2 or more votes at a General Meeting, its Elector(s) must cast those votes in the manner required by the Constitutional Documents.

An Elector or proxy appointed to attend and vote for a District Club has the same rights as a District Club:

- to speak at the meeting;
- to vote (but subject to any limitations imposed in the appointment); and
- to join in a demand for a poll.

An appointment of an Elector will only be valid if it is duly signed on behalf of the District Club by its President and its Secretary and contains the following information:

- the District Club's name and address;

- the Elector's name or the name of the office held by the Elector;
- the meetings at which the appointment may be used; and
- the number of votes which the Elector is authorised to cast.

The following rules apply to such appointments:

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

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.

#### **(h) Proxies**

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

The proxy must be a District Rotarian and may be a member of the designating District Club. The proxy designation must be certified by the president and secretary of the relevant club. The proxy is entitled to vote as proxy for the non-attending Elector of a District Club.

#### **(i) Form of proxy**

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.

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.

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

#### **(j) Lodgement of powers of attorney and proxies**

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:

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

For the purposes of Rule 34.1, the Company receives these documents when they are received at any of the following:

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

For an instrument other than a power of attorney appointing a Elector 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.

#### **(k) Validity of proxies**

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.

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.

**(l) Where proxy is incomplete**

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

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

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.

**(m) Rights of officers and advisers to attend General Meeting**

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 speak at that General Meeting.