



CONSTITUTION
OF
ROTARY INTERNATIONAL
DISTRICT 9705 INCORPORATED

Effective 1st July 2020

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Article 1. Name

The name of this incorporated association is Rotary International District 9705 Incorporated.

Article 2. Definitions

As used in this Constitution, 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;
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;
Constitution:	this 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
Office Bearer:	the District Governor, the District Governor Elect, the District Governor Nominee, and those Office Bearers appointed as such pursuant to Article 27;
Ordinary member:	the meaning given in Article 7.
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 committee are authorised, provided members have ample opportunity to participate.

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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 this Constitution or if no such person exists, the Public Officer, until a Secretary is appointed under this Constitution;
Special Resolution	A Special Resolution is any resolution which is required by this Constitution to achieve a minimum of 60% 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.

Article 3 Interpretation

In this Constitution unless the context otherwise clearly requires: -

- 3.1 reference to the singular includes the plural and vice versa and references to any gender include each other gender;
- 3.2 the word “person” includes a corporation, body corporate, or unincorporated association;
- 3.3 marginal and other headings are included for guidance and do not form part of this Constitution;
- 3.4 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;
- 3.5 other grammatical forms of defined words and expressions have corresponding meanings;
- 3.6 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 sub paragraph or schedule of this Constitution;
- 3.7 references to legislation must be read as if the words “or any statutory modification or re-enactment thereof or substitution therefor” were added to the reference;
- 3.8 monetary references are stated in Australian currency unless otherwise provided; and
- 3.9 the word “including” and similar expressions are not words of limitation;

Article 4. Objects

The Objects for which the District is established are: to encourage and foster the ideal of service as a basis of worthy enterprise and in achieving this object, to assist, support and advise the District Governor, as and to the extent that he or she shall in each case request it, in the performance of his or her duties and responsibilities and without limiting that generality: -

- 4.1 to represent RI to every Rotary Club in the District area, its members and the public;
- 4.2 to assist ordinary members in advancing and promoting the Objects of Rotary;
- 4.3 to assist members in providing service particularly within the Five Avenues of Service;

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- 4.4 to promote continuity of leadership within the District;
- 4.5 to promote interest and participation in Rotary activities; and
- 4.6 to do all things which in the opinion of the District Governor are incidental or conducive to the attainment of any one or more of the foregoing objects.

Article 5. Status of District

- 5.1 The District is a not for profit organisation and its property and income must be applied solely towards the promotion of the objects of the District and no part of that property or income may be paid or otherwise distributed directly or indirectly to members except in good faith in promotion of those objects.
- 5.2 Subject to the direction of the Board of Directors of Rotary International if upon the winding up or cancellation of the District, there remains after payment of all its debts and liabilities any property whatsoever, such property must be given or transferred to a recipient or recipients whose clauses prohibit distribution of its income and/or property amongst its members being such incorporated or unincorporated District as is established to carry out the functions of this District but if no such District is in being at or about the time of such winding up or cancellation (including shortly thereafter); then to such other institution or institutions having objects similar to the objects of the District as is determined by the ordinary members in consultation with the District Governor at or before the time of winding up or cancellation, and in default of agreement, by application to the Supreme Court of the State for determination.
- 5.3 If at any time any provision of this Constitution fails to conform with the constitutional documents, bylaws or policies of RI the ordinary members must immediately proceed to amend this Constitution until such conformity is restored and pending that restoration, the constitutional documents, bylaws and policies of RI shall, subject to the provisions of the Act, be deemed to prevail over the provisions of this Constitution in respect of every area where such conformity does not exist.

Article 6. Alteration of Constitution

This Constitution may be altered, rescinded or added to only by a special resolution. Such alterations, rescissions or additions must not be inconsistent with the constitutional documents.

Article 7. Membership

- 7.1 Ordinary membership of the District is restricted to Rotary Clubs whether incorporated or unincorporated in good standing with RI. The addition or removal of a club or clubs from a district pursuant to RI bylaws shall immediately and automatically result in a corresponding change in the membership of the district corporation.
- 7.2 Associate membership of the District is restricted to members in good standing of Rotary Clubs which are ordinary members.
- 7.3 Every Rotary Club which was a member of Rotary International District 9705 at the time of the incorporation of the District, or which is subsequently chartered by RI within the District area, is entitled to ordinary membership upon delivery of a written application to that effect to the Secretary.
- 7.4 Every member in good standing of a Rotary Club which is an ordinary member of the District is entitled to associate membership upon delivery to the Secretary by that Rotary Club of written notification of his or her membership as aforesaid.
- 7.5 Each Rotary Club in the District shall advise every member that he or she is an associate member of the District and entitled to all the rights and benefits of that position.
- 7.6 Membership of the District is unlimited.
- 7.7 No entrance fee is payable by ordinary members.

Article 8. Register of Members

The Secretary must keep and maintain a Register of Members, separately for ordinary members and associate members, in which must be entered the full name, address (including facsimile and electronic addresses) and date of entry of each member, details of membership and the date of and reason for cessation (if any) of such membership and such other details as the Board may from time to time require. The Register must be available for inspection by members as provided in Article 36 including the right of a member to make a copy of or take an extract from the Register but without having any right to remove the Register for that purpose.

Article 9. Cessation of Membership

- 9.1 An ordinary member ceases membership upon being wound up, or upon the handing in, recall, suspension or termination of its charter in accordance with the constitutional documents or upon it's becoming a member of another District of RI or otherwise removed by RI from the District.
- 9.2 An associate member ceases membership upon ceasing to be a Rotarian in good standing or ceasing to be a member of a Rotary Club that is an ordinary member or upon the Rotary Club of which he or she is a member ceasing to be an ordinary member of the District.

Article 10. Finance

- 10.1 Proper books of accounts must be kept and maintained either in written, printed or electronic form, and in the English language, showing accurately the financial affairs of the District and the particulars usually shown in books of account of a like nature.
- 10.2 All funds received on behalf of District must be deposited and held in an account at a financial institution in the name of the District
- 10.3 All bills must be paid by the Treasurer or other authorised officer only when approved by two officers of the Board. All payments must be authorised and counter-signed.
- 10.4 Financial records of the District shall be audited when directed by the Board but always annually following the completion of the financial year. The audit report is to be available for the annual general meeting.
- 10.5 The sources of funds for the District are the membership fees prescribed in Article 12 and other receipts including those from members, individuals, organisations, District Committees and RI. The District may hold charitable or benevolent funds on behalf of ordinary members in a separate account or accounts.
- 10.6 As soon as practicable after the end of each year, the Treasurer will cause to be prepared a statement containing the particulars of-
 - a) the income and expenditure for the immediately preceding year; and
 - b) the assets and liabilities and all mortgages, charges and securities affecting the property of the District at the close of the immediately preceding year.
- 10.7 the statement prepared under clause 10.6 must be presented in time to allow the District Auditor(s) to comply with the audit requirements for the annual general meeting.
- 10.8 The Treasurer -
 - a) must ensure all money due to the District and all payments authorised by this Constitution on behalf of the District are collected and paid correctly, and ensure that all accounts and books showing the financial affairs of the District with full details of receipts and expenditure connected with the activities of the District are maintained correctly, and where the District Governor authorises persons to undertake these duties, the Treasurer will provide oversight of such authorised persons; and
 - b) may make discretionary payments authorised by the Board for amounts/items not covered in the District Budget.
- 10.9 Consideration is to be made in conjunction with the development of the annual District Budget to setting the following maximum discretionary payments:
 - a) maximum amount to be approved by the District Governor
 - b) further maximum amount to be approved by the District Governor and two other members of the Board.

Article 11. Compliance with Constitution

By payment of membership fees and acceptance of membership a member submits to and agrees to comply with and be bound by this Constitution. Each member is subject to the terms of this Constitution regardless of whether such member has received a copy of them.

Article 12. Membership Fees

- 12.1 Not later than 31 March the District Governor Elect in consultation with the Board must prepare and deliver to the Board and to each ordinary member a budget and an estimate of annual membership fees based on the number of Rotarians (associate members in their Club) for the forthcoming year,
- 12.2 Not later than 30 April the Board should prepare and deliver to the District Governor Elect and to each ordinary member a written comment on the District Governor Elect's budget and estimated annual membership fees.
- 12.3 The ordinary members at a general meeting held not later than 31 May must set the annual membership fees for the forthcoming year without resorting to deficit spending and have regard to such factors as they consider appropriate.
- 12.4 Membership fees for a year once fixed in accordance with the provisions of this Constitution must not be increased.
- 12.5 Each member will pay their annual membership fees promptly once issued with the appropriate notices.
- 12.6 Members' invoices are calculated by the number of Club members in Rotary International's database on 1 January and 1 July. Members should register new associate members and remove terminated associate members within 30 days, or by 1 January or 1 July, whichever is sooner. Members are billed for all active associate members as of 1 January and 1 July and are required to pay the amount that appears on the invoice. The District Governor on application by a member may consider an appeal for a variation
- 12.7 **Prorated Dues.** Between payment due dates, a member shall pay prorated per capita dues for new associate members, equal to one-twelfth of the annual per capita dues for each full month of membership. However, a member is not required to pay prorated per capita dues for a transferring or former associate member of another club. Prorated per capita dues are payable on 1 July and 1 January.

Article 13. Powers of the District

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

- a acquire, hold, deal with and dispose of, any real or personal property;
- b administer any property on trust;
- c open and operate accounts with authorised financial institutions;
- d invest its monies in any security in which trust money may, by Act of Parliament of the State, be invested;
- e borrow money with the prior consent of 75% of the members and upon such terms and conditions as the District thinks fit;
- f give such security for the discharge of liabilities incurred by the District as the District thinks fit;
- g appoint agents to transact any business of the District on its behalf;
- h effect and maintain insurance;
- i enter into any other contract the District considers necessary or desirable.

Article 14. Annual General Meeting

- 14.1 The District Governor will determine the date, time and place or places of the annual general meeting provided the same occurs within the time specified under the Act. The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 14.2 The District Governor shall report annually to the clubs (ordinary members) on the status of the District incorporation.
- 14.3 The ordinary business of the annual general meeting is: -
 - a to confirm the minutes of the previous annual general meeting and of every special general meeting held since that meeting;
 - b to receive from the Board reports upon the transactions of the District during the last preceding financial year;
 - c to confirm the appointment of the Office Bearers (other than those excluded as per Article 25);
 - d to receive the District Auditor's report on the financial affairs of the District for the last preceding year; and to present that report to the meeting for adoption.
 - e to appoint auditors for the District for the following year.
- 14.4 The annual general meeting may conduct any special business of which notice has been given in accordance with this Constitution.

Article 15. Special General Meetings

- 15.1 In addition to the annual general meeting, any other general meetings may be held in the same year.
- 15.2 All general meetings other than the annual general meetings are special general meetings.
- 15.3 The Board may, whenever it thinks fit, convene a special general meeting of the District.
- 15.4 If, but for this sub-clause more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- 15.5 The Board must, on the request in writing of members representing not less than a third (33%) of the total number of ordinary members, convene a special general meeting of the District.
- 15.6 The request for a special general meeting must— state the objects of the meeting; be signed by the ordinary members requesting the meeting; and be sent to the address of the Secretary.
- 15.7 If the Board does not call a special general meeting to be held within one (1) month after the date on which the request is sent to the address of the Secretary, the ordinary members making the request, or any of them, may convene a special general meeting to be held not less than three (3) months after that date.
- 15.8 If a special general meeting is convened by members in accordance with this Article, it must be convened in the same manner as far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the District to the persons incurring the expense.

Article 16. Special Business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting except for business conducted under this Constitution as ordinary business of the annual general meeting is deemed to be special business.

Article 17. Notice of General Meetings

- 17.1 Where business including general business, special business or special resolutions is proposed to be dealt with at a Special General Meeting or Annual General Meeting, the Secretary must, at least 21 days before the date fixed for the holding of

the general meeting, give a notice to each ordinary member specifying the place or places, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- 17.2 Notice may be given to a member by any means provided in Article 39.
- 17.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting;
- 17.4 An ordinary member intending to bring any business before a meeting may notify the Secretary of that business in writing or by facsimile transmission or electronic transmission at least 21 days before the meeting and the Secretary must thereupon include that business in the notice calling the next general meeting.

Article 18. Quorum at General Meeting

- 18.1 No item of business may be conducted at a general meeting unless a quorum of ordinary members entitled under this Constitution to vote is present at the time when the meeting is considering that item.
- 18.2 Not less than 50% plus 1 of the ordinary members (being ordinary members entitled under this Constitution to vote) constitute a quorum for the conduct of the business of a general meeting.
- 18.3 If within 30 minutes after the appointed time for the commencement of a general meeting a quorum is not present the meeting must be adjourned.
- 18.4 The meeting must stand adjourned to the same day in the next week at the same time and place unless another place or places are specified by the Chairperson at the time of the adjournment, or by written notice to ordinary members given before the day to which the meeting is adjourned at the same place or places
- 18.5 If at the adjourned meeting the quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the ordinary members personally present (provided they number not less than 50%) shall be a quorum. If a quorum is not then present, the business of which notice has been given shall be submitted by the District Secretary to all ordinary members, in accordance with the provisions of Article 43, for the completion of a postal ballot

Article 19. Presiding at General Meetings

At each general meeting of the District

the District Governor; or in his or her absence

the District Governor Elect;

or in his or her absence such other officer as the District Governor nominates or failing such appointment such associate member as the meeting appoints is to preside as Chairperson.

Article 20. Adjournment of Meetings

- 20.1 The Chairperson may with the consent of the majority of ordinary members present at the meeting, adjourn the meeting from time to time and place or places.
- 20.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 20.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Article 39.
- 20.4 Except as provided in sub clause 20.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

Article 21. Voting at General Meeting

- 21.1 All members other than those whose membership fees are due and unpaid may vote;
- 21.2 An associate member has the right to attend and speak but has no right to vote;
- 21.3 Ordinary members must be represented by a representative (with the right to be heard on any issue) being:
 - the ordinary member's president; or

- a delegate being an associate member who is appointed in writing in the form provided in Schedule 1 which is delivered to the Secretary not later than the time appointed for the commencement of the meeting;
- 21.4 In lieu of personal representation an ordinary member may deliver a written submission on any issue provided the same is delivered to the Secretary not later than the time appointed for the commencement of the meeting in which case the Secretary shall cause it to be circulated amongst or read to the members at the meeting;
- 21.5 On any question an ordinary member has one vote only.
- 21.6 In the case of an equality of voting the Chairperson must exercise a casting vote.
- 21.7 An individual member of the Board shall have the right to move or amend a motion which is part of the business of a general meeting and shall have the right to speak to such motion or amendment but shall not have a vote.

Article 22. Poll at General Meetings

- 22.1 If at a meeting a poll on any question is demanded by not less than five ordinary members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll is deemed to be the resolution of the meeting on that question.
- 22.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

Article 23. Manner of Determining Whether Resolution Carried

- If a question arising at a general meeting of the District is determined on a show of hands: - a declaration by the Chairperson that a resolution has been-
- carried; or
 - carried unanimously; or
 - carried by a particular majority; or
 - lost; and
- an entry to that effect in the minute book, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

Article 24. Proxies

Except as provided for in Article 21 no member shall be entitled to appoint a proxy to attend or to vote at any general meeting.

Article 25. Board of Directors

- 25.1 The District Governor is the highest officer of the District and ex officio Chairperson of the Board.
- 25.2 The affairs of the District must be managed by the District Governor
- 25.3 The Board of Directors and Officers of the District shall be limited to Rotarians who are members of clubs in the District.
- The District Governor, following consultation with the Board:
- a) will control and manage the business and affairs of the District,
 - b) will have control over all Committees and Office bearers (other than the District Governor Elect and the District Governor Nominee),
 - c) may, for good cause, declare vacant any office over which the District Governor has such general control,
 - d) may exercise all such powers and functions subject to this Constitution, the Act and the Regulations, as may be exercised by the District other than those powers and functions that are required by this Constitution to be exercised by general meetings of members,
 - e) will have the power to perform subject to this Constitution, the Act and the

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Regulations, all such acts and things as appear to the District Governor to be essential for the proper management of the business and affairs of the District.

25.4 Subject to the provisions of the Act, the Board will consist of-

- a) the District Governor;
- b) the District Governor Elect;
- c) the District Governor Nominee (from the date of his or her nomination);
- d) the Office Bearers;
- e) Immediate Past District Governor
- f) the District Rotaract Representative
- g) two Area Governors appointed by the District Governor

25.5 A vacancy in the Board or any office shall be filled by decision of the District Governor.

25.6 The Board may select a past District Governor, preferably from the same District, to fill a District Governor's vacancy for the unexpired term.

Article 26. Committees

- 26.1 The District Governor in consultation with the Board may constitute a Committee for the purpose of carrying out any specific activity on behalf of the District which is delegated to it and which the District Governor considers is warranted and may appoint one or more associate members to be the members of that Committee. A member of Rotaract or other persons may be appointed to a committee, by the District Governor and District Chair, to fulfill a role as a consultant, or advisor, to a committee as required
- 26.2 The District Governor, the District Governor Elect and District Governor Nominee are ex officio members of every Committee.
- 26.3 Each Committee will transact only the business delegated to it at the time of its constitution or subsequently by the District Governor following consultation with the Board.
- 26.4 The Chairperson of a Committee may be appointed by the District Governor at the time of its constitution or if not so appointed must be elected by the members of the Committee from amongst their number. The Chairperson is responsible for the holding of regular meetings by the Committee and the activities of the Committee and must supervise and coordinate the work of the Committee and supply copies of its minutes if requested and report to the District Governor on the work and activities of the Committee. The Chairperson must be an Associate Member of District 9705.
- 26.5 In appointing a Committee, the District Governor must specify whether that Committee is a standing committee and if it is not a standing committee the date upon which it will terminate.
- 26.6 The date of termination of a non-standing committee may be extended by the District Governor.
- 26.7 The District Governor may add additional associate members as members of a Committee.
- 26.8 The District Governor may amend, diminish or terminate the activities of any Committee at any time.
- 26.9 Every Committee is a Committee of the District and will not seek separate incorporation without the written approval of the District Governor and the Board.
- 26.10 Membership of a Committee terminates at the conclusion of the year in respect of which the associate member or other person was appointed to that Committee but that associate member or other person may be re-appointed. All vacancies occurring at the conclusion of a year will be filled by the incoming District Governor. Casual vacancies may be filled by the then District Governor as and when they occur.

Article 27. Office Bearers

- 27.1 There shall be the following Office Bearers: -
 - Secretary; and
 - Treasurer.

- 27.2 Office Bearers while they retain office are members of the Board;
- 27.3 Office Bearers will be appointed to office by the District Governor;
- 27.4 Office Bearers will carry out the following functions: -
Secretary – it will be the duty of the Secretary to keep membership records, record attendance at meetings; send out notices of District, Board and Committee meetings; record and preserve the minutes of such meetings; report as required to RI, report changes in membership; and perform other duties as usually pertain to the office of Secretary;
Treasurer – it shall be the duty of the Treasurer to have responsibility for the management of all funds, accounting for it to the District annually and at any other time upon demand by the Board, and to perform other duties as pertain to the office of Treasurer. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the District Governor all funds, books of account and other club property in the Treasurer's possession;
- 27.5 Office Bearers will normally serve for a one-year term
- 27.6 The position held by an Office Bearer becomes vacant if the Office Bearer:
- a) ceases to be an associate member; or
 - b) becomes an insolvent under administration within the meaning of the *Corporations Act 2001*; or
 - c) resigns from office by notice in writing given to the Secretary; or
 - d) is removed from office by the District Governor; or
 - e) dies; or
 - f) becomes a mentally incapacitated person; or
 - g) has their position terminated by the District Governor or
 - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is for not less than three months or is prohibited from being a director of a company under Part 2.D.6 of the aforementioned Corporations Act.

Article 28. Meetings of Board

- 28.1 The Board must meet at least 3 times in each year at such place or places, date and time as the District Governor determines.
- 28.2 Special meetings of the Board may be convened by the District Governor or by a majority of the members of the Board.

Article 29. Notice of Board Meetings

- 29.1 Written notice of each Board meeting must be given to each member of the Board at least four (4) business days before the date of the meeting.
- 29.2 Written notice must be given to Board members of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such meeting.
- 29.3 Notice required pursuant to this Article may be given to a Board member by any means provided in Article 39.

Article 30. Quorum for Board Meetings

- 30.1 A majority of the members of the Board including the District Governor constitute a quorum for a Board meeting.
- 30.2 No business may be conducted unless a quorum is present.
- 30.3 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-
- a in the case of a special meeting – the meeting lapses; and
 - b in any other case – the meeting stands adjourned to the same place or places and the same time and day in the following week.
- 30.4 The Board may act notwithstanding any vacancy in its number.

Article 31. Presiding at Meetings of the Board–

- 31.1 At each Board meeting – the District Governor; or
a Board member nominated by the District Governor; or
failing such nomination, a Board member nominated by the meeting;
is to preside as Chairperson.

Article 32. Voting at Board Meetings

- 32.1 Questions arising at a meeting of the Board or at a meeting of any Committee, shall be determined on a show of hands, or if a member thereof requests, by a poll taken in such manner as the Chairperson at that meeting may determine.
- 32.2 Each voting member present at a meeting of the Board, or at a meeting of any Committee (including the Chairperson), is entitled to one vote and, in the event of an equality of votes on any question, the Chairperson must exercise a second or casting vote in addition to his or her deliberative vote.

Article 33. Minutes of Meetings

The Secretary or the Secretary's nominee must keep record of the resolutions and proceedings of each general meeting and each Board meeting and each committee meeting together with a record of the names of persons present at Board or committee meetings or particulars of the quorum present at general meetings. Such records should be available to all members of the District within 60 days of the said meeting. These records are to be maintained as a permanent record in paper or electronic form.

Article 34. Disputes and Mediation (Grievance Procedures)

- 34.1 The grievance procedure contained in this Article applies to disputes under this Constitution between members or between a member and the District and must be applied at all times subject to the requirements of natural justice.
- 34.2 In the event of a dispute arising either party may refer that dispute to the Board.
- 34.3 The Board must require the parties to the dispute to meet and, if possible, to resolve the dispute within 14 days after the dispute has been referred to the Board.
- 34.4 If the parties are unable to resolve the dispute at a meeting between them held within that time or if either party fails to attend that meeting (having been notified of it) then the Board must refer the matter to mediation and arrange the appointment of a mediator.
- 34.5 The mediator must be–
a a qualified mediator chosen by agreement between the parties to the dispute; or
b in the absence of agreement, appointed by the Board at the request of either party to the dispute.
- 34.6 No person who is a member of either party to the dispute can be appointed as the mediator.
- 34.7 If mediation is unsuccessful, either party to the dispute may request arbitration.
- 34.8 In the event of a request for arbitration, each party shall appoint a Rotarian as an arbitrator, and the arbitrators shall appoint a Rotarian as an umpire.
- 34.9 The decision of the arbitrators, or, if they disagree, the umpire, shall be final and binding on all parties and not be subject to appeal.

Article 35. Disciplinary Proceedings

- 35.1 Disciplinary proceedings in respect of an ordinary member must be taken only as prescribed in the appropriate Rotary International documents.
- 35.2 If the Board is of the opinion that disciplinary proceedings should be taken in respect of an associate member it must refer the matter to the Rotary Club of which that associate member is a member and request that Rotary Club to take such disciplinary proceedings in respect of the associate member as are, in all the circumstances, warranted.

Article 36. Custody and Inspection of Books and Records

- 36.1 Except as otherwise provided in this Constitution, the Secretary will keep in the Secretary's custody or under the Secretary's control all books, documents and securities of the District.
- 36.2 Any member is entitled to inspect the records of the District free of charge upon giving not less than fourteen (14) days' prior written application to that effect to the Secretary. Upon receipt of that application the Secretary must produce the records for inspection by that member within that period.
- 36.3 Committee members and office bearers must hand over any documents or assets of the association within 14 days after ceasing to hold office.
- 36.4 A member of the association may obtain a copy of any of the documents referred to in this Article on payment of a fee of not more than one dollar (\$1.00) for each page copied.

Article 37. Conflict of Interest and Confidentiality of Information

- 37.1 If a Board or Committee member or Office Bearer has a direct or indirect interest in a matter being considered or about to be considered at a Board or committee meeting, and the interest appears to raise a conflict with the proper performance of the Board or Committee member's or Office Bearer's duties in relation to the consideration of the matter, the Board or Committee member or Office Bearer must, as soon as possible after the relevant facts have come to the Board or Committee member's or Office Bearer's knowledge, disclose the nature of the interest at a Board or Committee meeting.
- 37.2 A Board or Committee member or Office Bearer who has disclosed an interest which appears to raise a conflict with the proper performance of the Board or Committee member's or Office Bearer's duties as referred to in 37.1 must not
 - a be present during any deliberation of the Board or Committee in respect of the matter for the purpose of making a determination, or
 - b take part in any decision of the Board or Committee with respect to the making of a determination of the matter.
- 37.3 A member of the Board or a Committee or Office Bearer shall not directly or indirectly use information obtained as a Board or Committee member or Office Bearer with the intention of gaining an advantage for himself or herself or for any other person or causing detriment to the association.

Article 38. Public Officer

- 38.1 The Public Officer is appointed by the District Governor and is an authorised signatory of the association for the purpose of Association reporting.
- 38.2 The Board may appoint additional authorised signatories from among its members as are ordinarily resident in Australia, and may at any time revoke any such appointment.

Article 39. Notice to Members

- 39.1 Any notice by the District to a member: -
 - a may be given by delivering the notice personally in the case of an ordinary member to the president, Secretary or delegate of that ordinary member or in the case of an associate member to that associate member; or may be given by sending it by prepaid post addressed to the member at the member's address shown in the Register of Members; or
 - b may be given by sending it by electronic transmission to such electronic address as the member has provided and is shown in the Register of Members; and
 - c if sent by pre-paid post is deemed to have been served on the fifth business day following the date of its posting;
 - d if served by electronic transmission is deemed to have been served on the same day as is shown on the transmission report confirming connection to the appropriate electronic transmission address as the case may be; and

- e It is the responsibility of a member to ensure that that member's address and electronic transmission address are updated whenever a change occurs, by delivery of an appropriate notice to that effect to the Secretary. Any such update stands in substitution for the information it replaces upon receipt of such notice by the Secretary.

f

Article 40. Signatures

Where communication is sent by the District on a non-financial administrative matter from a person that requires the signature of any one of the District Secretary, the Treasurer or District Governor, an email from that person with regard to matters for the District may be deemed by to qualify as a signature.

Article 41. Bylaws

41.1 The District shall adopt bylaws not inconsistent with the constitution and bylaws of RI, and are to have rules of procedure as established by RI.

Article 42. Winding Up

42.1 The District must immediately proceed with voluntary winding up and immediately cease operations—

- a If, at a General Meeting not less than 75% of the ordinary members, by special resolution so resolve; or
- b If directed in writing so to do by the Board of RI.

The District being a not for profit organisation, in the event of its winding up or cancellation, the surplus funds are not to be distributed to its members but must be given or transferred to a recipient or recipients whose rules prohibit distribution of its income and/or property amongst its members being:

- 42.1.1 such incorporated or unincorporated District as is established to carry out the functions of this District; but
- 42.1.2 if no such District is in being at or about the time of such winding up or cancellation (including shortly thereafter then) to such other institution or institutions having objects similar to the objects of the District and whose rules prohibit the distribution of its income and/or property among its members. Such institution or institutions will be determined by the ordinary members in consultation with the District Governor at or before the time of winding up or cancellation, and in default of agreement, by application to the Supreme Court of the State for determination.
- 42.2 The liability of a member to contribute towards the payment of the debts and liabilities of the District or the costs, charges and expenses of the winding up of the District is limited to the amount (if any) unpaid by the member in respect of membership of the District.
- 42.3 The District Governor must notify the Board of RI promptly of any special resolution of the ordinary members made by the ordinary members pursuant to paragraph 42.1 and supply it with a final report upon completion of the winding up.

Article 43. Postal Ballots

- 43.1 A postal ballot of the ordinary members may be required by the District Governor, the Board or the ordinary members at a general meeting.
- 43.2 A postal ballot must include a closing date for the receipt of ballots being at least 20 business days after the notice of ballots is posted.
- 43.3 If there is a postal ballot, the decision is made as follows: -
 - a matters requiring an ordinary resolution must be passed by a majority of the votes returned by the closing date but the number of votes returned must be not less than the number needed for a quorum in accordance with Article 18;
 - b a special resolution to voluntarily wind up the District must be passed by the votes, returned by the closing date, of a majority of not less than three quarters of the ordinary members; and
 - c any other special resolution must be passed by a majority of not less than three quarters of the votes of the ordinary members returned by the closing date.

- 43.4 An ordinary member may vote by completing the ballot paper which must indicate the member's name and the approval of the president or by two office bearers of the ordinary member.

Article 44. Members Liability

The liability (if any) of members and associate members of the District to contribute towards the payment of debts and liabilities of the District or the costs, charges or expenses of the winding up of the District is limited to the amount of any membership fees outstanding at that time.

Article 45. Charitable Fundraising Act 1991

- 45.1 The District shall comply with such of the provisions of the *Charitable Fundraising Act 1991* and the regulations thereunder as are applicable to it.
- 45.2 The income and property of District 9705, however derived, shall, subject to any obligations under charitable trust law or any other statutory requirements, be used and applied solely in the promotion of its objects and the exercise of powers conferred upon it by the Constitution.
- 45.3 No portion of charitable income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the Board.
- 45.4 The requirement contained in 45.3 shall not, however, prevent the payment in good faith of:
- a. interest (provided it is based on the prevailing rate of interest charged by banks, building societies or credit unions for secured loans) to any such member in respect of monies advanced by that member to the District, or otherwise owed by the District to that member; or
 - b. any remuneration to any officer or servants of the Board or other person in return for any services genuinely rendered to the District.

Article 46. Compliance Requirements

All ordinary members are required to be incorporated in the relevant jurisdiction, and also registered under the relevant laws relating to charitable collections or charitable fundraising for good governance and to ensure the good reputation of Rotary. Details of registration identification are to be furnished to the District when requested.

Schedule 1 - Form of Appointment of Elector (voting delegate)

NOTES: This form is to be used by all Rotary Clubs (the Ordinary MEMBERS) to nominate the Rotarian (Associate Member) who is delegated the responsibility to vote on their behalf on any Association (D9705) matter at an Annual or Special General Meeting.

Club President to authorise by completing this form **OR** two (2) Board Members

1 Full name (of ordinary member) **Rotary Club of** _____

2 of (Club address) _____

being an ordinary member of Rotary International District 9705 Inc

3 appoint (name of Elector) _____

4 of (address of Elector) _____

being an associate member of that incorporated Rotary International District, as its delegate to vote for and on its behalf at the Annual/Special General Meeting of that incorporated Rotary International District to be held on (date of meeting) _____

and at any adjournment of that meeting _____

Date _____

Signed _____

President

Print name in full _____

OR

1 Signed _____

Board Member

Print name in full _____

2 Signed _____

Board Member

Print name in full _____

This form MUST be returned to the District Secretary prior to the AGM/SGM.