



BYLAWS OF
ROTARY INTERNATIONAL DISTRICT 9705
INCORPORATED

Effective 1st July 2020

BYLAWS OF ROTARY INTERNATIONAL DISTRICT 9705 INCORPORATED

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Bylaws of Rotary International District 9705 Incorporated

Bylaw Clause 1 – Definitions.

As used in these Bylaws, unless the context otherwise clearly requires, the following words have the following meanings respectively.

Act:	the <i>Associations Incorporation Act 2009 NSW</i>
Associate member:	the meaning given in sub-clause 7.2 of the D9705 Constitution
Board:	the Board of Directors;
Business day:	every day except Saturday, Sunday or a gazetted public holiday in the District;
Bylaws:	the Bylaws provided under Article 41 of the D9705 Constitution
Constitution:	the District 9705 Constitution as lawfully amended from time to time;
Constitutional documents:	RI Constitution and Bylaws and Rotary Code of Policies, including RI Code of Conduct, each as amended from time to time;
Delegate:	a representative of an ordinary member, elector or voting elector;
Director:	a member of the Board;
District:	Rotary International District 9705 Incorporated;
Director-General	The Director-General of the NSW Office of Fair-trading
District area:	the geographical area known as 'Rotary International District 9705' as altered or amended by RI from time to time;
District conference	a meeting of District 9705 Incorporated other than a general Meeting
District Governor:	the officer of RI known by that title;
District Governor Elect (DGE):	the elected successor to the District Governor;
District Governor Nominee (DGN):	the nominated successor to the District Governor Elect;
Locality:	the area from within which a Rotary Club is entitled to draw its membership;
Member:	a Rotary Club, as provided under Article 7 of the D9705 Constitution
Office Bearer:	the District Governor, the District Governor Elect, the District Governor Nominee, and those Office Bearers appointed as such pursuant to Article 27 of the D9705 Constitution;
Ordinary member:	a Member Club as defined in Article 7 of the D9705 Constitution.
Place of Meeting:	One or more designated geographic places connected by some method, or multiple non-specific places where members are connected by one or more methods. All options adopted by the Board or a committee

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	are authorised, provided members have ample opportunity to participate.
Postal Ballot	The terminology "Mail", "Mailing" and "Ballot-by-mail" will include the utilisation of mail by post, electronic mail (e-mail) and internet or other technology (RI Constitution-Section 12.050 MOP 2019)
Public Officer:	An associate member who occupies the position of Public Officer as required by the Act
RI:	Rotary International;
Regulations:	The Regulations made under the Act;
Secretary:	The person holding that office under the Constitution of D9705, or if no such person exists, the Public Officer, until a Secretary is appointed under the D9705 Constitution;
Special Resolution	A Special Resolution is any resolution which is required by the Constitution to achieve a minimum of 75% majority of the eligible votes cast to be successful, and as more fully defined in Section 39 of the Act;
State:	The State of New South Wales in which the District is registered;
Year:	the financial year, being the period from incorporation to the following 30th June then each twelve months commencing 1 July.

Bylaw Clause 2 – Interpretation

In these Bylaws unless the context otherwise clearly requires: -

- 2.1 reference to the singular includes the plural and vice versa and references to any gender include each other gender;
- 2.2 the word "person" includes a corporation, body corporate, or unincorporated association;
- 2.3 marginal and other headings are included for guidance and do not form part of this Constitution;
- 2.4 the word "writing" includes typewriting, printing, photography, lithography and other modes of representing or reproducing words in a visible format and "written" has a corresponding meaning;
- 2.5 other grammatical forms of defined words and expressions have corresponding meanings;
- 2.6 a reference to an article, a clause, sub clause, paragraph, sub paragraph or schedule means a reference to an article, a clause, sub clause, paragraph or schedule of this Constitution;
- 2.7 references to legislation must be read as if the words "or any statutory modification or re-enactment thereof of substitution therefor" were added to the reference;
- 2.8 monetary references are stated in Australian currency unless otherwise provided; and
- 2.9 the word "including" and similar expressions are not words of limitation;

Bylaw Clause 3 - Use of Technology at Board Meetings

- 3.1 A Board meeting may be held at two or more locations using any technology approved by the Board that gives each of the Board members reasonable opportunity to participate.

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- 3.2 A Board member who participates in a Board meeting using technology is taken to be present at the meeting and if the member votes at the meeting is taken to have voted in person.

Bylaw Clause 4 - District Finance and Audit Committee

- 4.1 A District Finance and Audit Committee shall be appointed by the Board each year and shall include:
 1. the District Governor;
 2. the District Treasurer who shall be the chair;
 3. the immediate past District Treasurer, and where there is no IPDT available, a PDG can fill this role;
 4. the District Treasurer elect;
 5. Up to 3 appointed associate members
- 4.2 The role of the Finance and Audit Committee shall include:
 1. assistance with the preparation of District budgets;
 2. review of all financial transactions of the District to ensure that proper records are kept;
 3. liaison with the District Auditor;
 4. reporting to the Board and District Governor as required; and
 5. assisting the district in the creation of policy regarding financial practice.

Bylaw Clause 5 – Operations Committee

- 5.1 District 9705 shall have an Operations Committee which shall be chaired by the District Governor Elect, reporting to the Board. It will ensure the programs the district undertakes operate correctly within all guidelines and meet the strategic plans of both District 9705 and Rotary International. The Operations Committee shall also be responsible for operational support direct to clubs.
- 5.2 The Operations Committee will comprise the following officers:
 1. District Governor Elect (Chair)
 2. The Area Governors (during the Zone 8 Regionalisation Pilot Project the Rotary Community Leaders can be invited to attend the Operations Committee meeting as per the signed Communication Protocol)
 3. The Functional Service Team Leaders
 - a. Administration (shall be the District Governor Nominee)
 - b. Club Development
 - c. The Rotary Foundation
 - d. Service Projects
 - e. Youth

Bylaw Clause 6 - Annual Budget for the operations of the District

- 6.1 The District Governor Elect, in consultation with the Finance and Audit Committee, shall prepare a detailed budget of the proposed District expenditure for the ensuing year. The budget shall also include any budgets for District programs where gross expenditure is budgeted to exceed \$10,000 at a date as required by the District Treasurer Elect. The District Treasurer will make available to the District Governor Elect a copy of the District data computer file to assist in the preparation of the budget when requested by the District Governor Elect. The District Governor Elect, in consultation with the Finance and Audit Committee shall recommend the District per capita levy payable by all Clubs calculated on the basis of the membership of those Clubs at the 1st January. If the District Fund returns a surplus at the end of any particular year, then 50% of such a surplus shown in the accounts presented to the District at its annual meeting shall be taken into account when determining the budget for presentation to the District in the following year. The amount of such levy including insurance shall constitute the District Fund.

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- 6.2 A general meeting of members shall be held to consider and, if thought fit, to approve the Annual Budget and the recommended District levy.
- 6.3 Notice of the general meeting and the business thereof shall be given to members as provided in the Constitution but in addition, the Finance and Audit Committee shall provide Clubs with details of the Budget with sufficient notice (at least 21 days) to enable consideration of the Budget by ordinary members (clubs).
- 6.4 The approval of the District Budget and the amount of the District per capita levy shall be determined at a general meeting of members. The provisions of the Articles of the Constitution relating to a quorum (Article 18) and voting (Articles 21 to 24) apply.

Bylaw Clause 7 - District Fund

The District Fund shall be used to finance District-approved projects or programs and the administration and development of Rotary in the District, including the cost of the following:

1. The Annual District Conference.
2. The Annual District Assembly.
3. Presidents' Elect Training Seminar (PETS).
4. Contribution to the essential expenses of the District Governor, District Governor Elect, District Governor Nominee and District Trainer to attend the Australian Zone Conference.
5. Acquisition and/or replacement of national flags, Rotary wheels, emblems and other District Rotary property.
6. Travel, communication and other essential costs and expenses incurred by the District Governor, District Governor Elect and District Governor Nominee in relation to the office and which are not reimbursable by Rotary International as the Finance and Audit Committee may in its discretion decide.
7. Costs and expenses of Area Governors incurred in the performance of their duties as the Finance and Audit Committee may in its discretion decide.
8. Expenditure necessarily incurred by District committees.
9. Any appropriate and necessary expenses incurred by multi-club and multi-district projects directly related to the District Fund and not reimbursable by Rotary International.

Bylaw Clause 8 - Consolidated Financial Statements

All funds held by District Committees shall be accounted for to the District Treasurer, together with appropriate audited statements, by 31 July in respect of the previous Rotary year. The District Treasurer shall prepare a consolidated balance sheet and statement of receipts and payments in respect of District administration, including committees, as at 30 June in each year and such financial statements shall be duly audited and a copy thereof forwarded to each Club not later than 31 December in that year.

Bylaw Clause 9 - Emergency Relief Fund

- 9.1 The District Governor and the Finance and Audit Committee shall have money available known as the District 9705 Emergency Relief Fund which may be financed from the District Fund or by special District and/or Club appeal.
- 9.2 Moneys from such fund, upon the advice of the District Finance and Audit Committee shall be used by the District Governor to financially assist persons who have suffered hardship as the result of fire, flood or other calamity or whose community otherwise needs financial support.

Bylaw Clause 10 - Auditor

The District Board shall appoint an auditor.

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Bylaw Clause 11 - Children's Medical Emergency Fund

The District Governor and the District Board shall have money available known as the District 9705 Children's Medical Emergency Fund. This Fund may be financed by Club Appeal and monies so raised shall be utilised on written request of clubs or the District Governor.

This fund could be administered by the partner of the District Governor, or by some other associate member as appointed by the District Governor. Any decision by the administrator in consultation with the District Governor shall be final.

Funds shall be disbursed to assist families in need only where children are involved and then only if no other form of funding is available and the family is experiencing financial difficulty.

Bylaw Clause 12 - District Governor Nominating Committee

- 12.1 The District Governor Nominating Committee shall consist of five members, being the Presiding District Governor, District Governor Elect, Immediate Past District Governor, a Past District Governor and an Area Governor. If the Immediate Past District Governor is unavailable, Past District Governors in order of most recent service and who are not the Past District Governor's representative are to be invited by the District Governor to take part until a replacement is found.
- 12.2 The District Governor, District Governor Elect, Immediate Past District Governor and Area Governor are eligible to serve for one year only within their categories of membership.
- 12.3 The Past District Governor's representative is eligible to fill the role as a member of the Nominating Committee only once in a five year period.
- 12.4 The Area Governor is to be elected by the Area Governors from one of their members serving in the year of election of the District Governor Nominee.
- 12.5 An Area Governor shall be ineligible to serve on the committee if nominated for election as District Governor Nominee.
- 12.6 The Presiding District Governor shall fill any mid term vacancy which may occur in relation to the Area Governor, the Area Governor who is to fill the vacancy is ineligible to fill the role if they have previously served on the Nominating Committee.
- 12.7 Any family member of a Rotarian seeking selection as a District Governor Nominee is ineligible to serve on the Nominating Committee.
- 12.8 The District Governor Nominee shall become the District Governor Elect on 1 July immediately preceding the year in which he or she is elected to the office of District Governor.
- 12.9 The District Governor shall invite clubs to submit nominations for the office of District Governor and the Nominating Committee shall be charged with the duty of nominating the best available candidate.
- 12.10 The Committee shall meet early in the Rotary year to agree on the procedures and criteria for the Nominating and Selection processes, and to promote interest among potential candidates.
- 12.11 The District Governor shall notify all Clubs about the nomination and selection processes early in the Rotary year, the date for selection interviews and officially call for nominations no later than three (3) months prior to the selection date.
- 12.12 The District Governor, as Convener of the District Governor Nominating Committee, shall have a substantive and a casting vote.
- 12.13 Face to face interviews shall be the preferred method and interviews are to be held preferably on the same day, at the same venue centrally located in the District and with a consistent format – and prospective candidates are to be made well aware of this requirement when applications are called.
- 12.14 A degree of flexibility shall be allowed for an alternative method of interview only in exceptional circumstances – as a fall-back position where changed circumstances would prevent the candidate's attendance at the scheduled

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interview.

Bylaw Clause 13 - Programs of Rotary

- 13.1 The District supports the programs of Rotary International and The Rotary Foundation, together with any District programs approved by the Board from time to time.
- 13.2 Whilst the clubs shall be encouraged to support such programs, their support shall be voluntary and this endorsement is not a commitment by clubs or their members.
- 13.3 Any associate member appointed to be an Area Governor or to Chair any District committee shall be required to be registered under the provisions of either the *Working with Vulnerable People (Background Checking) Act 2011 (ACT)* or the *Child Protection (Working with Children) Act 2012 (NSW)*. The District Governor is required to require documentary evidence of registration before confirming such appointments.
- 13.4 Any associate member appointed to be a member of any District Committee involving youth or vulnerable persons shall be required to be registered under the provisions of either the *Working with Vulnerable People (Background Checking) Act 2011 (ACT)* or the *Child Protection (Working with Children) Act (NSW) 2012*.

Bylaw Clause 14 - Membership

Every member of a Rotary Club in the District is an associate member of the incorporated body, i.e. the Rotary International District 9705 Inc. (Refer to Clause 7.4 of the D9705 Constitution).

Bylaw Clause 15 - Borrowing by the Board

The Board shall not borrow money pursuant to Article 13 (e) of the D9705 Constitution without the approval of the ordinary members at a properly convened general meeting.