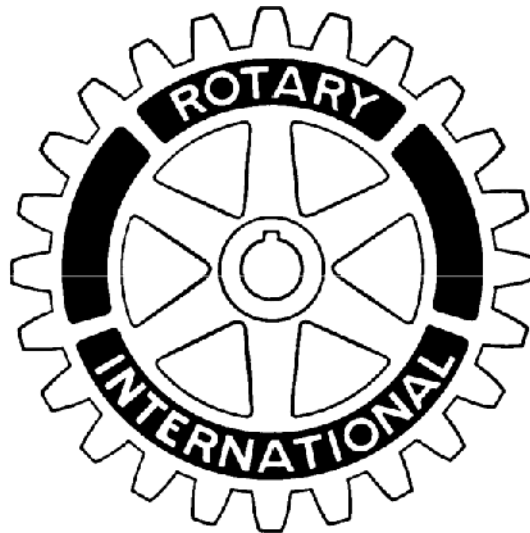


# **ROTARY INTERNATIONAL DISTRICT 9685 Inc.**

**ABN 21 256 46 8 211**

**INC 1300492**



## **CONSTITUTION**

This Constitution was adopted at a Special General Meeting of representatives from Clubs forming Rotary International District 9685 Inc. held at Hornsby RSL Club on Saturday, 3 October 2015

Changes to this Constitution were made at a Special General Meeting of RI District 9685 Inc. held on Saturday, 1 April 2017 at Macquarie Graduate School of Management

These changes have been registered with NSW Fair Trading and take effect from 26 April 2017

# DISTRICT 9685 CONSTITUTION

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## PART 1 - PRELIMINARY

### 1. Definitions

- (1) In this Constitution:
  - (i) "**the Act**" means the Associations Incorporation Act 2009 (NSW )  
"**the Regulation**" means the *Associations Incorporation Regulation 2016*;
  - (ii) "**Annual Resolutions Session**" is where any proposed District Resolutions are discussed and voted on by the Duly Appointed Representatives of the Members;
  - (iii) "**Association**" means Rotary International District 9685 Inc.;
  - (iv) "**Board**" means the Board of Directors of Rotary International;
  - (v) "**Club**" means a Rotary Club, being a member of Rotary International District 9685 Inc.;
  - (vi) "**Club President**" or "**President**" means the person duly elected from time to time by each Rotary Club within Rotary International District 9685 Inc.;
  - (vii) "**Club Representatives**" means Rotarians from Clubs of District 9685 elected to the Committee of the Association in accordance with Policy and Procedures (or District Regulations);
  - (viii) "**Commissioner**" means the Commissioner of NSW Fair Trading;
  - (ix) "**Committee**" means the Committee under Clause 5 of this Constitution;
  - (x) "**Committee of the Association Policy and Procedures**" means the record of standing decisions made by the Committee of the Association that provide additional support in the administration of the District and which may be amended by the Committee from time to time;
  - (xi) "**Council on Legislation**" is the legislative body of RI as provided for in the RI Constitution and Bylaws;
  - (xii) "**District**" means District 9685 as approved from time to time by RI;
  - (xiii) "**District Activity**" means an activity or project approved by the Members;
  - (xiv) "**District Governor**" means the Governor of Rotary International District 9685 Inc. as approved from time to time by RI and is recognised by RI as the highest ranking officer of the District;
  - (xv) "**District Governor-Elect**" means the incoming Governor of Rotary International District 9685 Inc. as approved by RI whose term follows that of the Governor;
  - (xvi) "**District Governor-Nominee**" means the Governor of Rotary International District 9685 Inc. as approved by RI whose term follows that of the Governor-Elect;
  - (xvii) "**District Program**" means a continuing program approved by the Members having an Avenue of Service Committee and which may be eligible for District funding in terms of that approval;
  - (xviii) "**District Secretary**" means:
    - (a) The person holding office under this Constitution as Secretary of the Association, or
    - (b) If no such person holds that office, the Public Officer of the Association;
  - (xix) "**Duly Appointed Representative**" means a Rotarian who has

been elected by their Club to represent their Club at an Annual General Meeting or a Special General Meeting of the Association;

- (xx) **“General Secretary”** means the General Secretary of RI;
  - (xxi) **“Member”** (of the Association) means a Rotary Club that is designated to be in District 9685, pursuant to the RI Constitutional Documents;
  - (xxii) **“Ordinary member”** means a member of the Committee who is not an Officer of the Association as referred to in Clause 5;
  - (xxiii) **“Public Officer”** means the Rotarian appointed pursuant to Clause 49;
  - (xxiv) **“RI”** means Rotary International;
  - (xxv) **“RI Constitutional Documents”** means the RI Constitution, RI Bylaws and Code of Policies as amended from time to time;
  - (xxvi) **“Rotarian”** means a person who holds an active membership of a Rotary Club in District 9685;
  - (xxvii) **“Special General Meeting”** means a general meeting of the Association other than an Annual General Meeting;
  - (xxviii) **“Special Resolution”** requires not less than 21 days written notice to the members of the Association to propose the resolution and passed with not less than three quarters of the votes of the members present in person and being entitled to vote;
  - (xxix) **“The District Regulations”** means the District 9685 Regulations as amended from time to time;
  - (xxx) **“Year”** means financial year ending 30 June.
- (2) In this Constitution:
- (i) a reference to a function includes a reference to a power, authority and duty; and
  - (ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
  - (iii) Use of the word “he” also implies “she” where appropriate.
- (3) The provisions of the Interpretation Act 1987 apply to and in respect of this Constitution in the same manner as those provisions which so apply if this Constitution were an instrument made under the Act. Further where any provision of this Constitution is not in conformity with the RI Constitutional Documents the latter shall prevail to the extent permitted by the Act.

## **2. Name**

The name of this Association is Rotary International District 9685 Inc. (in this Constitution called “District”)

## **3. Objects**

The Objects of the Association are to:

- (1) Provide for the efficient administration and governance of the Clubs within the District by RI and the District Governor; and
- (2) To help and assist the Clubs within the District advance the Objects of Rotary; and
- (3) To be a non-profit, non-share capital and not-for-profit Association paying no dividend and no part of its money, property or other assets to its Members, Officers or Committee.

## **PART 2 - MEMBERSHIP**

### **4. Officers**

The Officers of the Association must be Rotarians who are members of a Club in the District and shall be:

- (1) The District Governor; who shall serve as Chair of the Committee
- (2) The District Secretary;
- (3) The District Treasurer;

### **5. Committee**

The Committee of the Association shall be:

- (1) The Officers;
- (2) Club Representatives (five);
- (3) The District Governor-Elect;
- (4) The District Governor-Nominee;
- (5) The most recent Past District Governor willing to serve on the Committee.

### **6. Members**

The Members of the Association shall be:

- (1) Comprised of, and limited to, all Rotary Clubs that are designated to be in District 9685 pursuant to the RI Constitutional Documents at the time of the incorporation.
- (2) Any Rotary Club added by RI and allocated to District 9685 is immediately and automatically a Member, pursuant to the RI Constitutional Documents.

### **7 (a). Committee - Cessation of Membership**

- (1) A person ceases to be a member of the Committee if the person:
  - (i) dies; or
  - (ii) resigns from the Committee; or
  - (iii) resigns Club membership and does not join another Club in the District within 14 days; or
  - (iv) ceases to hold the office to which they had been appointed or elected

### **7 (b). Members of the Association - Cessation of Membership**

- (1) A Club immediately and automatically ceases to be a Member of the Association if it is terminated or removed from the District or its charter is withdrawn by RI.  
A Club that is suspended by RI will have only those rights of membership afforded by the RI Constitution.

### **8. Membership - Entitlements not transferable**

A right, privilege or obligation which a Club has by reason of being a Member of the Association:

- (1) Is not capable of being transferred or transmitted to another Club; and
- (2) Terminates on cessation of the Club's membership.

**9. Members - Register of**

- (1) The District Secretary must establish and maintain a register of the Committee members and Members specifying the name and address of each Committee member and Member who belongs to the Association.
- (2) The register of Members plus all District and Club office bearers is also required to be produced in the form of a directory by the Association and circulated as considered necessary by the District Governor.

**10. Members – Liabilities**

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of District Dues as required by Clause 35.

**11. Arbitration and Mediation**

Any disputes involving any of the Association, Members of the Association or the Committee shall be dealt with pursuant to the RI Bylaws.

**PART 3 - MEETINGS**

**12. District Conference and Annual Resolutions Session**

- (1) Time and Place
  - (i) the District Conference shall be held annually at a time and place as decided by the District Governor-Elect and the incoming Club Presidents.
  - (ii) the District Conference dates shall not conflict with the Rotary Zone Institute, the District Assembly, the International Assembly, or RI Convention.
- (2) The District Regulations on proposed District Resolutions, and Resolutions and Enactments and Memorials to RI, shall make provision for the procedure, actions, reporting of and voting at the District Conference or at the Annual General Meeting and shall conform with the RI Constitutional Documents.

**13. Annual General Meetings - Holding of**

- (1) With the exception of the first Annual General Meeting of the Association the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year, convene an Annual General Meeting of the Association.
- (2) The Association shall hold its first Annual General Meeting:
  - (i) within the period of 18 months after its incorporation under the Act; or
  - (ii) concurrently with, and at, the annual District Conference.
- (3) Clauses 13 (1) and (2) have effect subject to any extension or permission granted by the Minister under section 37(2b) of the Act.

**14. Annual General Meetings - Calling of and Business at**

- (1) The Annual General Meeting of the Association shall, subject to the Act and to Clause 13, be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an



General Meeting, the business of an Annual General Meeting is to include the following:

- (i) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - (ii) to receive and adopt the audited financial statements for the preceding financial year pursuant to section 48 of the Act;
  - (iii) to receive annually from the District Governor a report to the Members on the status of the Association.
  - (iv) to receive from the Committee and sub-Committees reports on the activities of the Association during the last preceding financial year;
  - (v) to receive and consider any proposed amendments to the District Regulations.
- (3) An Annual General Meeting must be specified as such in the notice convening it.

**15. Special General Meetings - Calling of**

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Committee must, on the requisition in writing of at least one tenth of the total number of Members, convene a Special General Meeting of the Association.
- (3) A requisition of Members for a Special General Meeting:
  - (i) must state the purpose or purposes of the meeting; and
  - (ii) must be signed by the President and Secretary of the Members making the requisition; and
  - (iii) must be lodged with the District Secretary.
- (4) If the Committee fails to convene a Special General Meeting within 1 month after that date on which a requisition of Members for the meeting is lodged with the District Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting convened by a Member or Members as referred to in Clause 15 (4) must be convened as nearly as is practicable in the same manner as Special General Meetings are convened by the Committee and any Member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.
- (6) For the purposes of subclauses (2) and (3):
  - (i) a requisition may be in electronic form, and
  - (ii) a signature may be transmitted, and a requisition may be lodged, by electronic means.

**16. Notice of Meetings**

- (1) Except if the nature of the business proposed to be dealt with at a Special General Meeting requires a Special Resolution of the Association, the District Secretary must, at least 14 days before the date fixed for the holding of the Special General Meeting, cause to be sent to each Member at the Member's address appearing in the register of Members or to the email address of the Member's Secretary, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a Special General Meeting requires a Special Resolution of the Association, the District

Secretary shall at least 21 days before the date fixed for the holding of the Special General Meeting, cause notice to be sent to each Member in the manner provided in Clause 16 (1) specifying, in addition to the matter

required under Clause 16 (1), the intention to propose the resolution as a Special Resolution.

- (3) No business other than that specified in the notice convening a Special General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Clause 14 (2).
- (4) A Member desiring to bring any business before a Special General Meeting must give notice in writing of that business to the District Secretary who must include that business in the next notice calling a Special General Meeting given after receipt of the notice from the Member. Notice of any business must be given at least 30 days prior to the next Special General Meeting.

#### **17. Procedure at Meetings and Quorum**

- (1) No item of business shall be transacted at a Special General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) One half of the Members (being the Duly Appointed Representatives entitled under this Constitution to vote at a Special General Meeting) constitutes a quorum for the transaction of the business of a Special General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a Special General Meeting a quorum is not present, the meeting:
  - (i) if convened upon the requisition of Members is to be dissolved; and
  - (ii) in any other case is to stand adjourned to the same day in the following week at the same time and (unless another place or time is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than one quarter of the Duly Appointed Representatives entitled under this Constitution to vote at a Special General Meeting) shall constitute a quorum.

#### **18. Presiding Chair**

- (1) The District Governor or, in the District Governor's absence, the District Governor-Elect or in the District Governor-Elect's absence, the District Governor-Nominee, is to preside as chair at each Special General Meeting of the Association.
- (2) If the District Governor, the District Governor-Elect or the District Governor-Nominee is absent or unwilling to act as chair, then the meeting shall appoint one of the Member's Duly Appointed Representatives to preside as chair at the meeting.

#### **19. Adjournment**

- (1) The chair of a Special General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a Special General Meeting is adjourned for 14 days or more, the District Secretary shall give written notice of the adjourned meeting to each Member

stating the place, date and time of the adjourned meeting and the nature of the business to be transacted at the meeting.

- (3) Except as provided in Clause 19 (1) and Clause 19 (2), notice of an adjournment of a Special General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **20. Making of Decisions**

A question arising at a Special General Meeting of the Association is to be determined on a show of hands and a declaration by the chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost. An entry to that effect in the minute book of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

## **21. Special Resolution**

A resolution of the Association is a Special Resolution:

- (1) If it is passed by a majority that comprises not less than three-quarters of the Members present and being entitled under this Constitution so to do, who voted in person at a Special General Meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with this Constitution; or
- (2) Where it is made to appear to NSW Fair Trading that it is not practicable for the resolution to be passed in the manner specified in Clause 21 (1) the resolution may be passed in a manner specified by NSW Fair Trading.

## **22. Voting**

- (1) On any question arising at a Special General Meeting of the Association, each Member (being a Club) has one vote together with one additional vote per every block of 25 members of the Club, or major fraction thereof, in excess of 25 members.
- (2) All votes must be given personally.
- (3) A chair of the meeting, appointed under Clause 18 (2) is entitled to exercise their vote as a Duly Appointed Representative.
- (4) To pass a motion or a resolution (excluding a Special Resolution) a majority of at least two-thirds of the Members' Duly Appointed Representatives is required.

**PART 4 -THE COMMITTEE AND SUB-COMMITTEES**

**23. Powers of the Committee**

Subject to the Act, the Regulations, the RI Constitutional Documents, and this Constitution and to any resolution passed by the Association at a Special General Meeting, the Committee:

- (1) Is to control and manage the affairs including the financial affairs of the Association, to assist the District Governor, the District Governor-Elect and the District Governor-Nominee in all aspects of the administration and governance of the Association;
- (2) May exercise all such functions as may be exercised by the Association other than those functions that are required by this Constitution to be exercised:
  - (i) by a Special General Meeting of Members; or
  - (ii) by the District Governor as required by the RI Constitutional Documents and this Constitution;
- (3) Has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.
- (4) Has power to plan, develop and implement policies:
  - (i) for the training of present and future office holders of the District and Clubs;
  - (ii) for District Activities and/or Programs;provided always that such Policies are in accordance with the RI Constitutional Documents.

**24. District Secretary and District Treasurer**

The District Governor Elect's District Secretary and District Treasurer shall be appointed by the District Governor-Elect prior to his/her year of taking office in accordance with the RI Constitutional Documents.

**25. District Secretary**

- (1) The District Secretary shall, as soon as practicable after being appointed as District Secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the District Secretary to keep minutes of:
  - (i) all appointments of officer-bearers and members of the Committee;
  - (ii) the names of members of the Committee present at a Committee meeting or a Special General Meeting; and
  - (iii) all proceedings at Committee meetings and Special General Meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chair of the meeting or by the chair of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

**26. District Treasurer**

It is the duty of the District Treasurer to ensure:

- (1) That all money due to the Association is collected and received and that all payments authorised by the Committee are made; and
- (2) That correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association; and
- (3) That the audit of all the Association accounts is carried out within the timeframes required by the law and the RI Constitutional Documents.

**27. Casual Vacancies**

For the purpose of this Constitution, and subject to the RI Constitutional Documents, a casual vacancy in the office of a member of the Committee occurs if the member:

- (1) Dies; or
- (2) Ceases to be a member of a Club within the District; or
- (3) Is or becomes an insolvent under administration within the meaning of the [Corporations Act 2001](#) of the Commonwealth ; or
- (4) Is convicted of an indictable offence; or
- (5) Resigns office by notice in writing given to the District Secretary; or
- (6) Is removed from office; or
- (7) Becomes mentally incapacitated person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (8) Is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months, or
- (9) Is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the [Corporations Act 2001](#) of the Commonwealth

**28. Meetings and Quorum**

- (1) The Committee must meet at least 6 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee shall be given by the District Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under Clause 28 (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 6 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee, provided always that one of such members of the Committee is either the District Governor; the District Governor-Elect, the District Governor-Nominee or the most recent Past District Governor willing to serve.

- (6) No business is to be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
  - (i) the District Governor or, in the District Governor's absence, the District Governor-Elect or, in the District Governor-Elect's absence, the District Governor-Nominee shall preside; or
  - (ii) if the District Governor, the District Governor-Elect or the District Governor-Nominee is absent or unwilling to act such, one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

### **Use of technology at committee meetings**

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **29. Delegation by Committee to sub-Committee**

- (1) The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of such person or persons who are Rotarians in good standing and with skills the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
  - (i) this power of delegation; and
  - (ii) a function which is a duty imposed on the Committee by the Act or by any other law including the RI Constitutional Documents.
- (2) A function, the exercise of which has been delegated to a sub-Committee under this Clause may, while the delegation remains un-revoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function that is the subject of the delegation or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this Clause, the Committee may continue to exercise any function delegated.
- (5) Any decision, ruling or act made or done by a sub-Committee acting in the exercise of a delegation under this Clause has the same force and effect as it would have if it had been made or done by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Clause.
- (7) A sub-Committee may meet and adjourn as it thinks proper.

### **30. Voting and Decisions**

- (1) Questions arising at a meeting of the Committee or any sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting; provided that the District Governor, in the event of an equality of votes on any question, may exercise a casting vote on all items of business whether at a Committee or sub-Committee meeting.



- (2) Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, in the absence of the District Governor the person presiding may exercise a casting vote.
- (3) Subject to Clause 28 (5), the Committee may act notwithstanding any vacancy on the Committee.
- (4) Any decision, ruling or act made or done by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.

**31. Selection of District Governor-Nominee**

The selection of a District Governor-Nominee shall be carried out in accordance with the RI Constitutional Documents and the District Regulations.

**PART 5 - DISTRICT FINANCES, FEES AND DUES**

**32. District Administration Account (DAA)**

There shall be established and maintained for the purpose of the administration and development of the District an account known as "Rotary International District 9685 Inc. - Administration Account" which shall be administered in accordance with the District Regulations.

**33. District Reserve Fund (DRF)**

There shall be established and constituted a District Reserve Fund for the maintenance of a reserve which shall be administered in accordance with the District Regulations and the RI Constitutional Documents.

**34. Creditors**

Any expenditure incurred for a District or multi-District project, shall be paid promptly to protect Rotary's good name.

**35. District Dues**

- (1) The District Administration Account shall be financed by all Clubs in the District by way of a per capita levy (called District Dues) on the members of those Clubs. The amount of the levy shall be decided at:
  - (i) the District Assembly upon the approval of three-quarters of incoming Club Presidents present, provided that where a President-Elect is excused from attending the District Assembly by the District Governor-Elect in accordance with Article 10 section 5 (c) of the standard Club Constitution, the designated representative of the President-Elect shall be entitled to vote in the President-Elect's place
- (2) District Dues are mandatory on all Clubs of the District. The District Governor shall certify to the RI Board the name of any Club that has failed for more than six months to pay such levy. The RI Board may suspend the services of RI to the delinquent Club while the levy remains unpaid.

**36. Audited Statement of Association Finances**

The District Governor must provide an audited annual statement of the Association finances to each Member within three months of the completion of the District Governor's year in office. This audited annual statement shall also be presented, discussed (if need be) and formally adopted at the following Annual General Meeting.

**37. Funds - Source**

- (1) The funds of the Association are to be derived from levies under Clause 35 from Clubs, donations or such other sources as the Committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

**38. Funds - Management**

- (1) Subject to any resolution passed by the Association in a Special General Meeting the funds of the Association are to be used in pursuance of the Objects of the Association in such manner as the Committee determines.
- (2) All cheques, drafts and other negotiable instruments must be signed/authorised by 2 members of the Committee being members authorised to do so by the Committee.

**39. Funds - Distribution**

The property, assets and income of the Association shall be applied exclusively to the promotion of the Objects of the Association and no portion shall be paid or distributed directly or indirectly to the Officers, Committee members or Members except as bona fide remuneration for out of pocket expenses incurred on behalf of the Association.

**40. Distribution of Grants from The Rotary Foundation**

The distribution of allocated grants provided by The Rotary Foundation of Rotary International shall be in accordance with The Rotary Foundation requirements and at the discretion of the District Governor in consultation with the District Rotary Foundation Chair and the District Rotary Foundation Committee.

**41. Rotary Zone Institutes**

The Committee of Association Policy and Procedures (or District Regulations) shall make provision for the re-imbusement of the necessary expenditure incurred by the District Governor, the District Governor-Elect and District Governor-Nominee and their partners and the District Trainer for attending Rotary Zone Institutes.

**PART 6 - TRAINING AND DISTRICT APPROVED PROGRAMS AND ACTIVITIES**

- 42.** The District Regulations shall make provision for Training and for District Approved Programs and Activities consistent with the Objects of the Association and the RI Constitutional Documents.

## **PART 7 - MISCELLANEOUS**

### **43. Election of District Representative for future Councils on Legislation**

The representative and alternate representative of Members shall be elected pursuant to the RI Constitutional Documents and District Regulations.

### **44. Insurance**

- (1) The District shall effect and maintain insurance pursuant to the Act and the RI Constitutional Documents.
- (2) In addition to the insurance required under Clause 44 (1), the District may effect and maintain other insurance.

### **45. Authority to Sign**

- (1) In order to protect the District Governor and District 9685, the District Governor should not commit the Association without first consulting with the Committee to ensure that any decision made is in the best interest of District 9685.
- (2) This consultation relates to decision(s) that are outside the normal authority of a District Governor and/or the administrative procedures necessary to run the District (e.g. committing the Association to a financial commitment or a commitment that is beyond the capacity of the Association to achieve).

### **46. Custody of Books, etc.**

Except as otherwise provided by this Constitution, the Public Officer must keep in New South Wales in his or her custody or under his or her control all records, books and other documents relating to the Association.

### **47. Inspection of Books, etc.**

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - (a) records, books and other financial documents of the association,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

### **48. Execution of Documents**

The execution of documents must be attested by the signatures of two members of the Committee. The Public Officer will be an authorised signatory by virtue of the office.

### **49. Public Officer**

The Committee shall appoint a Public Officer in accordance with the Act.

### **50. Service of Notices**

- (1) For the purpose of this Constitution, a notice may be served by or on behalf of the Association on any Member by sending it by post or electronic mail to the Member at the Member's address shown in the register of Members.
- (2) If a document is sent to a Member by properly addressing it and by sending it either by prepaying and posting to the Member or by electronic mail, the document shall, unless the contrary is proved, be taken for the purposes of this Constitution to have been served on the Member at the time at which the letter would have been delivered in the ordinary course. In the case of an email a "Request Read Receipt" is to be attached to each email forwarded to a Member.

## **51. Winding Up**

- (1) The Association shall immediately and automatically cease operations and begin dissolution proceedings upon the vote of two-thirds of the Members taken in a vote at either the Annual General Meeting or a ballot by mail; or by direction of the Board of Directors of RI.
- (2) In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the Committee in accordance with their powers to any fund, institution or authority which has similar objects and which has a Constitution prohibiting the distribution of its assets and income to its Members; and in accordance with the Act.
- (3) Upon dissolution of the Association, the District Governor shall provide as well as any statement or report required by the Act, a notice of dissolution and a final report of the results of the dissolution to the Board of RI.

## **52. Liability**

Although the District is an administrative unit of RI and bound by the RI Constitutional Documents and as an Association by this Constitution to carry out the responsibilities and duties of a District of RI, no liability shall be incurred by, or attached to, RI in relation to the activities of the Association. The Association shall, if so required by RI, provide to RI an appropriate indemnity in satisfaction of this exclusion from liability.

## **53. Amendments**

The statement of Objects and this Constitution may be altered, rescinded or added to only by a Special Resolution of the Association.

## **54. Charitable Fundraising**

This Clause applies whilst the Association holds an Authority to fundraise for charitable purposes under the Charitable Fundraising Act 1991.

- (1) The Association shall comply with such of the provisions of the Charitable Fundraising Act 1991 and the Regulations thereunder as are applicable to it.
- (2) Where any conflict arises between the provisions of the Constitution of the Association and the Charitable Fundraising Act 1991 and the Regulations thereunder the latter shall prevail.

## **55. Conformity**

If the provisions of this Constitution are not in conformity with the Constitution, Bylaws or policies of RI, as amended from time to time, then to the extent permitted by the Act and by the law of NSW and Australia, generally, the terms of the Constitution, Bylaws or policies of RI shall prevail.