



# DISTRICT 9510

# CONSTITUTION

December 2019  
Final

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For Approval

# The Constitution of Rotary International District 9510

## DEFINITIONS

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

1. RI. Rotary International
2. District. Rotary International District 9510.
3. Club. A Rotary Club in the District.
4. District Leadership Board. The Board of Management of District 9510.
5. Governor. The Governor of District 9510.
6. Year. The twelve-month period which begins on the first day of July.
7. The Act. The Associations Incorporation Act 1985 South Australia (as amended).
8. Mail. Includes electronic mail and notice in District publications.
9. In person means attendance in person, by telephone or video conference.

## 1. NAME

The name of this association shall be Rotary International District 9510 Incorporated (a member of Rotary International).

## 2. LOCALITY

Commencing from the coastal point of the SA/WA border (Western boundary), The line marking the SA/WA state border to 21 degree latitude. The 21 degree latitude from the WA border to the Qld border (approximately Wauchope NT). The line marking the NT/Qld border to the SA Border (Poeppel's Corner – the intersection of the three state borders). The East/West line marking the SA/Qld border to "Haddon Corner" (where the SA/Qld border turns South). From that point South along the state border to latitude 27° 52' 30"S then East to longitude 145° 15'E being a part of Queensland. That part of New South Wales West of longitude 145° 15'E, North of Latitude 33° 0' E, then West of longitude 144° 30'E, North of Billabong Creek from longitude 144° 30'E, West to the township of Moulamein, excluding that portion within a twenty kilometre radius of the Moulamein Post Office, and north of latitude 35° 0' S. That part of Victoria, North of a line following latitude 35° 20'S East from the SA Border to longitude 142° 45'E, then North to latitude 35° 0' S and East along it to the Murray River. That part of SA, North of Latitude 35° 46'S, east of longitude 139° 21'E or any other area allocated by Rotary International.

## 3. PURPOSES

This District shall be charitable and benevolent and encourage, promote and extend the Object of Rotary International, and to maintain the relations of a Member Club in Rotary International. This District shall be a not for profit organisation and shall comply with the provisions of The Act and shall prohibit distribution of funds or property to its members, employees or officers.

Furthermore, the purpose of this District shall be:

### 3.1 Support of Clubs

To support the Clubs in the District in their pursuit of programs and activities that promote the Object of Rotary.

### 3.2 Coordination

To coordinate, supervise and administer Clubs and activities consistent with Rotary International

Constitution.

### **3.3 Multi District Activities**

To coordinate multi-Club and multi-District activities which involve Clubs in the District.

## **4. MEMBERSHIP**

The membership of this District shall be comprised of Rotary Clubs that have joined the District.

### **4.1 Who can be a Member**

All Rotary Clubs in this District shall be members of this District.

### **4.2 Initial Membership**

The initial membership of this District shall be the Rotary Clubs in the District as of the time of Incorporation. The addition or removal of a Club or Clubs from a District pursuant to the RI Bylaws shall immediately and automatically result in a corresponding change in the membership of the District.

### **4.3 Restrictions**

Only Rotary Clubs located in the District may be members of this District.

## **5. DISTRICT LEADERSHIP BOARD**

The membership of the District Leadership Board shall be determined by the members in accordance with this Constitution and with the Rotary International District 9510 Bylaws.

### **5.1 Inclusion of Members**

The District Leadership Board of District 9510 shall include the current District Governor, the District Governor Elect, the most recent past District Governor who served in the District, the District Governor Nominee, the District Secretary, the District Finance Chair and other such Rotarians allowable under District Bylaws.

### **5.2 Who can serve**

Only Rotarians or Rotaractors who are members of Rotary Clubs in the District may serve on the District Leadership Board.

### **5.3 Governor to serve as a Chair of District Leadership Board**

The current District Governor shall be the highest officer of the Incorporated District and shall serve as chairperson of the District Leadership Board. The District may elect such other officers as required by local law and as provided for in its corporate documents.

### **5.4 Power to fill vacancies**

The District Governor has the power to fill any casual vacancies on the District Leadership Board.

## **6. POWERS OF DISTRICT LEADERSHIP BOARD**

The District Leadership Board will administer the District in terms of this Constitution and the Bylaws.

### **6.1 Keeping proper records**

District Leadership Board shall keep proper records in the meaning of The Act.

### **6.2 Minutes of the Meeting**

The Minutes of Meetings of the District Leadership Board shall be kept and made available to all members on request.

### **6.3 Limits in Financial Control**

In exercising such direction and control over the funds of the District, 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 District.

### **6.4 Governor's report.**

The Governor shall report to the Annual General Meeting in the next financial year together with an audited financial report and any other reports required by RI.

### **6.5 Handling of Debt.**

The District shall at no time incur indebtedness in excess of the then current assets of the District.

## **7. COMMITTEES**

The Governor in consultation with the District Leadership Board will establish a Finance Committee and any other committees as may be necessary to assist in the administration of the District.

## **8. ADMINISTRATION**

### **8.1 Supervision**

The administration of the Clubs shall be under the general supervision of the District Governor and shall be at all times in conformity with the provision of the Rotary International Constitution and the Bylaws. District Governor shall be the highest officer of District 9510 and shall serve as Chairperson of the District Leadership Board. In addition, District 9510 shall elect such other officers as required by The Act.

### **8.2 District Governor's report**

The District Governor shall report annually and/or as required by Rotary International to the Clubs on the status of the District Incorporation.

## **9. MEETINGS OF THE DISTRICT**

The Annual General Meeting shall be held annually and within 5 month of the end of the financial year or as required and in compliance with The Act. A District Conference and District Assembly each shall be held annually at a time and place to be determined.

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

### **9.1 Representation**

At any Conference, Annual General Meeting, or Assembly, each Club shall be entitled to be represented by one voting delegate up to the first 25 of its members and an additional voting delegate for every additional 25, or major fraction thereof (e.g.38-49) of its members. Such membership shall be determined by the number of members in the Club as of the most recent semi-annual payment preceding the convening of the Meeting.

## **9.2 Electors and Voting**

The duly accredited delegates shall constitute the voting body of the annual general meeting and shall be known as electors. Methods for voting shall be as provided in the Bylaws. A delegate or duly authorised proxy as allowed in the Bylaws must be present in person to vote.

## **9.3 Appointment of Auditor**

The Annual General Meeting shall appoint an auditor to audit the finances of the District each year. It is a requirement that the auditor be a registered auditor.

## **10. DUES**

Every member Club shall pay annually to this District per capita dues as adopted at the District Assembly.

## **11. BYLAWS**

This District shall adopt Bylaws not inconsistent with the Constitution – Bylaws of Rotary International, with the rules of procedure for an administrative territorial unit where established by Rotary International, and with this Constitution, embodying additional provisions for the governance of this District.

### **11.1 Amendments of Bylaws**

Such Bylaws may be amended from time to time by an Annual General Meeting or a Special General Meeting.

## **12. AMENDMENTS**

An alteration to this constitution may be made by a special resolution of the Annual General Meeting or a Special General Meeting convened for that purpose.

### **12.1 Number of Voting members**

This constitution may be amended by the affirmative vote of two thirds of voting members.

### **12.2 Who May Propose**

Amendments to this constitution may be proposed only by a Club or District Governor or the District Leadership Board.

### **12.3 Procedure.**

#### **12.3.1 Delivery of proposal for amendments.**

Any proposal to amend this constitution shall be delivered to the District Secretary not later than ninety (90) days prior to a meeting at which the proposed amendment is to be considered.

#### **12.3.2 Notice mailed to Clubs**

The District Secretary shall mail copies of all duly proposed amendments to each Club not later than twenty-eight (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.

#### **12.3.3 Consideration of proposals**

The meeting shall consider and act upon each duly proposed amendment transmitted to it and any amendment thereof.

## **13. DISSOLUTION**

This District shall immediately and automatically cease operations and begin dissolution (winding up) proceedings upon the vote of two-thirds of its members at the Annual General Meeting or a Special General Meeting of the District or in a ballot-by-mail, or upon the directive of the Board of Directors of RI.

### **13.1 Notice to Rotary International**

The Governor of the District shall provide the Board of Directors of Rotary International with a notice of a decision by the Clubs in the District to dissolve this District and shall provide a final report upon the completion of the dissolution process to the General Secretary of Rotary International.

### **13.2 Manner of dissolution or winding-up**

This District may be wound up in the manner provided by The Act. On winding up, the funds or property of this District shall not be distributed to members, but shall be donated to one or more organisations which prohibit distribution of funds to their members.

## **14. COMPLIANCE WITH STATE AND COMMONWEALTH LAWS**

### **14.1 Incorporation**

The Rotary International District 9510 is an association incorporated subject to The Act and the Associations Regulations in the State of South Australia.

### **14.2 Jurisdiction**

Insofar as the provisions of the laws of the State of South Australia, under which District 9510 is Incorporated shall permit, District 9510 shall be subject to the terms of the Constitution, Bylaws, or Policies of Rotary International.

Insofar as the provisions of the laws of the State of Victoria, the State of NSW, the State of Queensland and the Northern Territory shall permit, all Clubs which are members of District 9510, but are incorporated in their respective state jurisdictions shall be subject to the jurisdiction of District 9510 and Rotary International.

### **14.3 Powers**

This District shall have all the powers conferred by section twenty-five (25) of The Act.

### **14.4 Public Officer**

The members of this District shall appoint the Public Officer of this District.

### **14.5 Purpose**

This District shall be a non-profit corporation. Its purpose shall be charitable and benevolent and to encourage, promote and extend the Object of Rotary International, and to maintain the relations of a member Club in Rotary International.



## 15. INTERPRETATION OF THESE RULES

In interpreting and applying these rules, reference shall be made to The Act, definitions in the glossaries in these Rules, and Rotary International Code of Policies and Manual of Procedure. If the Rules still remain silent, then the Rotary Leadership Board may interpret these Rules to the extent that these Rules are silent.

The terminology “mail”, “mailing” and “Ballot-by-mail” will include the utilization of electronic mail (email) and internet technology to reduce costs and increase responsiveness.

For Approval



**DISTRICT 9510**

**BYLAWS**

December 2019

Final

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# ROTARY INTERNATIONAL DISTRICT 9510 BYLAWS

## 1. AUTHORITY AND APPLICATION

- 1.1 **Authority for Bylaws.** These Bylaws are issued under the District Constitution, and shall be binding on each District officer and each Member Club of the District. Where any inconsistency arises between these Bylaws and the Constitution, the provisions of the Constitution are paramount.
- 1.2 **Bylaws shall not Overrule or Restrict.** Provided that it is not inconsistent with the District Constitution or Australian law, nothing in these Bylaws shall be deemed to overrule any procedure, definition, bylaw or announced policy of Rotary International nor to restrict the District Governor in the performance of his duties as required by Rotary International.
- 1.3 **Interpretation.** Throughout these Bylaws, as applicable, pronouns of the masculine gender shall include the feminine. In interpreting and applying these rules, reference may be made to the definitions in the glossaries to the District Constitution and these Bylaws, and Rotary International Code of Policies and Manual of Procedure

## 2. DISTRICT LEADERSHIP BOARD

- 2.1 There shall be a District Leadership Board (herein referred to as "DLB") in accordance with Article 8 of the Constitution of Rotary International 9510 Incorporated (the Constitution) and shall be the:
  - 2.1.1 District Governor, as chairperson
  - 2.1.2 District Governor Elect
  - 2.1.3 District Governor Nominee
  - 2.1.4 Immediate Past District Governor
  - 2.1.5 District Secretary
  - 2.1.6 District Finance Chair or Delegate
  - 2.1.7 Deputy Governor Resources (includes the Rotary Foundation)
  - 2.1.8 Deputy Governor Areas
  - 2.1.9 Future Directions & Diversity - Membership Chair
  - 2.1.10 Two (2) appointed Rotariansa maximum of eleven (11) positions, all of whom will be members of accredited Clubs in the District.

## 3. DISTRICT COMMITTEES, SUB-COMMITTEES, OFFICES AND OFFICERS

- 3.1 **Committees and Offices.** Except for elected offices in 2.1, the District Foundation Chair, the International Service Chair and the select committee responsible for Selection the District Governor, all other District committees and offices shall operate at the discretion of the District Governor in consultation with the DLB.
- 3.2 **Standing Committees.** There shall be the following two (2) standing committees which can be administered either jointly or severally by Deputy Governors appointed by the District Governor:
  - 3.2.1 Club Resources
  - 3.2.2 Areas Committee
- 3.3 **Appointment of Officers.** Except for elected positions, all District appointments shall be made at the discretion of the District Governor, in consultation with the existing DLB, to serve in the District Governor's term of office.

- 3.4 Appointment of Rotarians to District Leadership Board.** The District Governor in consultation with the DLB may appoint up to 2 Rotarians to be District Representatives on the DLB to fulfil specific roles the District Governor considers may be warranted.
- 3.4.1 Appointments under this section are valid for one (1) year but can be extended by successive District Governors in consultation with the DLB.
- 3.4.2 Maximum term that can be served from initial appointment under this section is three (3) years.
- 3.4.3 No voting rights are extended to appointments made under this section.
- 3.5 Quorum for Board Meetings**
- 3.5.1 Fifty percent (50%) plus one ignoring fractions of the voting members of the DLB including the District Governor constitute a quorum.
- 3.5.2 No business may be conducted unless a quorum is present.
- 3.5.3 If within 30 minutes of the time appointed for the meeting a quorum is not present or if there ceases to be a quorum present at the meeting then the meeting must stand adjourned to a place and time determined by the Chairperson which shall not be more than seven (7) days from the date specified in the notice of meeting.
- 3.6 Consultation and Coordination.** While Articles 3.1, 3.2 and 3.3 are paramount, the District Governor shall consult with the District Governor Elect (and where known the District Governor Nominee) and DLB, and:
- 3.6.1 With the exception of District Foundation Chair, District Membership Chair and International Service Chair who are appointed for 3 year terms<sup>1</sup>, Chairs of District Committees are encouraged to serve in that role for two consecutive years, with an option for a third year.
- 3.6.2 Express a preference for staggered retirement dates for committee members to ensure continuity of experience, while still achieving Rotary's rollover principle.
- 3.7 Ex Officio Authority.** The District Governor may at any time temporarily or permanently assume the chair of any District Committee (by virtue of the office and official position). The District Governor and District Governor Elect shall be ex-officio members of all District Committees with voting rights, and in the case of the District Governor, the power of veto. If the District Governor exercises a power of veto, the District Governor is required to give their reasons in writing to the committee and these must be tabled at the next DLB meeting.

## 4. DISTRICT FINANCES

### 4.1 District Finance Committee

- 4.1.1 Role of the Committee.** The District Finance Committee (DFC) shall assist the District Governor and Board in applying and safeguarding the assets of the District; and:
- 4.1.1.1 Arrange for all District committees to submit a budget of income and expenditure in time for the DFC to incorporate it in the District budget to be presented to the DLB.
- 4.1.1.2 Manage the District Operating Fund, Rotary District 9510 Disaster Fund and any other special District Funds not expressly assigned to a specified District committee;
- 4.1.1.3 Submit a draft annual report including an audited statement of District finances to the DLB before 31<sup>st</sup> August each year; and
- 4.1.1.4 Such other administrative and financial duties prescribed in RI Bylaws.<sup>2</sup>

<sup>1</sup> RI code of Policies Article 17.030.1

<sup>2</sup> For example in RI Bylaws Article 15.060

#### **4.1.2 Members of Finance Committee.**

- 4.1.2.1 District Finance Chair
- 4.1.2.2 Treasurer\*
- 4.1.2.3 District Governor
- 4.1.2.4 District Governor Elect
- 4.1.2.5 Immediate Past District Governor
- 4.1.2.6 Rotarian to be appointed by the District Governor.

\*Treasurer must possess appropriate Accounting Qualifications

Four (4) members of the Finance Committee with voting rights shall form a quorum

**4.1.3 Vacancies.** Any casual vacancy shall be filled by a suitably qualified Rotarian appointed by the District Governor to serve out the term of the member replaced.

**4.2 District Funds.** The District is to establish a fund or funds for financing district-sponsored projects and the administration and development of Rotary in the District. These funds shall comprise:

- 4.2.1 the District Operating Fund; and
- 4.2.2 such other special district funds as required by these Bylaws or determined by the DLB.

All District receipts shall be paid into the appropriate fund and all district payments shall be made from the appropriate fund.

#### **4.3 District Bank Accounts**

**4.3.1 District Bank Account.** District committees shall operate through a single district bank account that is to be held by the district except where the DLB approves in writing on the recommendation of the District Finance Committee.

**4.3.2 Subsidiary Accounts.** Where the holding of a separate bank account is so approved, the responsible committee shall maintain proper subsidiary accounts. The signatories to the account will be one from the District Finance Committee and one from the committee chair or a committee member with two to sign jointly. All signatories will be authorised to obtain bank information on the account as and when required. Where electronic banking is undertaken, two signatories to the account must approve the transaction in writing prior to the electronic transfer of funds is made.

**4.3.3 Bank, Building Society or Other Trustee Status Accounts.** The Finance Committee shall have the authority to open or terminate Australian Deposit Institute Accounts in Banks, Building Societies or other financial institutions in the style of "Rotary District 9510 Administration Fund" and to arrange signatories and endorsements on such accounts. The authorized signatories shall be the District Governor, the District Finance Chair, the District Treasurer, the District Secretary, and one other Board member, all instruments to be signed by any two of them jointly. Where electronic banking is undertaken, two signatories to the account must approve the transaction in writing prior to the electronic transfer of funds is made.

#### **4.4 District Committee Budgets, Accounts, Records and Audit.**

**4.4.1 Responsibility.** The District Finance Chair with the District Treasurer shall be responsible for the day-to-day operations of the district finances, and shall maintain complete books or records of all district financial matters in such a manner as will:

- 4.4.1.1 readily show funds held and the progressive budget against actual position of each particular item, highlighting variances; and
- 4.4.1.2 enable the convenient and timely preparation of annual auditable accounts.
- 4.4.1.3 ensure compliance with any RI or state and commonwealth legislation.

**4.4.2 Budgets.** District committee budgets shall be submitted to a standard required by the District Finance Committee. Expenditure incurred by district committees and district officers above approved budgets shall not be reimbursed from the Fund unless approval has been given before the costs have been incurred.

**4.4.3 Subsidiary Accounts.** Where District committees are approved to operate subsidiary accounts, proper accounts and records shall be maintained at all times, as required by

the District Governor through the District Finance Committee, sufficient to enable the timely preparation of District accounts as required, and their proper audit.

**4.4.4 Audit.** The DLB shall authorise on at least an annual basis:

- 4.4.4.1 a consolidated audit of all or part of the District's funds, including subsidiary accounts, in which case the audit costs may be apportioned across relevant District activities based on a fair and reasonable base such as turnover on the relevant accounts.
- 4.4.4.2 where the operation of separate bank accounts has been approved, the DLB shall require the responsible committee to provide the District Finance Committee with a copy of its accounts and an auditor's certificate, at its own expense, by 15 August each year.

**4.5 Audited Statement of District Finances.**

The District Governor must supply an audited annual statement of the District finances to each Member Club in the District within twelve (12) months of the completion of the Governor's year in office. This audited annual statement shall also be presented and discussed at the District Annual General Meeting. The auditor is required to be a registered auditor.

**4.6 District Operating Fund.**

**4.6.1 Income of the Fund**

**4.6.1.1 The District Operating Fund shall be financed by:**

- a. all Member Clubs in the District by way of a single annual per capita levy based on the active membership of those Clubs as listed by Rotary International as at the 1<sup>st</sup> July each year.
- b. surplus funds from District activities
- c. donations by individuals or organizations
- d. interest earned; and
- e. any other income deemed by the DLB to be legitimate district income.

**4.6.1.2 District Dues.** The per capita levy shall be referred to as 'District Dues'. The amount of District Dues for the new Rotary year shall be decided by a meeting of Presidents Elect of Member Clubs at the District Assembly preceding that year. The District Budget incorporating District Dues shall be circulated to President Elects 60 days prior to District Assembly. Presidents Elect of Member Clubs are to present the District budget to their Club prior to the District Assembly.

**4.6.1.3 Approval of District Budget.** The District Budget must be approved by at least a three-fourths majority of Presidents Elect votes accepted at a General Meeting of the District held at the main District Assembly. Presidents Elect can vote in person, by proxy or electronic voting.

Where the President Elect is excused from attending the main District Assembly by the District Governor Elect, Presidents Elect of Clubs may appoint a Rotarian attending the main District Assembly to vote on their behalf and may instruct such proxy as to how to vote.

**4.6.1.4 Electronic voting.** The option to vote by electronic means shall be dispatched to President Elects 60 days prior to the main District Assembly together with the District Budget.

In order to be counted, votes cast by electronic means must be lodged with the District Secretary no later than 48 hours prior to the main District Assembly.

The results of the electronic voting shall be declared by the District Secretary after the determination of the results and announced at the main District Assembly.

The non-receipt by a President Elect of the electronic communication advising of the electronic voting processes and procedures shall not invalidate the vote.

#### **4.6.1.5 Invoicing and Payment of Dues.**

- a. Invoices for District Dues issued to Member Clubs will be due from 1<sup>st</sup> July, and Member Clubs shall pay District Dues to the District within ninety days of the date of issue of invoices.
- b. Any dues outstanding by 30th September of that year may incur an additional administration fee as set by the District Finance Committee to cover the additional cost of collection.
- c. No pro-rata dues will apply to new members joining after 1 July nor will credits be applied for members leaving after 1 July.

**4.6.1.5 Levy Mandatory.** All Clubs in the District must pay the per capita levy. Once the Rotary International Board receives certification from the Governor that a club has failed to pay the levy for more than six months, it may suspend Rotary International services to the club while the levy remains unpaid, provided that the District fund has been operated as herein provided. Any club that fails to pay its approved contributions to the District fund may have its membership in Rotary International suspended or terminated by the Rotary International Board. Clubs may only participate in voting for the member and alternate member of the nominating committee for director, for the selection of the Governor Nominee, or by electors at a District conference, if they have paid their District dues and are not indebted to the District as determined by the District Governor.

#### **4.6.2 District Operating Expenditure.** District Operating Expenditure may include reasonable expenses such as:

- 4.6.2.1 Expense allowances for the District Governor, District Governor Elect and District Governor Nominee.
- 4.6.2.2 Expenditures necessarily incurred by District or other authorized committees or officers.
- 4.6.2.3 Rotary International protocol, including expenditure by the District Governor on other items directly related to the District, including any official visit to the District of a President of Rotary International or his/her representative.
- 4.6.2.4 District conferences and assemblies.
- 4.6.2.5 All District training.
- 4.6.2.6 District publications, such as district directories.
- 4.6.2.7 District insurance, property or paraphernalia, including acquisition and maintenance of National Flags, Rotary Wheels and other District emblems or property.
- 4.6.2.8 Reimbursement of economy class return airfare and reasonable accommodation expenses incurred by the District Governor and partner, District Governor Elect and partner, District Governor Nominee and partner, in attending the Zone Regional Institute and Pre Institute Training.
- 4.6.2.9 Reimbursement of economy class return airfare and reasonable accommodation expenses of Rotarians appointed by the District Governor to attend Zone Development Seminars (in which case costs are to have prior approval of the DLB).
- 4.6.2.10 An annual expense allowance for office bearers and Area Governors as approved by the DLB.



- 4.6.2.11 Any other expenditure deemed by the DLB to be legitimate District expenditure.

**4.7 Special District Funds.** The following Special District funds and accounts may be established either in the District Operating fund, or if approved in accordance with 4.3.2 above, as a separate banking account.

**4.7.1. The Rotary District 9510 Disaster Fund.** There may be a Disaster Fund established and operated in District 9510 to be known as the "Rotary District 9510 Disaster Fund" on the following basis:

- 4.7.1.1 **Purpose.** The Disaster Fund shall be used for the purpose of making donations and facilitate projects in the name of "Rotary District 9510", to appeals to alleviate distress following disasters, such as floods, fires, earthquakes etc., in Australia.
- 4.7.1.2 **Amount of Fund.** The Disaster Fund shall be maintained at an amount of at least \$15,000 and if the amount falls below \$15,000 in any one year, it would be reimbursed by; contributions from individuals clubs, conduct of an appeal or calls for/promotion of regular donations, and funds accrued through prudent financial management.
- 4.7.1.3. **Donations in the Name of Rotary District 9510.** Donations will be from Clubs and individuals and must include for later accountability; date of financial contribution, contributor name and the purpose/event if specified for which the donation was made.
- 4.7.1.4 **Administered by District Leadership Board.** The Disaster Fund shall be administered by the DLB with consultation from the Disaster Recovery Committee. Notwithstanding, the District Governor has a discretionary power to allocate up to \$5000 without additional approval for a particular event.
- 4.7.1.5 **Investments and Interest Earned.** The Disaster Fund may be invested in an Australian Deposit Institute Account, at the discretion of the DLB on the recommendation of the DFC.
- 4.7.1.6 **Report by District Leadership Board.** The DLB shall report on the Disaster Fund's activities at each Annual General Meeting. Such report will be included in the Annual Report of the District's finances.

**4.7.2 The Rotary District 9510 Foundation Account.** This account is primarily for the receipt and disbursement of moneys relating to District Grants. It may also be used for the receipt and disbursement of funds contributed by Clubs in support of Global Grants. Funds deposited in this account may be disbursed with the approval of all of the District Governor, the District Rotary Foundation Committee Chair and the District Grants Committee Chair.

## **4.8 District Property**

**4.8.1 The District Governor shall appoint a District Property Officer.**

**4.8.2 The duties of the District Property Officer are:**

- 4.8.2.1 Oversee and be responsible to the DLB for all district property.
- 4.8.2.2 Keep and maintain a list of all district property, including property on loan.
- 4.8.2.3 Ensure that all district property is valued adequately and insured.
- 4.8.2.4 Prepare an annual budget, before 31st January each year, for the purchase, repair or replacement of property as required for inclusion in the District Budget.

- 4.8.2.5 Encourage Clubs to make use of District property and to share their property with other Clubs in the District.
- 4.8.5.6 Report on the above duties quarterly to the District Finance Committee.

## 5. SELECTION OF DISTRICT GOVERNOR

### 5.1 Selection Committee.

#### 5.1.1 Formation and Structure.

The District Selection Committee, which shall be charged with the duty to seek out and propose to Rotary International the best available candidate for District Governor Nominee for the following Rotary year.

- 5.1.1.1 current District Governor;
- 5.1.1.2 current District Governor Elect;
- 5.1.1.3 current District Governor Nominee;
- 5.1.1.4 two most recent, and available, Past District Governors and
- 5.1.1.5 two District representatives of Member Clubs who are not past District Governors.

**5.1.2 Selection Committee Chairperson.** The Selection Committee Chairperson shall be the District Governor Nominee or in the absence of the District Governor Nominee, the Selection Committee shall elect a Chairperson.

**5.1.3 Vacancies on Selection Committee.** If a vacancy occurs during the term of the Selection Committee, the District Governor shall appoint a qualified Rotarian to fill the vacancy.

**5.1.4 Convening and Quorum at Selection Committee Meetings.** The District Governor shall call meetings of the Selection Committee. Five Selection Committee members shall form a quorum at any meeting of the Committee.

### 5.2 District Representatives on Selection Committee

**5.2.1 District Representatives.** A Representative of a Member Club can be nominated by the club or self-nominate to be a District Representative on the Selection Committee for a period of two (2) years. Past District Governors are ineligible to be nominated.

**5.2.2 Nomination for District Representatives.** On or before 15<sup>th</sup> January, the District Governor shall require Member Clubs to submit to the District Governor Elect the name of any consenting Past President or President whom they desire to nominate as a member of the Selection Committee. Nominations will close no later than 15<sup>th</sup> February.

**5.2.3 District Representative Selection.** In the event of requiring a ballot to determine the representatives, the District Governor shall require the Deputy Governor Areas to conduct a ballot by 1st March. The ballot shall be between the Area Governors. The nominees gaining the most votes will be elected to the Selection Committee.

### 5.3 Nomination Process – District Governor Nominee.<sup>3</sup>

**5.3.1 Invitation to Submit Names of Candidates.** At least two months prior to the closing date for District Governor nominations, the District Governor shall invite Club Presidents, in writing, to submit for consideration of the Selection Committee names of candidates who are prepared to stand for the position of District Governor. The Governor's letter will explain the role and responsibilities associated with the position of District Governor.

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<sup>3</sup> Refer to RI Bylaws Article 12 for further procedures

- 5.3.2 Closing date for District Governor Nominations.** Nominations shall be returned to the District Governor not later than 1st March (or such earlier date as determined by the District Governor). The Selection Committee shall not be limited in its selection to the candidates submitted by Clubs. The Committee shall nominate the best qualified Rotarian who is available to serve as Governor. (RI Bylaw 12.030.4)
- 5.3.3 Biographical form for each Candidate.** The District Governor will then send to each candidate a standard biographical form that allows the candidate to outline his or her Rotary, business and civic record and other relevant information. These forms and a current photograph of the candidate shall be returned to the District Governor within one month of the determined closing date (ie: 1 April, or such earlier date as determined by the District Governor).
- 5.3.4 Information circulated to Committee Members.** The District Governor Nominee shall circularise to each member of the Selection Committee the names, standard biography and relevant details of each candidate for the office of District Governor Nominee.
- 5.3.5 Meeting of Selection Committee.** The District Governor Nominee shall on or before the first Saturday in April convene a meeting of the Selection Committee to consider the nominations received.
- 5.3.6 Endorsement of Candidate.** The Selection Committee's recommended candidate shall be endorsed by an absolute majority of Selection Committee Members.
- 5.3.7 Procedure where Selection Committee in Agreement.** In the event of the Selection committee agreeing to the suitability of one of the candidates, his/her name shall be published in accordance with Rotary International Bylaw 12.030.5.
- 5.3.8 Procedure where Selection Committee Not in Agreement.** In the event of the Selection Committee not agreeing on the suitability of any of the candidates presented, they shall proceed to obtain and nominate a candidate in accordance with Rotary International Bylaw 12.030.6.
- 5.3.9 Canvassing Disqualification.** No Rotarian shall canvass or campaign for any elective position in Rotary International nor allow campaigning on his/her behalf, nor shall any brochures, literature or letters other than what is specifically provided for in the Bylaws of Rotary International, be distributed by a Rotarian or on his/her behalf to any Club or member of a Club.
- 5.3.10. Challenging Nominations.** Rotary International Manual of Procedures, Only Clubs who have nominated a candidate are eligible to challenge the selection made by the Selection Committee. Rotary International Bylaws 12.030.9

## 6. DEPUTY GOVERNORS

- 6.1 Deputy Governors** Two Rotarians will be appointed as Deputy Governors by the District Governor in consultation with the DLB, to assist in the administration of the District. Each to serve a maximum term of two years.
- 6.2 Deputy Governor Resources** The Deputy Governor Resources will coordinate the work of the District Committees and their relationship with Clubs. The Deputy Governor Resources will chair the Club Resources and Support committee which will meet not less than four times a year. The membership of that committee will be:
- District Governor Elect
  - District Governor Nominee
  - The Rotary Foundation Chair
  - Governance Chair – Risk, Insurance & Protection
  - Learning and Development Chair
  - Youth Programs Chair (including Youth Exchange, RYLA etc)
  - Future Directions and Diversity Chair (Membership)
  - Communications Chair (including Digital Communications and Public Image)
  - Partnerships Chair (Community, Vocational and Local Government)

- j. International Chair
- k. Culture and Ethics Chair
- l. Rotaract Chair
- m. Alumni Chair

**6.3 Deputy Governor Areas.** The Deputy Governor Areas will coordinate the Area Governors and chair Areas committee which will meet not less than four times a year. The membership of the Areas committee will be:

- a. District Governor Elect
- b. District Governor Nominee
- c. All Area Governors

## 7. AREAS, AREA GOVERNORS AND AREA COMMITTEES

- 7.1** Clubs will be grouped into a number of Areas, with each Area being represented by an Area Committee comprising all the Club Presidents and chaired by the Area Governor. Such grouping of Clubs to Areas will be subject to annual review.
- 7.2** The Area Committee will provide opportunities for all Clubs to work together and have a meaningful involvement in the running of Rotary in the District. The Committee will work with their Area Governor to assist Clubs become more vibrant, innovative, flexible, enticing and grow Rotary membership.
- 7.3** The Area Governor will be responsible for fulfilling the roles and functions outlined by Rotary International and those tasks assigned by the Deputy Governor Areas or the District Governor.
- 7.4** The Area Governor may serve a term of up to 3 years.
- 7.5** Nominations for Area Governors will be sought from all Clubs and individuals with nominees not necessarily having to come from a Member Club in the Area.
- 7.6** The Deputy Governor Areas will oversee the process of obtaining nominations and advise the District Governor, District Governor Elect and the nominee's club, of a recommended candidate for their approval.
- 7.7** Following approval, the Deputy Governor Areas will advise the club presidents in the Area of the proposed appointment with an opportunity for any objection to be received.

## 8. GENERAL MEETINGS

### 8.1 General Meetings (GM):

- 8.1.1 The DLB must convene an Annual General Meeting (AGM) by 30 November each year;<sup>4</sup>
- 8.1.2. The Business session conducted at the District Conference shall be considered a General Meeting of the District.
- 8.1.3 At any time a Special General Meeting may be convened.
- 8.1.4 A General Meeting may adopt recommendations upon matters of importance in the District, provided such action shall be in accordance with the Constitution and Bylaws of Rotary International and in keeping with the spirit and principles of Rotary and in compliance with the relevant State and Commonwealth Legislation.

### 8.2 Resolutions

The Annual General Meeting shall consider and act upon all matters submitted to it for consideration by the Board and may adopt Resolutions thereon.

<sup>4</sup> Section 23 of the Act - A longer time period of 18 months is allowable for the first meeting after incorporation. Thereafter, any later date must be allowed by the Commissioner, in each particular case, given advanced notice in writing.

### 8.3 Electors

6.3.1 Each Club in the District shall select, certify and send to a General Meeting one voting delegate up to the first 25 of its members and an additional voting delegate for every additional 25, or major fraction thereof (38-49), of its members. Such membership shall be determined by the number of members in the Club as of the most recent semi-annual payment preceding the convening of the General Meeting.

6.3.2 Each Club in the District, which has no outstanding indebtedness to Rotary International for more than six months preceding that in which the Conference is held, shall be entitled to at least one delegate. Each delegate shall be a member of the Club. A delegate present at the Annual General Meeting shall vote at meeting, however a Club may elect to vote by electronics means such as email.

### 8.4 Procedure relating to Resolutions

The procedure relating to Resolutions and other items for consideration by the Annual General Meeting or General Meeting shall be:

**8.4.1 Proposed Resolutions submissions.** Proposed Resolutions, or matters for consideration at the Annual General Meeting or the Conference, shall be submitted to the Governor in writing not less than eight (8) weeks before the date of the AGM or Conference respectively.

**8.4.2 Proposed Resolution compliance.** All such proposals shall then be referred to a District Resolutions Committee appointed by the Governor. Such committee appointed by the Governor shall ensure that the proposals are in accordance with the Constitution and Bylaws of Rotary International and compliant with the Incorporation of Associations Act 1985, as amended.

**8.4.3 Manner of drafting Resolutions.** All such proposals shall be in keeping with the spirit and principles of Rotary and worded in such a manner that their intention is clear and capable of implementation along correct lines, if adopted by the Annual General Meeting or the Conference respectively.

**8.4.4 Proposals to be circulated.** The proposal, in amended form, if considered necessary or desirable by the Resolutions Committee, or the Governor, shall then be circulated to all Clubs in the District not less than four weeks before the date of the Conference or Annual General Meeting.

**8.4.5 Proposals to be discussed.** Clubs shall ensure that such proposals are discussed at Club level before the Annual General Meeting or Conference, as may be applicable. Delegates are permitted to participate and vote according to their best judgment after taking into consideration any views of the club, the debate and discussion at the General Meeting.

**8.4.6 Additional Resolutions from the Floor.** Resolutions other than those dealing with changes to these Bylaws may be accepted from the floor at the discretion of the Governor.

### 8.5 Proper Records of Resolutions

District Governor shall appoint The District Resolutions Committee which shall ensure that:

**8.5.1 Proper Records.** Proper records are kept of all Resolutions affecting District affairs; and

**8.5.2 Copy of Resolutions to be sent.** A copy of each such resolution is forwarded to the District Governor-Elect and all Clubs in the District as soon as practicable after the Annual General Meeting or the Conference at which it is adopted, and not later than two months after the AGM or Conference.

**8.5.3 Voting.** Notwithstanding the generality of 8.1, except for voting on constitutional matters, when the normal club delegate voting system shall apply, a majority vote shall be required to adopt a proposed resolution.

## 9. POLICIES

### 9.1 Policies

The District may establish policies to assist in good administration of the District. The policies shall be available to members.

Clubs may put forward policies for adoption at a general meeting.

The DLB may also put forward policies for adoption at a general meeting.

The DLB shall keep all policies in a file accessible to Rotarians in the District.

## 10. AMENDMENTS

### 10.1 Alteration to Bylaws

An alteration to these Bylaws may be made by a special resolution of the Annual General Meeting or a Special General Meeting convened for that purpose.

### 10.2 Number of Voting Members.

These Bylaws may be amended by the affirmative vote of simple majority of voting members.

### 10.3 - Who May Propose.

Amendments to these Bylaws may be proposed only by a Member Club or the DLB.

### 10.4 Procedure.

**10.4.1 Delivery of proposal for amendments.** Any proposal to amend these Bylaws 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.

**10.4.2 Notice mailed to Clubs.** 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.

**10.4.2 Consideration of Proposals.** The meeting shall consider and act upon each duly proposed amendment transmitted to it and any amendment thereof.

## 11. CHANGES TO ROTARY INTERNATIONAL MANUAL OF PROCEDURE

**11.1** When as a result of enactments of the Council on Legislation, changes in sections of the Constitution or Bylaws of Rotary International occur, the District Governor, with advice from the District Legislation Committee is hereby empowered to alter and/or amend District 9510 Bylaws so

as to bring the District Bylaws into conformity with the Constitutional Documents of Rotary International.

For Approval