



**CONSTITUTION
OF
ROTARY INTERNATIONAL
DISTRICT 9910
INCORPORATED**

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1. Name

The name of this incorporated association is Rotary International District 9910 Incorporated.

2. Definitions

As used in this Constitution, unless the context otherwise clearly requires, the following words have the following meanings respectively:

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| Act: | the Incorporated Societies Act 2022 for New Zealand |
| Associate Member: | being a Rotarian or Rotaractor member of an Ordinary Member (a Club) in the District and otherwise having the further 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 40; |
| Communication Addresses | means any form of unique identification address such as a user name or telephone number, which can be verified by a second method of communication such as email, mobile, social networking, audio or video conferencing. |
| Constitution: | this Constitution as lawfully amended from time to time; |
| Constitutional Documents: | The Constitution of Rotary International and it's Bylaws and Rotary Code of Policies 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 9910 Incorporated; |
| District area: | the geographical area known as 'Rotary International District 9910' as altered or amended by Rotary International from time to time; |
| District conference | a meeting of District 9910 Incorporated other than a general Meeting |
| District Governor: | the officer of Rotary International 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; |

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| Locality: | the area from within which a Rotary and Rotaract Club is entitled to draw its membership; |
| Ordinary Member: | a Rotary or Rotaract Club, as provided under Articles 7 and 8. |
| Office-bearer: | the District Governor, the District Governor Elect, the District Governor Nominee, the Secretary, Treasurer and District Financial Officer and other Office-bearers that are from time-to-time required to be appointed as such by Rotary International.; |
| Place of Meeting | One or more designated geographic or virtual places connected by some method, or multiple non-specific places where Associate Members are connected by one or more methods. All options adopted by the committee are authorized provided Associate Members are able to participate in the proceedings. |
| “Mail”, “Mailing” and “Ballot-by-mail” | includes the utilization of (Ballot-by-mail) electronic mail (e-mail) and internet, online voting or other technology as approved by Rotary International in its Constitution or Bylaws |
| MRM | means a login and permission control membership relationship management system such as Club Central, ClubRunner or other approved system as approved the District. |
| Rotary International or RI | Rotary International incorporated in the United States of America; |
| Secretary: | the person holding that office under this Constitution or if no such person exists, District Governor-Elect 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 66% majority of the eligible votes cast to be successful; |
| Treasurer: | the person holding that office under this Constitution or if no such person exists, District Governor-Nominee until a Treasurer is appointed under this Constitution; |
| Year: | the financial year, being the period from incorporation to the following 30th June then each twelve months commencing 1 July. |

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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 correspondence meaning;
- 3.5. other grammatical forms of defined words and expressions have corresponding meanings;
- 3.6. a reference to an Article, clause, sub clause, paragraph, sub paragraph or schedule means a reference to an Article, clause, sub clause, 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 of substitution there for" were added to the reference;
- 3.8. monetary references are stated in New Zealand currency unless otherwise provided; and
- 3.9. the word "including" and similar expressions are not words of limitation.

4. Objects (purposes in terms of the Act)

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, to:

- 4.1. represent Rotary International to every Rotary and Rotaract Club in the district area, its Ordinary and Associate Members and the public;
- 4.2. assist Ordinary Members in advancing and promoting the Object of Rotary;

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- 4.3. assist members in providing service ;
- 4.4. promote continuity of leadership within the District;
- 4.5. promote interest and participation in Rotary activities; and
- 4.6. 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.

5. Status of the District

- 5.1. The District is a not for profit organisation and is not to be operated for the personal gain of any of its members.
- 5.2. The District's 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. Any contract of employment or engagement as consultant or adviser for services, particular as an auditor, counsel or accountant to the District shall not constitute a payment to an Ordinary Member or Associate Member.
- 5.3. If, at any time, any provision of this Constitution fails to conform with the Constitutional Documents, the Ordinary Members must immediately proceed to amend this Constitution until such conformity is restored within the limits of the governing law. Pending that restoration the Board shall use its best endeavours to comply with the Constitutional Documents.
- 5.4. In all cases, however, the Constitutional Documents shall subject to the provisions of the governing laws of New Zealand. As a sovereign state the governing laws always prevail over the provisions of this Constitution in respect of every area where such conformity does not exist.
- 5.5. In any case where the District, as a corporate entity domiciled and subject to the governing law of New Zealand, operates in any other sovereign state that requires the District to register to enable the District to operate in that sovereign state, this constitution shall be translated into the national language of the foreign state and the governing law requirements of the foreign sovereign state be noted in an Addendum. Any such Addendum shall be brought into force by Alteration of this Constitution and the Addendum shall be in both English and any language required by the governing law of the foreign state.
- 5.6. The registered office shall be determined by the Board and domiciled in New Zealand.

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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, or change the not-for-profit status (article 5.1).

7. Membership

- 7.1. Ordinary Membership of the District is restricted to Rotary and Rotaract Clubs whether incorporated or unincorporated in good standing with Rotary International, whose localities fall within the district area.
- 7.2. Associate Membership of the District is restricted to Rotarians or Rotaractors being in good standing of as a member of a Rotary or Rotaract Club, which in turn are Ordinary Members of the District
- 7.3. Every Rotary or Rotaract Club which was a member of Rotary International District 9910 at the time of the incorporation of the District, or which is subsequently chartered by Rotary International within the district area, is entitled to Ordinary Membership upon delivery of a written application to that effect to the Secretary or as otherwise directed to be an Ordinary Member by Rotary International. An application to be a Club chartered by Rotary International shall be consent to become a Member.
- 7.4. Every member in good standing of a Rotary or Rotaract Club, which is an Ordinary Member of the District is entitled to Associate Membership upon delivery to the Secretary by that Rotary and Rotaract Club by entry of the Associate Member's required details into Club Central at rotary.org. Such entry shall constitute notification of his or her membership as aforesaid.
- 7.5. Membership of the District is unlimited.
- 7.6. No entrance fee is payable by members.

8. Register of Members

The Secretary must keep and maintain a Register of Members.

The Register of Members shall be established:

- 8.1. in an online searchable database accessible only by Rotarians or Rotaractors; and.
- 8.2. access shall be controlled in accordance with the published Rotary International privacy policy; and

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- 8.3. with separate registers for Ordinary Members (being Clubs) and Associate Members (being members of Rotary or Rotaract Clubs in the District); and
- 8.4. with the full name, including the Associate Member's nominated Communication 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: and
- 8.5. remain available for inspection by Ordinary Members as provided in Article 36, including the right of an Ordinary member to download the data from an authorised, permissioned MRM.

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 Rotary International or otherwise removed by Rotary International from the District.
- 9.2. An Associate Member ceases membership upon ceasing to be a Rotarian or Rotaractor in good standing or ceasing to be a member of a Rotary or Rotaract Club that is an ordinary member or upon the Rotary or Rotaract Club of which he or she is a member ceasing to be an Ordinary Member of the District.

10. Finance

- 10.1. Proper books of accounts must be kept and maintained either in written, printed or electronic form or 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 receipted and held in a bank account 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, one of which may include the Treasurer and the District Financial Officer.
- 10.4. All bank payments must be electronically approved and counter-approved by signatories who are members of a class of signatories that the Act or Regulation prescribe.
- 10.5. The financial records of the District shall be audited or formally reviewed, and as to form as directed by the board,

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but always annually following the completion of the financial year. The audit or review report is to be available for the annual general meeting.

10.6. 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 Rotary International. The District may hold charitable or benevolent funds on behalf of Ordinary Member or Associate Members in a separate account or accounts.

10.7. As soon as practicable after the end of each year, the Treasurer or the District Financial Officer (as so delegated) 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.

the statement prepared under this article, must be presented in time to allow the District Auditor(s) or reviewer to comply with the audit requirements for the annual general meeting.

10.8. The Treasurer or District Financial Officer (as so delegated) must:

- a. 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 or District Financial Officer (as so delegated) will provide oversight of such authorized persons.
- b. make discretionary payments authorised by the Board for amounts/items not covered in the District budget.

11. Compliance with Constitution

By payment of membership fees and acceptance of membership, a member (being a Club) submits to and agrees to comply with and be bound by this

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Constitution. Each member is subject to the terms of this Constitution regardless of whether such member has received a copy of it.

12. Membership Fees

- 12.1. Not later than 30th of April, the District Governor Elect in consultation with the Board must prepare and deliver to the Board a budget together with the classes of District membership fees and an estimate of the membership fees for the forthcoming year.
- 12.2. Not later than 31st of May the Board should consider the District Governor Elect’s proposed budget and together with the classes of District membership fees and on approval at a meeting of the Board ,then on calling a General meeting, in the Notice of Meeting sent to each ordinary member include the District Governor Elect’s budget and estimated membership fees as an item of business that requires an ordinary resolution adopting the membership fees.
- 12.3. The Ordinary Members at a general meeting held not later than 30 June or an adjournment of that meeting must set the membership fees and other charges as appropriate for the forthcoming year.
- 12.4. Membership fees for a year once fixed in accordance with the provisions of this Constitution must not be increased during the year unless varied in a general meeting and:
 - a. Each member will pay their membership fees promptly once issued with the appropriate notices.
 - b. Members’ invoices are calculated by the number of Club members in Rotary International’s database on 1 January and 1 July. Ordinary Members should register new Associate Members and remove terminated Associate Members within 30 days, or by 1 January or 1 July, whichever is sooner. Ordinary Members are billed for all active Associate Members as of 1 January and 1 July. Ordinary Members are required to pay the amount that appears on the invoice on the payment terms as approved at the time of accepting the District Governor-Elect’s budget.
 - c. The District Governor, on application by no less than 50% of the members, may consider a request for a variation of either the applicable class or amount of the membership fee. In such a case the

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variation will need to be approved at a general meeting at which an amended budget showing the impact of the proposed will also need to be provided.

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 authorised deposit-taking Institute accounts;
- 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. Indemnify Officers, other volunteers and employees who act in good faith in pursuing the Society's activities, and to take insurance for the purposes of that indemnity.
- i. effect and maintain insurances
- j. enter into any other contract the District considers necessary or desirable.

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 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 under Article 27.2);
 - d. to receive the District Auditor or District Review report on the financial affairs of the District for the last preceding year: and

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e. to present that report to the meeting for adoption and

f. to appoint either:

- auditors for the District; or
- an internal audit committee and in which case, by delegation, which sets out the duties and form of Review Report required

for the following year.

14.3. The annual or any special general meeting may conduct any special business of which notice has been given in accordance with this Constitution.

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:

- a. state the objects of the meeting;
- b. be signed by the Ordinary Members requesting the meeting; and
- c. 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.

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- 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.

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.

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 20 working 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 electronic transmission at least 30 working days before the meeting and the Secretary must thereupon include that business in the notice calling the next general meeting.

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 (either by declaring presence online or by proxy or in person) at the time when the meeting is considering that item.
- 18.2. Not less than 20% 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.

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- 18.4. If the meeting is adjourned it shall be adjourned to the next meeting date and time as specified by the Chair at the time of the adjournment or by written notice to Ordinary Members given before the day to which the meeting is adjourned).
- 18.5. In every case if the meeting is being held online the meeting notice shall:
- a. Not require the member to create a login account and accordingly shall use communications platforms which can be accessed by the use of a meeting number or event url that can supports being accessed without a service login account (i.e. the user can participate as a guest)
 - b. The invitation shall provide the usual details of date and time but ensure that a time zone is either nominated or controlled by the scheduling software.
- 18.6. 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 shall be a quorum.
- 18.7. 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 for the completion of an online voting or postal ballot.

19. Presiding at General Meetings

At each general meeting of the District:

- a. the District Governor; or
- b. in his or her absence the District Governor Elect; or in his or her absence; or
- c. such other officer as the District Governor nominates; or
- d. failing such appointment such member as the meeting appoints

is to preside as Chair.

20. Adjournment of Meetings

- 20.1. The Chair 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 to 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.

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- 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 the preceding subclause, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

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21. Voting at General Meetings

- 21.1. All Ordinary 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:
 - a. the Ordinary Member's president; or
 - b. 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. If any such submission is so delivered the Secretary shall cause it to be circulated amongst or read to the members at the meeting. If voting is online, the meeting must be recorded and, if chat enabled, if the technology used permits, copied to a text file.
- 21.5. On any question an Ordinary Member has one vote only.
- 21.6. In the case of an equality of voting the Chair 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, or submit comments and amendments by chat, such motion or amendment, but shall not have a vote.

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 Chair 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 Chair 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 Chair may direct.

23. Manner of Determining Whether A Resolution Is Carried

If a question arising at a general meeting of the District is determined on a show of hands or a counting of online votes, a declaration by the Chair that a resolution has been:

- a. carried; or
- b. carried unanimously; or
- c. 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.

24. Proxies and written resolutions

Proxies

Except as provided for in Article 18.1 no Ordinary Member shall be entitled to appoint a proxy to attend or to vote at any general meeting.

Any meeting can be carried out based on proxy voting by Ordinary Members provided that:

- a. the proxy contains the full text of the proposed resolution and has attached to the proxy any referenced documents and the name of the proposer, seconder and a short explanatory note as to the motion being proposed together with any comments from the District Governor and any other member of the Board of the District that wishes to record support, objection or otherwise; and
- b. the proxy vote can be debated by chat or voice or any combination of that on any online meeting process that enables the votes to be recorded in real time so that amending motions and other procedures are fully debated in the meeting.

Written Resolutions

- a. This provision does not apply to the Annual General Meeting.
- b. A written resolution is as valid for the purposes of the Act and this constitution as if it had been passed at a General Meeting if it is approved by no less than three quarters of Members.
- c. A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each approved by or on behalf of one or more of the Members.
- d. A Member may give their approval by signing the resolution; or giving their approval to the resolution by electronic means or by use of a proxy.

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- e. The proposed written resolution must be dated with the date on which it is first sent to a Member for the purpose of approval (the *circulation date*); sent to an address for each Member; and as far as is reasonably practicable, sent on the circulation date; and accompanied by a statement of the effect of sub-clause (f).
- f. A proposed resolution lapses if it is approved by fewer than three quarters of the number of Members entitled to vote within 40 working days after the circulation date.

25. Board of Directors

- 25.1. The District Governor is the highest officer of the District and ex-officio Chair of the Board.
- 25.2. The affairs of the District must be directed by the District Governor through the Board and its members.
- 25.3. The Board of Directors and any other officers of the District as required to be appointed by Rotary International shall be limited to Rotarians or Rotaractors who are members of Rotary or Rotaract clubs in the District.
- 25.4. The District Governor, following consultation with the Board, will:
 - a. direct the business and affairs of the District;
 - b. have control over all Committees and Office bearers (other than the District Governor Elect and the District Governor Nominee);
 - c. and, for good cause, may 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. have the power to perform subject to this Constitution, the Act and the 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.
- 25.5. The Board will consist of:
 - a. the District Governor;

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- b. the Immediate Past District Governor, if willing to act;
- c. the District Governor-Elect;
- d. the District Governor-Nominee (from the date of his or her nomination);
- e. The District Secretary
- f. The District Treasurer;
- g. up to four (4) Directors, who shall be District Committee Chairs and appointed as Directors by the District Governor

25.6. A vacancy in the Board or any office shall be filled by decision of the Board of Directors.

26. District Committees

- 26.1. The District Governor, in consultation with the Board, may constitute a District 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.
- 26.2. The District Governor may appoint one or more Associate Members to be the members of that Committee.
- 26.3. The District Governor and the District Governor-Elect and District Governor Nominee are ex-officio members of every Committee.
- 26.4. Each District Committee and any District Officer being members of District Committee that is specifically delegated responsibilities 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.
- 26.5. A District Committee Chair 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.
- 26.6. A District Committee Chair is responsible for the holding of regular meetings by the District Committee and the activities of the Committee.
- 26.7. A District Committee Chair is responsible to the Board for supervising and coordinating the work of the District Committee.

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- 26.8. A District Committee Chair shall, if requested, supply copies of its minutes of meetings and report to the District Governor on the work and activities of the Committee.
- 26.9. A District Committee Chair must remain, during their tenure, an Associate Member of District 9920.
- 26.10. In appointing a District Committee Chair, the Board may specify whether that Committee is a standing committee and, if the District Committee is not a standing committee, the date upon which it will terminate. In the absence of a date of termination for any District Committee that is not a standing committee that committee will be deemed to terminate on the next 30th of June following the committees establishment.
- 26.11. The District Governor may add additional Associate Members as members of a Committee.
- 26.12. The District Governor may amend, diminish or terminate the activities of any Committee at anytime
- 26.13. Every Committee of the District will not seek separate incorporation without the written approval of the District Governor and the Board.
- 26.14. Membership of a Committee terminates at the conclusion of the year in respect of which the Associate member was appointed to that Committee but that Associate Member may be re-appointed.
- 26.15. All vacancies occurring at the conclusion of a year will be filled by the incoming District Governor.
- 26.16. Casual vacancies may be filled by the then District Governor as and when they occur.

27. Office Bearers and Directors

- 27.1. The following Office Bearers shall be appointed by the District Governor and will carry out the following functions:
 - a. **As Secretary** – it will be the duty of the Secretary to keep membership records, record attendance at meetings; send out notices of District, Board meetings; record and preserve the minutes of such meetings; report as required to Rotary International, report changes in membership; and perform other duties as usually pertain to the office of Secretary;
 - b. **As Treasurer** and/or The District Financial Officer – it shall be the duty of the Treasurer and/or The District Financial Officer (as so delegated) to have responsibility for the

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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 and/or District Financial Officer. Upon retirement from office, the Treasurer and/or District Financial Officer shall turn over to the incoming Treasurer and/or District Financial Officer or, in the absence of an incoming Treasurer and/or District Financial Officer, to the District Governor all funds, books of account and other property in the Treasurer and/or District Financial Officer's possession.

- c. **As Required by Rotary International** – the duties of any required District Officer shall be set out in the relevant District Committees delegation and otherwise as established by Rotary International.

27.2. The office of an Office Bearer or Director 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 Companies Act; or
- c. resigns from office by notice in writing given to the Secretary, or in the absence of a Secretary to the District Governor; or
- d. is removed from office by the District Governor;
- e. dies; or
- f. becomes a mentally incapacitated person; or
- g. if the office is terminated by the District Governor.

27.3. The Secretary shall be the District's contact person under the Act. Provided the Board may appoint up to 2 other persons to be contact persons and shall give the required notice under the Act.

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.

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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 clause may be given to a Board member by any means provided in Article 39.

30. Quorum for Board Meetings

- 30.1. A quorum of the members of the Board is 5 and the quorum must include the District Governor, or in his/her absence, as delegated by the District Governor, one of the Immediate Past District Governor, District Governor-Elect or District Governor Nominee.
- 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.
- 30.4. In the case of a special meeting the meeting lapses.
- 30.5. In any other case the meeting stands adjourned to the same place or places and the same time and day in the following week.
- 30.6. The Board may act notwithstanding any vacancy in its number.

31. Presiding at Meetings of the Board -

At each Board meeting the Presiding Chair shall be:

- a. the District Governor; or
- b. a Board member nominated by the District Governor; or
- c. failing such nomination, a Board member nominated by the meeting to preside as Chair.

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 if an in person meeting or if online by voting recorded by chat text or by a formal online vote or if a member requests, by a

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poll taken in such manner as the Chair at that meeting may determine.

- 32.2. Each member present at a meeting of the Board, or at a meeting of any Committee (including the Chair), is entitled to one vote and, in the event of an equality of votes on any question, the Chair must exercise a second or casting vote in addition to his or her deliberative vote.

33. Minutes of Meetings

- 33.1. The Secretary or any assistant secretary or the Secretary's nominee must keep record of the resolutions of each general meeting.
- 33.2. The taking of the minutes for each board meeting shall be allocated at the beginning of the Board meeting.
- 33.3. All minutes shall record of the names of persons attending the meeting.
- 33.4. Minutes should be filed online and be accessible to all members of the district within 60 days of the said meeting.
- 33.5. These records are to be maintained as a permanent record in paper or electronic form.

34. Disputes and Mediation

- 34.1. **Grievances** - The grievance procedure contained in this clause applies to disputes under this Constitution between Ordinary members or between an Ordinary member or an Associate Members 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

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- b. in the absence of agreement appointed by the Board at the request of either party to the dispute.
- c. No person who is a member of either party to the dispute can be appointed as the mediator.

34.6. If the mediation process does not resolve the dispute within 30 days of the appointment of the mediator either party may seek a resolution of it in accordance with the provisions of the law.

34.7. **Disciplinary Proceedings** - Disciplinary proceedings in respect of an ordinary member must be taken only as prescribed in the Rotary International constitutional documents.

34.8. If the Board is of the opinion that disciplinary proceedings should be taken in respect of an Associate Member it shall refer the matter to the Rotary and Rotaract Club of which that Associate Member is a member.

34.9. All Board requests that Rotary and Rotaract Club to take such disciplinary proceedings in respect of the Associate Member are to be governed by the relevant processes and provisions of the Rotary International constitutional documents.

35. Custody of Books and Records

35.1. Except as otherwise provided in this Constitution, the Secretary and Treasurer and/or the District Financial Officer (as so delegated) will keep in their respective custody or under their control all books, documents and securities of the District relating to their respective duties.

35.2. Committee members and office bearers must hand over any documents or assets of the association within 14 days after ceasing to hold office.

36. Information Requests by Ordinary Members

36.1. An Ordinary Member may at any time make a written request to a society for information held by the District.

36.2. The request must specify the information sought in sufficient detail to enable the information to be identified.

36.3. The District must, within a reasonable time after receiving a request:

- a. provide the information, or
- b. agree to provide the information within a specified period, or

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- c. agree to provide the information within a specified period if the Ordinary Member pays a reasonable charge to the District (which must be specified and explained) to meet the cost of providing the information, or
- d. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the District may refuse to provide the information, the District may refuse to provide the information if:

- e. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- f. the disclosure of the information would, or would be likely to, prejudice the commercial position of the District or of any of its Ordinary Members, or
- g. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the District, or
- h. withholding the information is necessary to maintain legal professional privilege, or
- i. the disclosure of the information would, or would be likely to, breach an enactment, or
- j. the burden to the society in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
- k. the request for the information is frivolous or vexatious.

If the District requires an Ordinary Member to pay a charge for the information, the Ordinary Member may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the Ordinary Member informs the District:

- i. that the Ordinary Member will pay the charge; or
- ii. that the Ordinary Member considers the charge to be unreasonable.

Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

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37. Conflict of Interest and Confidentiality of Information

- 37.1. If a board member or office bearer has a direct or indirect interest in a matter being considered or about to be considered at a committee meeting **and** the interest appears to raise a conflict with the proper performance of the board members or office bearer duties in relation to the consideration of the matter, the member or office bearer must, as soon as possible after the relevant facts have come to the committee members' knowledge, disclose the nature of the interest at a committee meeting.
- 37.2. A board member or office bearer who has disclosed an interest which appears to raise a conflict with the proper performance of the board members' duties as referred to in the preceding sub-clause must not:
- a. Be present during any deliberation of the committee in respect of the matter for the purpose of making a determination; nor shall
 - b. take part in any decision of the committee with respect to the making of a determination of the matter.
- 37.3. A member of the board or office bearer shall not directly or indirectly use information obtained as a board 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.

38. Execution of Documents

- 38.1. The common seal of the District must be kept in the custody of the Secretary unless the Board authorises termination of its use and destruction of the seal.
- 38.2. The common seal is not required to be affixed to any instrument. The board may appoint authorised signatories from among its members as are ordinarily resident in New Zealand, and, may at any time, revoke any such appointment.

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

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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, usually an email address; and

AND

- c. if sent by pre-paid post is deemed to have been served on the third business day following the date of its posting;
- d. if served by electronic transmission is deemed to have been served when sent; and
- e. It is the responsibility of a member to ensure that that member's address, 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 or places upon receipt of such notice by the Secretary.

40. Bylaws

- 40.1. Any bylaws of the district shall not be inconsistent with the constitution and bylaws of Rotary International with rules of procedure as established by Rotary International. Bylaws may be amended from time to time.
- 40.2. A Bylaw is subject to ratification by the Ordinary Members at a General Meeting and if not ratified before the conclusion of the year in which it was made, amended or repealed is deemed to have been set aside at the conclusion of that year.

41. Winding Up Process

- 41.1. 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 Rotary International.
- 41.2. The liability of a member to contribute towards the payment of the debts and liabilities of the District or the costs,

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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.

- 41.3. The District Governor must notify the Board of Rotary International promptly of any resolution made by the Ordinary Members and supply it with a final report upon completion of the winding up. Any resolution must be consistent with the Rotary International constitutional documents and the governing law.
- 41.4. On the winding up or liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets after payment of all debts, costs and liabilities shall be vested in a New Zealand Incorporated Rotary organisation with the same or similar purposes and objects as this District and which is a not-for-profit organisation as defined by New Zealand Law. The recipient organisation is to be determined at a general meeting of this District and passed by a two-thirds majority of this District's active Members who are present and voting or, if it is not possible to attain a quorum at such general meeting, by a resolution of the Board or at the direction of the District Governor.

42. Postal or Online Voting Ballots

- 42.1. A postal or online voting ballot of the Ordinary Members may be required by the District Governor, the Board or the Ordinary Members at a general meeting.
- 42.2. A call for postal or online voting ballots must include a closing date for the receipt of ballots being at least 20 business days after the notice of ballots is posted.
- 42.3. If a decision is made, it shall be 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.
- 42.4. An ordinary member may vote by completing the ballot paper which must indicate the member's name and the

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approval of the president or by two office bearers of the ordinary member.

43. District Changes Mandated by Rotary International

43.1. On:

- a. a request from a Club (not then being an ordinary member of the District) for a districting change to join the District with the consent of the Club's District and Rotary International; OR
- b. on a direction by the Board of Rotary International requiring the District to accept Clubs from an adjoining District (referred to as an Adjoining District),
- c. the District shall extend its membership and boundaries accordingly.
- d. Accession of each Club from an Adjoining District, so required to accede to the District, shall be notified to the District Officers and the existing Club Presidents within the District.
- e. When an Adjoining District will not have any remaining Clubs as its members and at the direction of Rotary International for the District and PROVIDED THAT:
- f. the Adjoining District corporation or association is registered in New Zealand
- g. the District is required to accept responsibility for the Adjoining District as registered and, in so doing, can meet a solvency test both before accepting responsibility and can forecast solvency after accepting responsibility

THEN

- h. the District may enter into an agreement and/or such Deeds as maybe necessary with the Adjoining District, subject always to the consent of Rotary International, as required to assume ownership, governance or otherwise take control of any entities previously the responsibility of an Adjoining District and its related entities.

43.2. The District shall be responsible for the costs of and the work related to maintaining the books of accounts, completing audits and other compliance costs and activities of the Adjoining District until the formalities of winding up or cancellation are completed and shall:

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- a. to cause the holding of general meetings of the Adjoining District as required and for so long as necessary to complete an orderly process of finalisation of each of the Adjoining District affairs to the point that all compliance and statutory obligations are completed so as to enable winding up, liquidation or de-registration or striking-off, whatever the case maybe and the effecting of the completed cessation the Adjoining District; and
- b. indemnify the former and current statutory officers of the Adjoining District against all perils associated with the continuance of the Adjoining District until so ceased; and
- c. ensure that all the former and current statutory officers of the Adjoining District are named parties and/or covered by runout Officers insurance cover.

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

| | | |
|---|--|---|
| 1 | Full name of the Ordinary Member | _____ _____ (the Club name above in BLOCKS above) |
| 2 | With Rotary International Club Id | _____ _____ (the Club id |
| | being an ordinary member of | Rotary International District 9910 Incorporated. |
| 3 | Appoints as it's Elector: | _____ _____ (the Club member name above in BLOCKS) |
| 4 | Being an Associate Member of the District with the Rotary International membership id of: | _____ _____ (the Club member ID above) |
| | and the Ordinary Member's its delegate (or proxy) 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. | _____ _____ (the Date of the District's General Meeting) |
| | Signed by the President of the Club being the Ordinary Member entered above | _____ _____ (the Club President's signature above) _____ _____ (the Club President's name in BLOCKS above) |
| | OR in accordance with a minuted resolution of the Board of the Ordinary member (the Club) by an Office Bearer or Director | _____ _____ (the Club's authorised signatory signature above) |

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(the Club's authorised signatory office in
BLOCKS above

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Officer Confirmation of Alteration of Constitution

We, being officers of **Rotary International District 9910 Incorporated**, confirm that we were present at the Extraordinary General Meeting of the Association held on the 2026, and that the preceding Constitution was considered in the presence of a recorded quorum and approved.

| | | |
|---|-----------------------------|---|
| 1 | Full name of the Officer | _____ _____ (the Officer name above in BLOCKS) |
| 2 | being | _____ _____ (Role above in BLOCKS) |
| 3 | being an ordinary member of | Rotary International District 9910 Incorporated. |
| 4 | Signed on: | ____ / ____ / ____ |

| | | |
|---|-----------------------------|---|
| 1 | Full name of the Officer | _____ _____ (the Officer name above in BLOCKS) |
| 2 | being | _____ _____ (Role above in BLOCKS) |
| 3 | being an ordinary member of | Rotary International District 9910 Incorporated. |
| 4 | Signed on: | ____ / ____ / ____ |

| | | |
|---|-----------------------------|---|
| 1 | Full name of the Officer | _____ _____ (the Officer name above in BLOCKS) |
| 2 | being | _____ _____ (Role above in BLOCKS) |
| 3 | being an ordinary member of | Rotary International District 9910 Incorporated. |
| 4 | Signed on: | ____ / ____ / ____ |

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