



ROTARY INTERNATIONAL DISTRICT 9455 BYLAWS

ARTICLE 1: AUTHORITY AND APPLICATION.

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

ARTICLE 2: DISTRICT BOARD OF MANAGEMENT

- 2.1 There shall be a District Board of Management (herein referred to as "the Board") in accordance with Article 8 of the Constitution of Rotary International 9455 Incorporated (the Constitution) and shall be:
 - 2.1.1 the District Governor, as chairperson;
 - 2.1.2 the District Governor Elect,
 - 2.1.3 the District Governor Nominee;
 - 2.1.4 the District Secretary;
 - 2.1.5 the District Finance Director.
 - 2.1.6 the District Rotary Foundation Committee Chair
 - 2.1.7 a maximum of seven (7) directors, all of whom will be members of accredited Clubs in the District, and of which at least three (3) will be Past District Governors, one (1) of whom will be the most recent and available as Vice Chairperson.

ARTICLE 3: DISTRICT COMMITTEES, SUB-COMMITTEES, OFFICES AND OFFICERS.

- 3.1 **Committees and Offices.** Except for elected offices (District Governor, District Governor Elect and District Governor Nominee¹, District Representatives to the Council on Legislation² and District Rotary Foundation Committee Chair) and offices prescribed by the District Constitution (chairperson and vice-chairperson, director, district secretary, district finance director), and the select committee responsible for nominating the District Governor, all other district committees and offices shall be created, maintained and abolished at the discretion of the District Governor.
- 3.2 **Standing Committees.** The District Governor may establish the following standing committees which can be administered either jointly or severally by Directors appointed by the District Governor:
 - 3.2.1 Administration
 - 3.2.2 Finance
 - 3.2.3 Foundation
 - 3.2.4 Leadership
 - 3.2.5 Legislation
 - 3.2.6 Membership
 - 3.2.7 Projects

¹ District Governors are elected in accordance with RI Bylaws Article 13.

² District Representatives to the Council on Legislation are elected in accordance with RI Bylaws Article 8.

- 3.2.8 Public Relations
- 3.2.9 Training
- 3.3 **Appointment of Officers.** Except for elected offices, all district appointments shall be made at the discretion of the District Governor to serve in the District Governor's term of office.
 - 3.3.1 The Finance Director who, preferably, but not necessarily, will be a Past District Governor.
 - 3.3.2 Assistant Governors will be a recent Past President of a Club.
- 3.4 **Consultation and Coordination.** While Articles 3.1, 3.2 and 3.3 are paramount, the District Governor shall consult with the District Governor Elect (and where known the District Governor Nominee) and District Board, and:
 - 3.5.1 encourage chairs of district committees to serve in that role for up to a maximum of three consecutive years³, and
 - 3.5.2 express a preference for staggered retirement dates for committee members to ensure continuity of experience, while still achieving Rotary's rollover principle.
- 3.5 **Ex Officio Authority.** The District Governor may at any time temporarily or permanently assume the chair of any district committee (by virtue of the office and official position). The District Governor and District Governor Elect shall be ex-officio members of all district committees with voting rights, and in the case of the District Governor, the power of veto.

ARTICLE 4: DISTRICT FINANCES.

- 4.1 **District Finance Committee:**
 - 4.1.1 **Role of the Committee.** The District Finance Committee shall assist the District Governor and Board in applying and safeguarding the assets of the District; and:
 - 4.1.1.1 Arrange for all district committees to submit a budget of income and expenditure in time to be incorporated in the District budget presented by the District Governor Elect to Presidents Elect;⁴
 - 4.1.1.2 Manage the District Operating Fund, Disaster Fund and any other special District Funds not expressly assigned to a specified district committee;
 - 4.1.1.3 Submit a draft annual report including an audited statement of district finances to the district board before 31st August each year; and
 - 4.1.1.4 Such other administrative and financial duties prescribed in RI Bylaws.⁵
 - 4.1.2 **Members of Finance Committee.**
 - 4.1.2.1 The District Finance Director who will be the Chair of the Committee
 - 4.1.2.2 The District Governor Nominee
 - 4.1.2.3 The Immediate Past District Governor
 - 4.1.2.4 The District Treasurer
 - 4.1.2.5 An Executive Adviser who may be appointed by the District Governor.

Three members of the Finance Committee with voting rights shall form a quorum
 - 4.1.3 **Vacancies.** Any casual vacancy shall be filled by a suitably qualified Rotarian appointed by the District Governor to serve out the term of the member replaced.
- 4.2 **District Funds.** The District is to establish a fund or funds for financing District-sponsored projects and the administration and development of Rotary in the District. These funds shall comprise:
 - 4.2.1 the District Operating Fund; and
 - 4.2.2 such other special District funds as required by these Bylaws or determined by the District Board.

³ For example, the District Rotary Foundation Chair is appointed for three years, and endorsed by The Rotary Foundation.

⁴ Usually at PETS.

⁵ For example in RI Bylaws Article 15.060

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

4.3 **District Bank Accounts:**

4.3.1 **District Bank Account.** Except where the District Board approves in writing (on the recommendation of the District Finance Committee) the holding of a separate bank account by a district committee, district committees shall operate through a single district bank account that is to be held by the District.

4.3.2 **Subsidiary Accounts.** Where the holding of a separate bank account is so approved, the responsible committee shall maintain proper subsidiary accounts. The signatories to the account will be either the District Governor, the District Finance Director or District Treasurer with either the Committee Chair and a committee member with two to sign jointly. All will be authorised to obtain bank information on the account as and when required.

4.3.3 **Bank, Building Society or Other Trustee Status Accounts.** The Finance Committee shall have the authority to open or terminate accounts in Banks, Building Societies or other financial institutions (holding authorized Trustee Investment Status) in the style of "Rotary District 9455 Administration Fund" and to arrange signatories and endorsements on such accounts. The authorized signatories shall be the District Governor, the District Finance Director, the District Treasurer, the District Secretary, and one other Board member, all instruments to be signed by any two of them jointly. Maximum interest earning shall be sought co-incident with safety of investment.

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

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

4.4.1.1 readily show funds held and the progressive budget against actual position of each particular item, highlighting variances; and

4.4.1.2 enable the convenient and timely preparation of annual auditable accounts.

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

4.4.3 **Subsidiary Accounts.** Where district committees are approved to operate subsidiary accounts, proper accounts and records shall be maintained at all times, as required by the District Governor through the District Finance Committee, sufficient to enable the timely preparation of district accounts as required, and their proper audit.

4.4.4 **Audit.** The District Board may authorise:

4.4.4.1 a consolidated audit of all or part of the district's funds, including subsidiary accounts, in which case the audit costs may be apportioned across relevant district activities based on a fair and reasonable base such as turnover on the relevant accounts.

4.4.4.2 where the operation of separate bank accounts has been approved, the District Board shall require the responsible committee to provide the District Finance Committee with a copy of its accounts and an auditor's certificate, at its own expense, by 15 August each year.

4.5 **Audited Statement of District Finances.** The District Governor must supply an audited annual statement of the District finances to each Member Club in the District within three months of the completion of the Governor's year in office. This audited annual statement shall also be presented, discussed (if need be) and formally adopted by the following District Conference.

4.6 **District Operating Fund:**

4.6.1 **Income of the Fund:**

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

- a. all Member Clubs in the District by way of a single annual per capita levy on the active membership of those Clubs based on each Club's Semi Annual Return submitted to Rotary International as at the 1st January preceding the issue of levy invoices. Any Club chartered after the beginning of the Rotary year will be required to pay a prorata per capita levy based on its active membership; the Club's active membership will be determined by the District Governor in consultation with the Club's President. Where a Club is chartered between 1 January and 30 June and it has not had the opportunity to submit a January Semi Annual Return, it will pay a levy for its first full year of operation based on an active membership as determined by the District Governor in consultation with the Club's President.
- b. surplus Funds from District activities
- c. donations by individuals or organizations
- d. interest earned; and
- e. any other income deemed by the Board to be legitimate District income.

4.6.1.2 **District Dues.** The per capita levy shall be referred to as 'District Dues'. The amount of District Dues for the new Rotary year shall be decided by a meeting of Presidents Elect of Member Clubs at the District Assembly preceding that year, following presentation of a District budget to Presidents Elect at their Presidents Elect Training Seminar (PETS). Presidents Elect of Member Clubs are to present the District budget to their Club prior to the District Assembly.

4.6.1.3 **Approval of District Dues.** District Dues must be approved by at least a three-fourths majority of Presidents Elect present at a General meeting of the District held at the District Assembly, provided that where a President Elect is excused from attending the District Assembly by the District Governor Elect, the designated representative of the President Elect shall be entitled to vote in the President Elect's place. Presidents Elect of clubs may appoint a Rotarian attending the District Assembly to vote on their behalf and may instruct such proxy as to how to vote. The President Elect appointing such proxy must advise the District Governor Elect of the appointment in advance in writing.

4.6.1.4 **Invoicing and Payment of Dues:**

- a. Invoices for District Dues issued to Member Clubs will be due from 1st July, and Member Clubs shall pay District Dues to the District within ninety days of the date of issue of invoices.
- b. Any dues outstanding by 31st October of that year may incur an additional administration fee as set by the District Finance Committee to cover the additional cost of collection.
- c. No pro-rata dues will apply to new members joining after 1 July nor will credits be applied for members leaving after 1 July.

4.6.1.5 **Levy Mandatory.** All clubs in the district must pay the per capita levy. Once the RI Board receives certification from the governor that a club has failed to pay the levy for more than six months, it may suspend RI services to the club while the levy remains unpaid, provided that the district fund has been operated as herein provided. Any club that fails to pay its approved contributions to the district fund may have its membership in RI suspended or terminated by the RI Board.

- 4.6.2 **District Operating Expenditure.** District Operating Expenditure may include reasonable expenses such as:
- 4.6.2.1 Expense allowances for the District Governor, District Governor Elect and District Governor Nominee.
 - 4.6.2.2 Expenditures necessarily incurred by district or other authorized committees or officers.
 - 4.6.2.3 RI protocol, including expenditure by the District Governor on other items directly related to the district, including any official visit to the district of a President of Rotary International or his/her representative.
 - 4.6.2.4 District conferences and assemblies.
 - 4.6.2.5 All district training.
 - 4.6.2.6 District publications, such as district directories.
 - 4.6.2.7 District insurance, property or paraphernalia, including acquisition and maintenance of National Flags, Rotary Wheels and other District emblems or property.
 - 4.6.2.8 Reimbursement of economy class return airfare and reasonable accommodation expenses incurred by the District Governor and partner, District Governor Elect and partner, District Governor Nominee and partner, in attending the Zone 8 Regional Institute and Pre Institute Training, and the District Governor Elect and partner attending the RDU briefing.
 - 4.6.2.9 Reimbursement of economy class return airfare and reasonable accommodation expenses incurred by the District Trainer and Partner to attend the Pre-Institute District Trainers Training course of the Zone 8 Regional Institute.
 - 4.6.2.10 Reimbursement of economy class return airfare and reasonable accommodation expenses of Rotarians appointed by the District Governor to attend National Development Seminars (in which case costs are to have prior approval of the District Board).
 - 4.6.2.11 A Past District Governor's Lapel Badge, Jewel and Gift for the retiring District Governor and Partner.
 - 4.6.2.12 An annual expense subsidy for office bearers and Assistant Governors as approved by the Board.
 - 4.6.2.13 Any other expenditure deemed by the District Board to be legitimate District expenditure.
- 4.7 **Special District Funds.** The following Special District funds and accounts may be established either in the District Operating fund, or if approved in accordance with Article 4.3.2 above, as a separate banking account.
- 4.7.1. **The Rotary District 9455 Disaster Fund.** There may be a Disaster Fund established and operated in District 9455 to be known as the "Rotary District 9455 Disaster Fund" on the following basis:
- 4.7.1.1 **Annual Contribution.** Clubs shall make a contribution per member, per year subject to Article 4.7.2.5 below. Individual Rotarians may also contribute.
 - 4.7.1.2 **Donations in the Name of Rotary District 9455 in Western Australia.** The Disaster Fund shall be used solely for the purpose of making donations in the name of "Rotary District 9455, Western Australia", to appeals to alleviate distress following disasters, such as floods, fires, earthquakes etc.
 - 4.7.1.3 **Administered by District Board.** The Disaster Fund shall be under the general direction of the participating Rotary Clubs and shall be administered by the District Board on the recommendation of the District Finance Committee.

- 4.7.1.4 **Disbursement Limits.** The District Board may approve a donation of not more than \$10,000 to an Appeal after a disaster in Australia, or to a disaster elsewhere in the world, provided that it is a declared disaster by Rotary International. No further donation to a particular disaster may be made without the approval of the majority of the Presidents of the clubs of the District. In emergencies, the District Governor may donate up to \$5,000 to assist with immediate disaster relief.
- 4.7.1.5 **Parameters of Disaster Fund.** When the Disaster Fund has accumulated to the sum of \$40,000, contributions shall be suspended until the Disaster Fund drops to \$20,000, at which time contributions shall be reinstated.
- 4.7.1.6 **Investments and Interest Earned.** The Disaster Fund may be invested in a Bank, Building Society or other authorized Trustee Investment, at the discretion of the District Board on the recommendation of the Finance Committee. Maximum interest earning shall be sought coincident with safety of investment.
- 4.7.1.7 **Report by District Board.** The District Board shall report on the Disaster Fund's activities at each Annual General Meeting. Such report will be included in the Annual Report of the District's finances.
- 4.7.2 **District Youth Project Fund.** There may be a Fund established and operated in District 9455 to be known as the "Rotary District 9455 Youth Project Fund" on the following basis:
 - 4.7.2.1 **Donations in the Name of Rotary District 9455 in Western Australia.** The Fund shall be used solely for the purpose of making donations in the name of "Rotary District 9455, Western Australia", to youth related projects or individuals to the limits as defined in Article 4.7.3.4 below.
 - 4.7.2.2 **Administered by District Board.** The Fund shall be administered by the District Board on the recommendation of the District Finance Committee.
 - 4.7.2.3 **Contributions.** Contributions to the fund can be made the Board from surplus funds, if any, from District activities. Individual Rotarians may also contribute.
 - 4.7.2.4 **Disbursement Limits.** The District Board may make a donation of not more than \$3,000 to an applicant recommended to the District Finance Committee by a Club, or the New Generations Sub-Committee or Youth Exchange Sub-Committee through the Projects Committee,
 - 4.7.2.5 **Investments and Interest Earned.** The Fund may be invested in a Bank, Building Society or other authorized Trustee Investment, at the discretion of the District Board on the recommendation of the Finance Committee. Maximum interest earning shall be sought coincident with safety of investment.
 - 4.7.2.6 **Report by District Board.** The District Board shall report on the Fund's activities at each Annual General Meeting. Such report will be included in the Annual Report of the District's finances.
- 4.7.3 **The Rotary District 9455 Foundation Account.** This account is primarily for the receipt and disbursement of moneys relating to District Simplified Grants. It may also be used for the receipt and disbursement of funds contributed by clubs in support of Matching Grants. Funds deposited in this account may be disbursed with the approval of all of the District Governor, the District Rotary Foundation Committee Chair and the District Grants Committee Chair.
- 4.7.4 **Other Special District Funds:**
 - 4.7.4.1 Other special district funds⁶ shall be maintained as approved by the District Board on recommendation of the District Finance Committee.
 - 4.7.4.2 No special district fund shall be separately incorporated without express authorisation by the District Board.

⁶ For example: RYLA, RYPEN.

4.8 **District Property:**

- 4.8.1 The District Governor shall appoint a District Property Officer.
- 4.8.2 The duties of the District Property Officer are:
 - 4.8.2.1 Oversee and be responsible to the District Finance Committee for all District property.
 - 4.8.2.2 Keep and maintain a list of all District property, including property on loan.
 - 4.8.2.3 Ensure that all District property is valued adequately and insured.
 - 4.8.2.4 Prepare an annual budget, before 31st January each year, for the purchase, repair or replacement of property as required for inclusion in the District Budget.
- 4.8.5 Encourage Clubs to make use of District property and to share their property with other Clubs in the District.
- 4.8.6 Report on the above duties quarterly to the District Finance Committee.

ARTICLE 5: NOMINATION OF DISTRICT GOVERNOR AND DISTRICT REPRESENTATIVES TO THE COUNCIL ON LEGISLATION

5.1 **Nominating Committee.**

5.1.1 **Formation and Structure.**

The District Nominating Committee, which shall be charged with the duty to seek out and propose to Rotary International the best available candidate for District Governor Nominee for the following Rotary year, and the District Representatives to the next Council on Legislation in accordance with 5.3 and 5.4 below, shall consist of the:

- 5.1.1.1 current District Governor;
- 5.1.1.2 current District Governor Elect;
- 5.1.1.3 current District Governor Nominee;
- 5.1.1.4 two most recent, and available, Past District Governors who are members of a Club in the District; and
- 5.1.1.5 Two zone representatives of Member Clubs.

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

5.1.3 **Vacancies on Nominating Committee.** If a vacancy occurs during the term of the Nominating Committee, the District Governor shall appoint a past president of a Member Club within the zone or a past RI Officer of the District to fill the vacancy.

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

5.1.5 **Members of Committee Ineligible.** No member of the current Nominating Committee is eligible for nomination as District Governor Nominee, or as a nominee for the District Representatives to the Council on Legislation, however a zone representative on the Nominating Committee may step aside if called upon to do so by the Committee, but is under no obligation to do so.

5.2 **Zone Representation on Nominating Committee.**

5.2.1 **Zone Representatives.** A Representative of each of the zones set out in Schedule One shall be selected from past or current presidents who have held the office of president of a Member Club in the District during the three years immediately prior to their taking office in the District Nominating Committee.

- 5.2.2 **Zones.** Zones may be amended by administrative determination of the District Board, following 30 days notice to Member Clubs, and subject to appeal of Member Clubs affected to the Board, general meeting or District Conference.
- 5.2.3 **Nomination for Zone Representatives.** On or before 15th January, the District Governor shall require Member Clubs within each zone to submit to the District Governor Elect the name of any consenting Past President or President whom they desire to nominate as a member of the Nominating Committee for their respective zone. Nominations will close no later than 15th February.
- 5.2.4 **Zone Representative Ballot.** In the event of any Zone requiring a ballot to determine their representative, the District Governor shall require the District Governor Elect to conduct a postal ballot by 1st March. The ballot shall be between the Presidents, or their representative, within that zone. The nominee gaining the most votes will be elected to the Nominating Committee.
- 5.3 **Nomination Process – District Governor Nominee.⁷**
- 5.3.1 **Invitation to Submit Names of Candidates.** At least two months prior to the closing date for District Governor nominations, the District Governor shall invite Club Presidents, in writing, to submit for consideration of the Nominating Committee names of candidates who are prepared to stand for the position of District Governor. The Governor’s letter will explain the role and the honour associated with the position of District Governor.
- 5.3.2 **Closing date for District Governor Nominations.** Nominations shall be returned to the District Governor not later than 1st March (or such earlier date as determined by the District Governor). The Nominating Committee shall not be limited in its selection to the candidates submitted by Clubs. The Committee shall nominate the best qualified Rotarian who is available to serve as governor. (RI Bylaw 13.020.5)
- 5.3.3 **Biographical form for each Candidate.** The District Governor will then send to each candidate a standard biographical form that allows the candidate to outline his or her Rotary, business and civic record. These forms and a current photograph of the candidate shall be returned to the District Governor within one month of the determined closing date (ie: 1 April, or such earlier date as determined by the District Governor).
- 5.3.4 **Information circulated to Committee Members.** The District Governor shall circularise to each member of the Nominating Committee the names, standard biography and relevant details of each candidate for the office of District Governor Nominee.
- 5.3.5 **Meeting of Nominating Committee.** The District Governor shall on or before the first Saturday in April convene a meeting of the Nominating Committee to consider the nominations received.
- 5.3.6 **Endorsement of Candidate.** The Nominating Committee’s recommended candidate shall be endorsed by an absolute majority of Nominating Committee members.
- 5.3.7 **Procedure where Nominating Committee in Agreement.** In the event of the nominating committee agreeing to the suitability of one of the candidates, his/her name shall be published in accordance with RI Bylaw 13.020.6.
- 5.3.8 **Procedure where Nominating Committee Not in Agreement.** In the event of the Nominating Committee not agreeing on the suitability of any of the candidates presented, they shall proceed to obtain and nominate a candidate in accordance with RI Bylaw 13.020.7.
- 5.3.9 **Canvassing Disqualification.** No Rotarian shall canvass or campaign for any elective position in Rotary International nor allow campaigning on his/her behalf, nor shall any brochures, literature or letters other than what is specifically provided for in the Bylaws of Rotary International, be distributed by a Rotarian or on his/her behalf to any club or member of a club.
- 5.3.10. **Challenging Candidates.** Any club in the district which has been in existence for at least one year as of the beginning of that year may also propose a challenging

⁷ Refer to RI Bylaws Article 13.020 for further procedures

candidate for governor-nominee. A club in existence for less than one year as of the beginning of that year may propose a challenging candidate provided such candidate is a member of that club. The challenging candidate must have been duly suggested to the nominating committee (see 5.3.1 above). The name of the challenging candidate shall be submitted pursuant to a resolution by the club adopted at a regular meeting. The club must file the resolution with the governor by the date determined by the governor. Such date shall be at least two weeks after publication of the announcement of the selection for governor-nominee by the nominating committee.

5.4 Nomination Process – District Representatives to the Council on Legislation.

- 5.4.1 **Invitation to Submit Names of Candidates.** The Nominating Committee procedure shall be conducted in the year two years preceding the Council. At least two months prior to the closing date for nominations for candidates for District Representatives to the Council on Legislation, the District Governor shall invite Club Presidents, in writing, to submit for consideration of the Nominating Committee the names of candidates who are prepared to stand for the positions of District Representative and Alternate District Representative to the Council on Legislation. The Governor’s letter will explain the role of the positions of District Representative and Alternate District Representative.
- 5.4.2 **Closing date for District Representative Nominations.** Nominations shall be returned to the District Governor not later than 1st March (or such earlier date as determined by the District Governor).
- 5.4.3 **Qualification Statement for each Candidate.** The District Governor will request each candidate to provide a statement listing the qualifications which support his/her selection as the District Representative to the Council on Legislation. These statements shall be returned to the District Governor by the date determined by the District Governor.
- 5.4.4 **Information circulated to Committee Members.** The District Governor shall circularise to each member of the Nominating Committee the names and statements of qualifications of each candidate.
- 5.4.5 **Meeting of Nominating Committee.** The District Governor shall on or before the first Saturday in May convene a meeting of the Nominating Committee to consider the nominations received.
- 5.4.6 **Endorsement of Candidate.** The Nominating Committee’s recommended candidate shall be endorsed by an absolute majority of Nominating Committee members.

ARTICLE 6: AUDIT OF CLUB ACCOUNTS.

Before October 31 each year, each member club shall provide the current District Governor with a copy of its audited accounts for the immediately preceding Rotary year.⁸

ARTICLE 7: LEGAL RESPONSIBILITIES OF ROTARY CLUBS TO ROTARY INTERNATIONAL.

- 7.1 **District Guidelines for Member Clubs.** The District, district officers or committees may, with the approval of the board, issue guidelines to assist member clubs to meet their obligations to RI and under Australian law⁹, and may coopt and convene Rotarians (and others willing to

⁸ In accordance with its own Constitution, at the completion of the financial year each Club is to ensure a thorough audit of its financial transactions is performed by a certified public accountant or other qualified person within four months of the end of the financial year.

⁹ **Club Constitutions:** To be a member of Rotary International each Club must adopt the Standard Rotary Club Constitution as prescribed by RI. Each Club incorporated under the Western Australian (WA) Associations Incorporation Act must ALSO submit their Club Constitution, including amendments as issued from time to time, to the responsible WA Government Department, for their approval. Both RI and the responsible WA Government Department must approve additions or amendments to the Standard Rotary Club Constitution, made in compliance with the WA Associations Incorporation Act. To change an incorporated Club’s Constitution, even when in compliance with RI requirements, the WA Associations Incorporation Act requires a three-fourths majority of members of the Club, who are present and voting. Club Constitutions will usually require amendment following each RI Council on Legislation (held every three years), in which case the District will provide the necessary information for Clubs to make such changes. Clubs must complete such amendments to their Constitutions within 90 days of receipt of the amendment information from the District.

make their expertise available) to temporary working groups to determine such guidelines and familiarise clubs with these requirements.

- 7.2 **Compliance with Rotary principles and procedures.** All matters pertaining to Rotary International are subject to the Constitution and Bylaws of RI, consistent with local law.¹⁰

ARTICLE 8: DISTRICT CONFERENCE.

8.1 **Time and Place of District Conference:**¹¹

8.1.1 **Call for Expressions of Interest:**

- 8.1.1.1 Each district conference shall be hosted either by the District or by a member club (or clubs) in the district, which shall be directly responsible for event management.
- 8.1.1.2 The District Governor may, no later than three months prior to the next District Conference, call for expressions of interest from the District Board and/or Clubs to host the District Conference two years hence.
- 8.1.1.3 For a conference to be conducted in any other District, the District Governor of that District should be notified as a courtesy.

8.1.2 **Expressions of Interest.** Expressions of Interest must include locality, venue and dates and must be in the hands of the District Governor Nominee for that year no later than thirty days prior to the District Conference.

8.1.3 If the District Governor Nominee is not known, the District Governor of the day will accept applications.

8.1.4 **Agreement.** The District Governor and the Presidents of the majority of the Clubs shall then agree on the time and place.

8.2 **Conference Levy:**

8.2.1 **Per capita Levy.** For the purpose of providing working capital for and to underwrite the costs the District Conference, a per capita levy shall be included within District Dues, based on active membership of member clubs as at the previous 31 December, as presented in the District budget provided to the incoming Presidents at the District Assembly.

8.2.2 **Revising the Levy.** The per capita levy can be increased by the District Finance Committee in the budget if itemized items presented by the District Governor Elect supports such an increase.

Club Bylaws: Each Club must adopt Bylaws similar to the Recommended Rotary Club Bylaws as prescribed by RI. The Recommended Rotary Club Bylaws may be changed to meet the Club’s own conditions provided such changes are in harmony with the Standard Rotary Club Constitution and the Constitution and Bylaws of RI. The Club’s Bylaws can be altered by a two-thirds majority of members provided a quorum is present. It is not necessary to submit the Club Bylaws with the Club Constitution as required above. The Bylaws remain in the Club’s safe keeping.

¹⁰ Rotary International constitutional documents (RI Constitution and Bylaws and the Standard Rotary Club Constitution) and bylaws are contained in the RI Manual of Procedure, available from the RI website. The can only be altered at the RI Council on Legislation which meets every three years.

RI Council on Legislation:

Proposals. Proposals for submission to a Council on Legislation are to be presented for endorsement to the District Conference held in the year prior to that Council, or if time does not permit, to a ballot-by-mail. Each proposal forwarded to the Council on Legislation is to be accompanied by a certificate from the District Governor showing it has been considered and whether or not it has been endorsed by a majority of Clubs in the District.

District Representation. Each district is represented on the Council on Legislation by a Rotarian who has served a full term as an officer of RI (or is the current Governor or Governor-Elect under special circumstances). Such representative must be a member of a Rotary Club in the district.

Election of District Representative. Two years prior to the year during which the Council on Legislation is to meet, a representative and an alternate representative shall be elected from the Clubs in the District, in accordance with RI Bylaws Article 8.050.

¹¹ See also RI Bylaws Article 15.040

- 8.2.3 **Coverage of levy.** This amount is for basic conference costs, which may include venue reservations and equipment deposits, printing, stationery and administrative planning costs.
- 8.2.4 **Conference banking.** Where approved by the Board on the recommendation of the District Finance Committee, the district conference may operate on a separate bank account as a special district fund in accordance with Articles 4.2, 4.3 and 4.4 above.
- 8.2.5 **Audited conference accounts.** Where a district conference operates through bank or other accounts other than as district funds, the Conference Committee shall present a properly audited financial statement to the District Finance Committee within 60 days after the conference, with a cheque for any surplus.
- 8.2.6 **Conference losses.** Recompense for any conference loss incurred shall be referred to the District Finance Committee for a recommendation to the Board for a determination.
- 8.2.7 **Conference sponsorship.** The District Governor shall approve any proposed sponsorship associated with the funding of the District Conference.

ARTICLE 9: GENERAL MEETINGS.

9.1 General Meetings (GM):

- 9.1.1 The Board of Directors must convene an annual general meeting (AGM) by 31 October each year;¹² and may at any time convene a special general meeting (See District Constitution 14.1.1 and 14.1.2).
- 9.1.2 A Special General Meeting (SGM) shall be held in conjunction with the Conference
- 9.1.3 Standard procedure relating to resolutions, enactments and other items for consideration by the GM shall be:
 - 9.1.3.1 The proposed resolutions and enactments or matters for consideration at the GM should be submitted in writing to the District Governor, together with facts, reasons or causes relative to each proposed matter, not less than 42 days before the date of the GM.
 - 9.1.3.2 That all such proposals be then forwarded to the District Legislation Committee appointed by the Governor. The Committee shall ensure that they are in accordance with the Constitution and Bylaws of Rotary International, in keeping with the spirit and principles of Rotary and worded in such a manner that their intention is clear and capable of implementation.
 - 9.1.3.3 The proposals, in amended form if considered necessary or desirable by the Legislation Committee or the District Governor, shall be collated in numerical order and circulated to all clubs in the District not less than 21 Days before the date of an AGM, not less than 21 days before a SGM to consider a Special Resolution, and not less than 14 days in the case of other GMs..
 - 9.1.3.4 The Presidents of each member club shall endeavour to have all proposals discussed in their level before the GM. Club Electors should not, however, be limited to their actions by binding instructions to vote for or against any proposal, but should be permitted to participate and vote according to their best judgement, taking into consideration not only the consensus of the club, but also debate and discussion at the GM.
 - 9.1.3.5 Copies of proposals for consideration by the GM shall, if possible, be available to delegates when they register at the GM.

¹² Section 23 of the Act - A longer time period of 18 months is allowable for the first meeting after incorporation. Thereafter, any later date must be allowed by the Commissioner, in each particular case, given advanced notice in writing.

9.2 **Voting:**¹³

9.2.1 **Electors:**

- 9.2.1.1 Each member club in the District shall select, certify and send to the District GM one elector for every 25, or major fraction thereof, of its active members.
- 9.2.1.2 Such club membership shall be determined by the number of active members in the member club as of the most recent semi-annual report payment preceding the convening of the GM.
- 9.2.1.3 Notwithstanding the foregoing, each member club in the District shall be entitled to at least one elector, providing there has been no outstanding indebtedness to RI for more than six months preceding the month in which the GM is held.
- 9.2.1.4 Each elector shall be an active member of the member club.
- 9.2.1.5 An elector must be present at the District Conference SGM to vote.
- 9.2.1.6 For District Elections not included in Article 5, the District Governor shall notify clubs at least 15 days prior to the ballot of the number of electors to which the club is entitled.

9.2.2 **Voting at Conference GMs:**

- 9.2.2.1 Every member in good standing of a member club in the District present at the District Conference GM shall be entitled to vote on all matters submitted to a vote at such Conference except those matters restricted to voting by Club Representatives.
- 9.2.2.2 However, any elector shall have the right to demand a poll upon any matter presented to the Conference GM. In such cases, voting shall be restricted to electors.

ARTICLE 10: MONTHLY ATTENDANCE RECORDS

- 10.1 Consistent with the RI Bylaw 4.090 each club shall forward to the Governor, if required by the Governor, monthly attendance reports of its meetings for the previous month, within fifteen days of the last meeting of each month.
- 10.2 Where the Governor requires the submission of attendance reports and, consistent with RI Bylaw 15.090(h), the District Governor shall produce and distribute to all clubs by the third week of each month of his Governorship a Newsletter, which shall contain the District Clubs' monthly attendance records of attendance of regular meetings for the two months prior to the date of the Journal.

ARTICLE 11: AMENDMENTS

- 11.1 These Bylaws may be amended, altered or replaced in whole or in any part at any GM, provided notice of such amendment, alteration or repeal shall have been received by the District Governor at least 45 days prior to the date of the GM for notification to all other clubs at least 21 days before the GM. Amendments to these Bylaws may be proposed by the District Board, a Member Club or a duly constituted District Committee.
- 11.2 Where the District Board considers it practicable, proposed bylaws shall be tabled at or before a GM for resolution at that meeting. If the Board of Directors does not consider it practicable to table proposed Bylaws at or before a GM, the District shall notify Member Clubs of the proposed Bylaws and, unless a GM is then convened, the Bylaws shall take effect within 35 days of the notice of meeting being issued. (District Constitution Articles 18.2 and 18.3)

¹³ See also RI Bylaws Article 15.050

ARTICLE 12: CONSTITUTION

- 12.1 Each incorporated club in District 9455 shall ensure that its Constitution complies with the provisions of the Associations Incorporation Act 1987 (as amended) of Western Australia.

ARTICLE 13: CHANGES TO ROTARY INTERNATIONAL MANUAL OF PROCEDURE

- 13.1 When as a result of enactments or resolutions of the Council on Legislation, changes in articles or sections of the Constitution or Bylaws of Rotary International occur, the District Governor, with advice from the District Legislation Committee is hereby empowered to alter and/or amend District 9455 Bylaws so as to bring the District Bylaws into conformity with the Manual of Procedure.

ARTICLE 14: MULTI DISTRICT ACTIVITIES

- 14.1 Service activities and projects involving clubs in two or more districts shall be in compliance with the Rotary International Manual of Procedure. The Manual specifies approval of two-thirds of the clubs in each district. For the purpose of this section a non-response by a club in district 9455 within the time specified will indicate acceptance of the proposal.

ARTICLE 15: DISTRICT 9455 WESTERN AUSTRALIA

- 15.1 The official boundary of Rotary International District 9455 is defined as:

District 9455 – Australia – Western Australia, that portion bounded on the west by the Indian Ocean; on the north by that ocean and the Timor Sea; on the south by the Swan River from its mouth at Fremantle, thence following the centre of the river easterly until it intersects with the Windan Bridge, thence south along the Graham Farmer Freeway, continuing along Orrong Road until its intersection with the Roe Highway, thence following Welshpool Road East until its intersection with Canning Road, thence south-easterly and then south along Canning Road to its intersection with the Brookton Highway. Follow the Brookton Highway south-easterly to Brookton, thence following the Brookton-Corrigin Road to Corrigin, thence following the Bruce Rock-Corrigin Road to Bruce Rock. From Bruce Rock following the Bruce Rock-Merredin Road to Merredin. From Merredin following the line of the Trans Australian Rail Line easterly to the eastern boundary of Western Australia, and on the east by that boundary to the Timor Sea.

GLOSSARY

In these rules, unless the contrary intention appears:

- "Act" means the *Associations Incorporation Act 1987*;
- "annual general meeting" means the meeting convened under rule 14.1.1 of the Constitution;
- "Article" means a requirement of these By-Laws, comprising a set of rules;
- "ballot" means a vote conducted in written form (rather than a show of hands);
- "Board" means the Board of Directors referred to in Article 8 of the Constitution and repeated herein in Article 2, except where referring specifically to the Board of RI or of a Member Club;
- "Board meeting" means a meeting referred to in Article 13 of the Constitution;
- "Board of Directors" means the committee of management of the District referred to in Article 8 of the Constitution;
- "bylaw" means a bylaw under Article 18, except where referring specifically to the Bylaws of RI of the Constitution and the subject of these Articles;
- "College of Governors" means an advisory council comprising past district governors who are members of clubs in the District, the incumbent District Governor, District Governor Elect and the District Governor Nominee.
- "Country Club" means a member club of the district located outside of the Perth metropolitan area
- "chairperson" means, in relation to the proceedings at a Board or general meeting:
 - (a) the District Governor, chairing that meeting in accordance with rule 9.1 of the Constitution and repeated herein in Article 2; or
 - (b) otherwise than referred to in paragraph (a), the person referred to in rule 9.2 of the Constitution;
- "Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;
- "convene" means to call together for a formal meeting held at a place, or by electronic means;
- "delegate" means a delegate of a Member Club under rule 4.2;
- "department" means the government department with responsibility for administering the *Associations Incorporation Act 1987* the Department of Commerce;
- "director" means a person referred to in rule 8.2 of the Constitution and repeated herein in Article 2;
- "District" means the Association referred to in Article 1.1 of the Constitution and the area as determined from time to time by Rotary International
- "District Assembly" means the annual training meeting of club presidents elect and incoming club leaders held to prepare them for their year in office and to build their leadership skills. It is acknowledged that Assemblies other than the annual meeting may be held within the District;
- "District Conference" means the annual conference of the District to which all members of Member Clubs in the District are invited;
- "District Governor" means the officer of RI nominated by Member Clubs in the District and elected by RI, to supervise the administration of Clubs in the District;
- "District Officer" means a member of the Board of Directors of the District, or committee chairperson, committee member or other officer of the District appointed by and operating under the authority of the District Governor
- "District Secretary" means the District Secretary referred to in rule 8.2.4 of the Constitution carrying out the duties under Article 10 of the Constitution;
- "District Finance Director / District Treasurer" means the District Finance Director / District Treasurer referred to in rule 8.2.5 of the Constitution carrying out the duties under Article 11 of the Constitution;
- "electronic meeting" means the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other.
- "financial year" means each Rotary year;¹⁴
- "general meeting" means a meeting to which delegates of all Member Clubs are invited;
- "ordinary resolution" means resolution other than a special resolution;
- "RI" means Rotary International;
- "Rotarian" means an active member of a Member Rotary Club in this District;
- "Roll-over principle" means succession planning whereby committee chairs and members serve staggered terms to provide continuity and to avoid total turnover of the committee membership each year.
- "Rotary year" means each period commencing 1 July and ending on 30 June in the following year;
- "rule" means a requirement of these By-Laws;
- "special general meeting" means a general meeting other than the annual general meeting;
- "special resolution" has the meaning given by section 24 of the Act, that is:

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the Member Clubs of the District who are entitled under the rules of the District to vote and are present (physically or electronically) at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person chairing that meeting that the resolution has been passed as a special resolution is evidence of the fact unless, during the meeting at which the resolution is submitted, a ballot is demanded in accordance with the rules and bylaws of the District.

If a ballot is held, a declaration by the person chairing that meeting as to the result of a ballot is evidence of the matter so declared.
- "vice-chairperson" means the vice-chairperson referred to in rule 2.7.

¹⁴ Except for the period immediately following incorporation, which shall not exceed 15 months as fixed by the Board of Directors, being a period commencing on the date of incorporation of the District and ending on 30 June the year thereafter.

SCHEDULE ONE: ZONES

ZONES:

Zone 1 (Metropolitan Zone)

Balcatta
Ballajura-Malaga
Belmont
Cambridge
Crawley
Dalkeith
East Perth
Freshwater Bay
Heirisson
Hillarys
Karrinyup
Matilda Bay
Morley
Mosman Park
Mt Lawley
Nedlands
North Perth
Northbridge
Osborne Park
Perth
Scarborough
Subiaco
Welshpool
Western Endeavour
West Perth

Zone 2 (Outer Metropolitan and Regional Zone)

Broome
Carnarvon
Corrigin
Cunderdin
Darling Range
Geraldton
Geraldton-Greenough
Geraldton North
Joondalup
Kalamunda
Karratha
Kununurra
Midland
Mindarie
Moora
Mundaring
Northam
Port Hedland
Quairading
Swan Districts
Swan Valley
Wanneroo
Wongan Hills
Wyalkatchem