

Rotary International District 9500 Inc.

Constitution Amended March 2017

Article 1. Name and Description

The name of the incorporated association is **Rotary International District 9500 Incorporated** referred to herein as “**the association**” which is composed of the Clubs in the District, the boundaries of which are described in schedule 1 of the Bylaws.

Article 2. Definitions

As used in the Constitution and Bylaws of Rotary International and in this Constitution, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. RI: Rotary International
2. The association: Clubs of the District
3. District: Rotary International District 9500 Incorporated
4. Rotary Club: A Rotary Club in the District.
5. District Management Committee (DMC): The Board of Management of District 9500.
6. District Governor: The Governor of District 9500 as appointed by RI
7. Year: The twelve-month period which begins on the first day of July
8. The Act: The South Australian Associations Incorporation Act 1985

Article 3. Interpretation

Section 1.

Throughout this Constitution and the Bylaws the following rules of Construction shall apply:

1. The words “shall,” “is,” and “are” are mandatory, and
2. the words “may” and “should” are permissive.
3. Pronouns of either the masculine or feminine gender shall include the other gender.
4. The terminology “mail,” “mailing” and “ballot-by-mail” will include utilisation of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness
5. A Rotarian in ‘Good Standing’ is one who maintains membership requirements, including the payment of dues, attendance of meetings, complies with all their explicit obligations and has the unabated power to conduct their activities.
6. A Rotary Club in ‘Good Standing’ is one which has filed all appropriate paperwork, maintains membership of RI requirements and has paid all fees and dues for charter and renewal.

Section 2.

If any provision of this constitution fails to conform with the Constitution, Bylaws or Policies of RI, as amended from time to time, the terms of the Constitution, Bylaws or Policies of RI shall take precedence at all times and members must immediately proceed to make amendments until conformity is restored.

Article 4. Not for Profit

This association shall be non-profit, non-share-capital and/or not for profit entity, and its property and income must be applied solely towards the promotion of the Purposes of the District and no part of that property or income or other assets may be distributed directly or indirectly to its members (rotarians or clubs), directors or officer-bearers except:

1. in reimbursement for expenses properly incurred and requested by the member, or
2. for goods or services provided by the member- if this is done in good faith on terms no more favourable to the member than if the member was not a member.

Article 5. Purposes

The purposes of the association are:

- (a) to assist, support and advise the District Governor in the Administration of the District.

- (b) to represent RI to every Rotary Club in the District, its members and the public
- (c) to support the Clubs in the District in advancing and promoting the Object of Rotary.
- (d) to assist member clubs in providing service particularly within the Five Avenues of Service
- (e) to promote continuity of leadership within the District
- (f) to promote interest and participation in Rotary activities
- (g) to do all things which in the opinion of the District Governor are incidental or conducive to the attainment of viability of clubs in the district

Article 6. Powers of the Association

Section 1

- (a) In so far as the provisions of the law of the State of South Australia shall permit this association shall be subject to the jurisdiction of Rotary International and shall be under the general control of the District Governor of the day.
- (b) The association shall have all the powers conferred by section 25 of the Act.
- (c) As a duly constituted incorporated body, these powers extend District wide including those parts of the District in the State of South Australia and the Northern Territory

Section 2

For the purposes of carrying out its objects the Association may, subject to the Act and this Constitution:

- (a) acquire, hold, deal with and dispose of personal property; and
- (b) open and operate Authorised Deposit banking accounts; and
- (c) appoint agents to transact any business of the Association on its behalf; and
- (d) enter into any other contract the Association considers necessary or desirable.

Article 7. Membership

Section 1

The members of the association shall be comprised of and restricted to Rotary Clubs in good standing with RI and whose boundaries are within the District.

The addition or removal of a Club or Clubs from the District pursuant to the RI Bylaws shall immediately and automatically result in a corresponding change in the membership of this association.

Section 2 Register of Members

The Secretary must keep and maintain a Register of Member clubs, which shall be published annually in the District Directory.

Article 8. District Management Committee

Section 1 – The Committee

- (a) The membership of the District Management Committee shall be in accordance with the Bylaws of the Association and is restricted to Rotary members of good standing in the District.
- (b) The responsibility, authority and demands of the committee are not affected by being paid or unpaid and members are to consider themselves as management, not as volunteers; prepared to act in a moral sense as well as a legal one when called upon to do so.

Section 2 – Duties

- (a) The District Governor and the District Management Committee will administer the association in terms of this Constitution and Bylaws.
- (b) Minutes of meetings are to be recorded and kept in accordance with statutory requirements and made available to clubs on request.
- (c) The affairs of the association shall be under the direction and control of the District Governor and the District Management Committee in conformity with this Constitution and the Bylaws of RI and the association and any amendments thereto.
- (d) In exercising such direction and control over the funds of the association, the District Governor may, as fixed by the budget or budgets provided for in the bylaws and approved by the Clubs, expend in any fiscal year the current income and such amount from the general surplus fund as may be necessary to accomplish the purposes of the association.

- (e) The Governor shall report to the next District Training Assembly as to the special conditions under which expenditures have been made from the surplus.
- (f) The association shall at no time incur indebtedness in excess of the then current assets of the association.
- (g) The District Management Committee shall appoint a Rotarian to the position of public officer as required by the Act.

Article 9. - Committees

- (a) The District Governor will establish any committees considered necessary to assist in the administration of the association.
- (b) The Team Leaders of these committees will be appointed by the District Governor and will be limited to Rotarians who are members of clubs in the Association who possess the requisite skill sets and qualifications.

Article 10. - Administration

Section 1

The administration of the Clubs shall be under the general supervision of the Governor and shall be at all times in conformity with the provisions of the Constitution and Bylaws of Rotary International.

Section 2

The Governor shall report annually to the Clubs on the status of the association.

Article 11. - Meetings of the District

(a) - Annual General Meeting

- (1) The District Governor will determine the date, time and place of the annual general meeting provided that the same occurs within the time specified under the Act.
- (2) The business of the annual general meeting shall be in accordance with the bylaws.
- (3) The annual general meeting shall appoint an auditor to audit the finances of the association each year.

(b) - District Training Assembly and District Conference

The District Governor Elect will determine the date, time and place of the District Training Assembly and the District Conference pursuant to the Bylaws of Rotary International.

(c) - Special General Meetings

In addition to the annual general meeting any other general meetings may be held in the same year and may be convened by the District Management Committee or on the request in writing of member clubs representing not less than ten percent of the total number of member clubs. The notice and conduct of the meeting shall be pursuant to the Bylaws of the Association.

Special resolutions of this association can also be passed at duly convened meetings in accord with Section 3 of the Act.

(d) - Representation:

In any meeting of the district, each member Club shall be entitled to be represented by a Rotarian delegate or delegates in accordance with the bylaws of Rotary International.

(e) - Electors and Voting:

- (1) The duly accredited delegates shall constitute the voting body of the meeting and shall be known as electors.
- (2) Voting shall be as provided in the Bylaws of Rotary International.
- (3) A delegate must be present to vote.

Article 12. - Finance

(a) *Annual levy* - The source of funds for the District is the per capita levy which will be as adopted at the District Training Assembly and every Club shall pay annually to the association.

(b) *Annual Budget* – The District Governor Elect must on or before the Presidents Elect Training Seminar present the draft budget and estimate of the annual levy for the forthcoming year to members.

- (c) *Charitable Funds* - The Association may hold charitable or benevolent funds on behalf of members in a separate account or accounts.
- (d) *Financial Institution* - The Treasurer must deposit all funds received by or on behalf of the Association in a financial institution selected by the District Management Committee.
- (e) *Audit* - A review of all financial transactions by the District Auditor must be made at least once each year.
- (f) *Compliance* – By payment of the annual levy a member submits to and agrees to comply with and be bound by this constitution regardless of whether such member has received a copy of them.

Article 13. - Bylaws

Bylaws not inconsistent with this Constitution embodying additional provisions for the governance of the association, may be adopted, and may be amended by the annual general meeting or any special general meeting of the members.

Article 14. – Disputes and Mediation

- (a) Should any dispute, arise between members or between a member and the District; either party may refer that dispute to the District Management Committee.
- (b) The DMC must require the parties to the dispute to meet and. If possible, to resolve the dispute within 14 days after the dispute has been referred to the DMC.
- (c) If the parties are unable to resolve the dispute at a meeting between them, or if either party fails to attend that meeting then the DMC must refer the matter to mediation and arrange the appointment of a mediator.
- (d) The mediator must be chosen by agreement between the parties to the dispute; or in the absence of agreement, appointed by the DMC. No person who is a member of either party to the dispute can be appointed as the mediator.
- (e) If, within 30 days of the appointment of a mediator, mediation is unsuccessful, either party may request arbitration.

Article 15. - Amendments to the Constitution

Section 1 – Circumstances

This Constitution may be amended by way of a resolution at the annual general meeting or special general meeting called for this purpose and having a majority vote in favour by those delegates present and voting.

Section 2 – Who May Propose

Amendments to this Constitution may be proposed by a Member Club, the District Management Committee, the District Governor, or a District Committee.

Section 3 – Procedure

- (a) Any proposal to amend this Constitution shall be delivered to the District Secretary not later than 90 days prior to a meeting at which the proposed amendment is to be considered.
- (b) The District Secretary shall mail copies of all duly proposed amendments to each Club not later than 28 days before the meeting at which the amendments are to be voted upon. The proposed amendments may also be made available via the Rotary District web site.
- (c) The meeting shall consider and act upon each duly proposed amendment transmitted to it and any amendment thereof.

Article 16. - Dissolution of the District

Section 1 - The association shall immediately and automatically cease operations and begin dissolution either upon directive of the RI Board or/ and upon the approval of three quarters of the clubs (members) in a vote at the District Conference or in a ballot-by-mail. This association may be wound up in the manner provided for in the Associations Incorporation Act 1985 of the State of South Australia (the Act).

The District Governor shall provide the District Management Committee notice of a decision by the association to dissolve the incorporation, and shall provide a final report upon the completion of the dissolution process.

Section 2 – *Winding up.*

In the event of winding up the District Governor shall call an extraordinary meeting of the District management Committee. The agenda for the meeting shall include disposal of assets and the distribution of any funds remaining in the Association bank accounts.

Section 3 - *Disposal of Surplus Assets*

If after the winding up of the association there remains, after payment of all its debts and liabilities, any property whatsoever, or “surplus assets” as defined in the Act, such property must be either:

- (a) given or transferred to a recipient or recipients whose rules prohibit the distribution of its assets and income amongst its members, or
- (b) material assets sold and the collected funds deposited in the association accounts for distribution as in clause (a) or (c) of this section; or,
- (c) assets shall be given to a Rotary club or clubs or other charitable bodies in accordance with the charitable purpose for which they were donated; and as the members of the District Management Committee present at the said extraordinary general meeting may determine.

Section 4 – *Disposal of Members Fund.*

Notwithstanding the provisions of section 3, the member clubs shall retain the right to funds exempt from the Act and not for charitable or project purposes, accrued from annual contributions and district events.