

CONSTITUTION OF ROTARY INTERNATIONAL DISTRICT 9455 INC.¹

Article 1: Name of Association

- 1.1 The name of the Association is:
ROTARY INTERNATIONAL DISTRICT 9455 Inc.

Article 2: Objects and Purposes of the Rotary District

- 2.1 **Objects of the District.**
- 2.1.1 The District exists to encourage, promote, and extend the Object of Rotary (set out in Article 2.2 below) within the communities and Rotary Clubs forming the Rotary District on behalf of Rotary International (RI).
- 2.1.2 The District shall be a non-profit, non-share capital entity, and shall pay no dividend. Its purpose shall be charitable and benevolent.
- 2.1.3 The property and income of the District shall be applied solely towards the promotion of the objects of the District. No part of its income, money, property or other assets may be paid or otherwise distributed, directly or indirectly, to Rotarians, directors or officers, except in good faith in the promotion of these objects.
- 2.1.4 In so far as the laws of the State of Western Australia (under which this District is incorporated) shall permit, this District shall be subject to the jurisdiction of RI.
- 2.2 **The Object of Rotary.** The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:
- First.* The development of acquaintance as an opportunity for service;
- Second.* High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;
- Third.* The application of the ideal of service in each Rotarian's personal, business and community life;
- Fourth.* The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.
- 2.3 **Conformity of this Constitution.** If any provision of this Constitution is not in conformity with the Constitution, Bylaws, or policies of RI, as amended from time to time, and:
- 2.3.1 that provision is required by Australian law, then the District shall consult with the responsible authorities and RI to determine a common approach that meets the intent of both local law and RI requirements; or
- 2.3.2 that provision is not required by Australian law, then the terms of the Constitution, Bylaws, or policies of RI shall prevail.

Article 3: Powers of this Rotary District

- 3.1 Subject to the Act, this District may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:
- 3.1.1 acquire, hold, deal with, and dispose of any real or personal property;
- 3.1.2 open and operate bank accounts;
- 3.1.3 invest its money:
- 3.1.3.1 in any security in which trust monies may lawfully be invested; or
- 3.1.3.2 in any other manner authorised by the bylaws of the District;

¹ For interpretation of specific terms in this Constitution, see the Glossary included on the final page. RI's *Manual of Procedure* may also assist in applying these rules. (see: www.rotary.org)

- 3.1.4 borrow money upon such terms and conditions as the District thinks fit;
- 3.1.5 appoint District standing or select committees, or sub-committees, or individual Rotarians, to represent the interests of the District within the District, or in state-wide, national or international Rotary activities;
- 3.1.6 appoint agents to transact any business of the District on its behalf;
- 3.1.7 enter into any other contract it considers necessary or desirable; and
- 3.1.8 act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the Constitution of the District.

Article 4: Membership of the District and Delegates of Member Clubs

- 4.1 The membership of this Association shall be comprised of and limited to all Rotary Clubs designated to be in District 9455 pursuant to the RI Bylaws. The addition or removal of a Member Club or Clubs from District 9455 pursuant to RI Bylaws shall immediately and automatically result in a corresponding change in the membership of this Association.
- 4.2 Each Member Club shall have two delegates who may formally represent their Club at general meetings of the District.²
- 4.3 Unless otherwise determined by the board of a Member Club, and advised to the District in writing before the meeting or vote or other Rotary activity:
 - 4.3.1 the President of the Member Club shall be the Member Club's delegate for all decisions affecting the current Rotary year; and
 - 4.3.2 the President Elect/Nominee of the Member Club shall be the Member Club's delegate for all decisions affecting the coming Rotary year;³ and
 - 4.3.3 the delegate shall be deemed to be voting on behalf of the Member Club, unless the District is specifically advised to the contrary under Articles 4.4 or 17.2.⁴
- 4.4 Where the President or President Elect/Nominee of a Member Club is not able to attend a general meeting of the District, the Member Club may appoint:
 - 4.4.1 another Rotarian from that Club, or
 - 4.4.2 where there is no available member from that Club, a Rotarian from another Member Club in the District who is not already a delegate of another Member Club, to represent the Member Club at the meeting and, where necessary, vote on behalf of the Member Club on matters before the District.

Article 5: Termination of Membership of the District

- 5.1 Termination of membership in the District shall only occur when a Member Club ceases to be a member of RI, or is reallocated to a different RI District, as notified by RI in writing.

Article 6: Register of Member Clubs of the District and their Delegates

- 6.1 The District Secretary, on behalf of the District, must keep, and maintain in an up to date condition, a register⁵ of the Member Clubs comprising the District with their postal addresses and their delegates and, upon the request of a delegate of a Member Club, shall make the register available for inspection.
- 6.2 The register must be so kept and maintained at the District Secretary's place of residence, or at such other place as the Member Clubs at a general meeting decide.

² Each Member Club may have two delegates, but has only one deliberative vote (see Article 17.1).

³ As a result, where timing factors are involved, clear distinction will need to be made in the matters placed before a general meeting. NB: A President Nominee becomes President Elect for the coming year upon election of a new President Nominee for the subsequent Rotary year.

⁴ That is, a Member Club can appoint a Rotarian from the Club other than the President or President Elect or, under Article 4.4, a Rotarian from another club, given due notice to the District.

⁵ Section 27 of the Act.

- 6.3** The District Secretary must cause the name and details of a Member Club that ceases to be a member of the District under Articles 4.1 and 5.1 to be deleted from the register referred to in Article 6.1.

Article 7: Subscriptions of Member Clubs of the District

- 7.1** In the manner prescribed by the District 9455 Bylaws, subscriptions payable by Member Clubs of the District shall be determined in advance of the Rotary year to which they relate, and endorsed by a general meeting⁶ or ballot of Member Clubs.

Article 8: Board of Directors

- 8.1** Subject to the final authority of the District Governor as the Officer of RI in the District, functioning under the general control and supervision of the RI Board, the management of the District will be the responsibility of a Board of Directors.
- 8.2** The Board of Directors shall comprise the following and, with the exception of the Foundation Director, each serving a one-year term:
- 8.2.1** the District Governor, as chairperson;
 - 8.2.2** the District Governor Elect;
 - 8.2.3** the District Governor Nominee;
 - 8.2.4** the District Secretary; and
 - 8.2.5** the District Finance Director
 - 8.2.6** the Foundation Director (The Rotary Foundation Chair)
 - 8.2.7** Minimum of three (3) directors, all of whom will be members in good standing of accredited Clubs in the District, and of which at least two (2) will be PDG's, one (1) of whom will be the most recent and available as Vice Chairperson.
- 8.3** The District Secretary and District Finance Director shall be appointed by the District Governor.
- 8.4** With the express written consent of the District Governor, the Board may assign such powers and functions, except the power of delegation, to individual Rotarians, and standing committees as set out in the District 9455 Bylaws.⁷

Article 9: Chairperson and Vice-Chairperson

- 9.1** Subject to this Article the District Governor must chair all general meetings and Board meetings of this District.
- 9.2** In the event of the absence from a general meeting or Board meeting of:
- 9.2.1** the District Governor; then the vice-chairperson of the Board; or
 - 9.2.2** both the District Governor and vice chairperson; then a director or delegate present at the meeting, elected by delegates present at that general meeting or by the other directors present at that Board meeting, as the case may require,
- shall chair the meeting.
- 9.3** The District Governor shall report annually to Member Clubs on the status of the incorporated District.

Article 10: District Secretary

- 10.1** The District Secretary must:
- 10.1.1** coordinate the correspondence of the District;
 - 10.1.2** keep full and correct minutes of the proceedings of the Board of Directors and of the District;
 - 10.1.3** keep and maintain in an up to date condition on behalf of the District:

⁶ Usually convened at the District Conference or District Assembly each year.

⁷ See also Article 3.1.5.

- 10.1.3.1** the register⁸ of Member Clubs of the District, as referred to in Article 6,
10.1.3.2 the articles⁹ of the District and, upon the request of a Member Club of the District, must make available those Articles for the inspection by a delegate of the Member Club, who may make a copy of or take an extract from the Articles but will have no right to remove the Articles for that purpose, and
10.1.3.4 a record¹⁰ of:
- (i) the names and residential or postal addresses of the persons who hold the offices of the District provided for by these Articles, including all offices held by the persons who constitute the Board of Directors and persons who are authorised to use the Common Seal of the District under Article 20, and
 - (ii) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the District,
- and the District Secretary must, upon the request of a Member Club, make available the record for inspection by a delegate of the Member Club, who may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- 10.1.4** unless delegates of Member Clubs resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the District, including those referred to in Article 10.1.3, other than those required by Article 11.1 to be kept and maintained by, or in the custody of the District Finance Director or District Treasurer; and
10.1.5 perform such other duties as are imposed by these articles on the District Secretary.

Article 11: District Finance Director

- 11.1** The District Finance Director's responsibilities are:
- 11.1.1** Chairs the District Finance Committee, which includes the District Treasurer, whose duties include:
- 11.1.1.1** the receipt of all moneys paid to or received by, or by him or her on behalf of, the District and must issue receipts for those moneys in the name of the District;
 - 11.1.1.2** payment of all moneys referred to in Article 11.1.1.1 into such account or accounts of the District as the Board of Directors may from time to time direct;
 - 11.1.1.3** payments from the funds of the District with the authority of a general meeting or of the Board of Directors and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised director, or by any two others as are authorised by the Board of Directors;
 - 11.1.1.4** keeping the accounting records¹¹ of the District in such manner as will:
 - (a)** correctly record and explain the financial transactions and financial position of the District,
 - (b)** enable true and fair accounts of the District to be prepared from time to time, and
 - (c)** enable true and fair accounts of the District to be conveniently and properly audited;

⁸ Section 27 of the Act.

⁹ Section 28 of the Act.

¹⁰ Section 29 of the Act.

¹¹ Sections 25 and 26 of the Act.

- 11.1.1.5 submitting to Member Clubs at each annual general meeting of the District accounts of the District showing the financial position of the District at the end of the immediately preceding financial year;
 - 11.1.1.6 whenever directed to do so by the District Governor, District Finance Director or Board of Directors, submit a report, balance sheet or financial statement to the Board in accordance with that direction;
 - 11.1.1.7 unless the Member Clubs resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the District, including those referred to in Articles 11.1.1 to 11.1.6; and
 - 11.1.1.8 performing such other duties as are imposed by this Constitution.
- 11.1.2 The District Finance Director is also responsible for:
- 11.1.2.1 Preparation of, and maintaining supervision of the District Budget.
 - 11.1.2.2 Supervision of the separate District Committee budgets.
 - 11.1.2.3 Providing strategic financial planning for the District.
 - 11.1.2.4 Reporting to the Board on all District financial matters.

Article 12: Casual Vacancies in Membership of the Board of Directors

- 12.1 A casual vacancy occurs in the office of a director if the director in office:
- 12.1.1 dies;
 - 12.1.2 resigns by notice in writing delivered to the District Governor or, if the director is the District Governor, to the District Governor Elect¹² and that resignation is accepted by resolution of the Board of Directors;
 - 12.1.3 is convicted of an offence under the Act;
 - 12.1.4 is permanently incapacitated by mental or physical ill-health;
 - 12.1.5 is absent from more than:
 - 12.1.5.1 three consecutive Board meetings, or
 - 12.1.5.2 three Board meetings in the same financial year without tendering an apology to the person chairing each of those meetings, of which meetings the director received notice, and the Board of Directors has resolved to declare the office vacant;
 - 12.1.6 ceases to be a Rotarian in the District; or
 - 12.1.7 is the subject of a resolution passed by a general meeting or ballot of Member Clubs terminating his or her appointment as a director.
- 12.2 Except for the offices of District Governor, Governor Elect and Governor Nominee, which shall be appointed under RI Bylaws after nomination as required under District 9455 Bylaws, the Board of Directors may coopt a suitably qualified Rotarian to fill a casual vacancy in the office of a director for the remainder of the year.

Article 13: Proceedings of the Board of Directors

- 13.1 The Board of Directors must meet together for the dispatch of business on not less than four occasions during each Rotary year.
- 13.2 The District Governor, or at least half the directors comprising the Board, may at any time convene a meeting of the Board.
- 13.3 At a Board meeting, greater than fifty percent of directors present constitute a quorum.
- 13.4 Each director has a deliberative vote.
- 13.5 A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person chairing the Board meeting will have a casting vote in addition to his or her deliberative vote.
- 13.6 Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the directors present at the meeting.

¹² Equivalent notification is required to RI for a resignation by the DG, DGE or DGN. (see: RI Bylaws & Manual of Procedure)

13.7 A director having any direct or indirect pecuniary interest¹³ in a contract, or proposed contract, made by, or in the contemplation of, the Board of Directors (except if that pecuniary interest exists only by virtue of the fact that the director is a member of a class of persons for whose benefit the District is established), must:

13.7.1 as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board of Directors;¹⁴ and

13.7.2 not take part in any deliberations or decision of the Board of Directors with respect to that contract, and

the District Secretary must cause every disclosure made under Article 13.7.1 to be recorded in the minutes of the meeting of the Board at which it is made.

Article 14: General Meetings

14.1 The Board of Directors:

14.1.1 must convene an annual general meeting by 31 October each year;¹⁵

14.1.2 may at any time convene a special general meeting;

14.1.3 must, within 28 days of receiving a request in writing to do so from not less than five Member Clubs, convene a special general meeting for the purpose specified in that request;

14.1.4 may, in view of a geographic separation of the Member Clubs, conduct the business of any general meeting, except any general meeting held in conjunction with the District Conference, by electronic means.

14.2 Each Member Club making a request under Article 14.1.3 must so resolve at a regular meeting of that Member Club, and the delegate of the Member Club must sign the request and state in that request the purpose resolved by that regular meeting for which the special general meeting concerned is required.

14.3 If a special general meeting is not convened within the relevant period of 28 days referred to in Article 14.1.3, the Member Clubs who made the request concerned may themselves convene a special general meeting as if they were the Board of Directors, and all reasonable costs involved in convening and holding that meeting shall be borne by the District;

14.4 Subject to Article 14.6, the District Secretary must give to all Member Clubs not less than 14 days notice of a special general meeting and that notice must specify:

14.4.1 when and where the general meeting concerned is to be held; and

14.4.2 particulars of the business to be transacted at the general meeting concerned and the order in which that business is to be transacted.

14.5 Subject to Article 14.6, the District Secretary must give to all Member Clubs not less than 21 days notice of an annual general meeting and that notice must specify:

14.5.1 when and where the annual general meeting is to be held;

14.5.2 the particulars and order in which business is to be transacted, as follows:

14.5.2.1 first, the consideration of the accounts and reports of the Board of Directors;

14.5.2.2 second, any other business requiring consideration by the District at the general meeting.

14.6 A special resolution may be moved either at a special general meeting or at an annual general meeting, however the District Secretary must give to all Member Clubs not less than 21 days notice of a meeting at which a special resolution is to be proposed. In addition to those matters specified in Articles 14.4 and 14.5, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

¹³ Sections 21 and 22 of the Act.

¹⁴ Article 13.7.1 does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the director is also an employee of the District.

¹⁵ 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.

- 14.7** The District Secretary must give a notice under Articles 14.4, 14.5 and 14.6 by:
- 14.7.1** serving it on the delegate of a Member Club personally or by electronic means; or
 - 14.7.2** sending it by post to a Member Club at the address of the Member Club appearing in the register of Member Clubs kept and maintained under Article 14.5.
- 14.8** When a notice is sent by post under Article 14.7.2, sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member Club concerned by ordinary prepaid mail.
- 14.9** Any Rotarian in good standing in a Member Club in the District may attend a general meeting of the District, and may speak on any matter before the District but, except as a delegate under Articles 4.3 or 4.4, shall have no authority to cast a vote on any matter before the District.¹⁶

Article 15: Quorum and Proceedings at General Meetings

- 15.1** At a general meeting, delegates from at least two-fifths of Member Clubs constitute a quorum.
- 15.2** If within 30 minutes after the time specified for the holding of a general meeting in a notice given under Articles 14.5 and 14.6:
- 15.2.1** as a result of a request or notice referred to in Article 14.1.3, or as a result of action taken under Article 14.3, a quorum is not present, then the general meeting lapses; or
 - 15.2.2** otherwise than as a result of a request, notice or action referred to in Article 15.2.1, then the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 15.3** If a quorum is not present within 30 minutes of the time appointed by Article 15.2.2 for the resumption of an adjourned general meeting, the delegates from Member Clubs that are present may nevertheless proceed with the business of that general meeting as if a quorum were present.
- 15.4** The chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 15.5** There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.¹⁷
- 15.6** When a general meeting is adjourned for a period of 28 days or more, the District Secretary must give notice under Article 14 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 15.7** At a general meeting:
- 15.7.1** an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, or polled by electronic means, subject to Article 15.9, and
 - 15.7.2** a special resolution¹⁸ put to the vote will be decided as defined in the Glossary to this Constitution, and, if a ballot is demanded, in accordance with Articles 15.9 to 15.11.
- 15.8** A declaration by the chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a ballot is demanded under Article 15.9.
- 15.9** At a general meeting, the chairperson or delegates of three or more Member Clubs present, in person or by electronic means, may demand a ballot, either of those present or of all Member Clubs and, subject to the District 9455 Constitution and Bylaws, the ballot must be taken in such manner as the chairperson directs.

¹⁶ This is a compromise between a Member Club delegate framework which attempts to ensure all clubs are equal, regardless of size or location, and RI requirements that any Rotarian in good standing may vote at a District Conference, although even there nomination of the DG and Council on Legislation representative is restricted to Club 'electors'.

¹⁷ Therefore the agenda should usually allow for "other business without notice".

¹⁸ Section 24 of the Act.

- 15.10** A ballot demanded under Article 15.9 must be taken as soon as possible after that demand being made.¹⁹
- 15.11** If a ballot is demanded and taken under Article 15.9 in respect of an ordinary resolution, a declaration by the chairperson of the result of the ballot is evidence of the matter so declared.

Article 16: Minutes of Meetings of the District

- 16.1** The District Secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then entered within one month after the holding of each general meeting or Board meeting, as the case requires, into a minute book kept for that purpose.
- 16.2** The chairperson must ensure that the minutes taken of a general meeting or Board meeting under Article 16.1 are checked and signed as correct by the chairperson of the general meeting or Board meeting to which those minutes relate or by the chairperson of the next succeeding general meeting or Board meeting, as the case requires.
- 16.3** When minutes have been entered and signed as correct under this article, they are, until the contrary is proved, evidence that:
- 16.3.1** the general meeting or Board meeting to which they relate (in this sub- article called "the meeting") was duly convened and held;
 - 16.3.2** all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - 16.3.3** all appointments or elections purporting to have been made at the meeting have been validly made.

Article 17: Voting Rights of Members of the District

- 17.1** Subject to these articles, on any matter before a general meeting or otherwise before the District for resolution by ballot, each Member Club represented at a general meeting or participating in a ballot conducted by mail, is entitled to at least one deliberative vote.²⁰
- 17.2** A Member Club may direct its delegate at a general meeting to vote in a particular manner on any matter on notice at a general meeting, as determined by the board of directors of the Member Club or the Rotarians present at a regular meeting of the Member Club, and shall so advise the District in writing before the general meeting.
- 17.3** In relation to a matter before the District for resolution, where determined by the District's Board of Directors, or demanded in accordance with these rules by delegates of at least three Member Clubs under Article 15.9, a matter may be resolved by ballot of all Member Clubs.
- 17.4** If a ballot is held, a suitably independent returning officer²¹ shall be appointed by the District to oversee and expedite the ballot in accordance with the District 9455 Constitution and Bylaws, and declare the result. A declaration by the returning officer as to the result of a ballot is evidence of the matter so declared.
- 17.5** Voting at a meeting held by electronic means under Article 14.1.4 shall be by electronic poll, unless a ballot by mail is demanded under Articles 15.9 or 17.3.

Article 18 Bylaws of the District

- 18.1** Subject to this Constitution, local laws and requirements of RI, the Board of Directors shall promulgate Bylaws for the District.²² These Bylaws shall include, in such manner and format as approved by the Board:
- 18.1.1** the process for nomination of a District Governor;

¹⁹ It may be necessary to adjourn the meeting to meet a requirement for a ballot of all Member Clubs.

²⁰ See Articles 4.3 and 4.4 and footnote 4. Different delegates from a club may vote on different matters.

²¹ This does not preclude the District Secretary being appointed by a general meeting or the Board, where this would not interfere with the integrity of and confidence in the ballot.

²² Given Articles 3.1.5 and 8.5, the Board may appoint a committee such as the Legislation Committee to draft Bylaws on its behalf. Bylaws are included in the annual District Directory.

- 18.1.2** administrative and financial arrangements, including: District communications and technology, the preparation of District budgets, setting of District dues, management and maintenance of District resources generally and of specific District funds or trusts, banking and investment of District or trust moneys, and District accounts and reporting, record-keeping, risk-management, insurance, and auditing;
 - 18.1.3** the roles, duties and responsibilities of District committees and District officers;
 - 18.1.4** arrangements necessary for the proper conduct of District general meetings, voting and ballots of Member Clubs, and election of the delegate to represent the District at the RI Council on Legislation;
 - 18.1.5** matters relating to the District Conference; and
 - 18.1.6** such other matters as determined by the Board of Directors.
- 18.2** Where the Board of Directors considers it practicable, proposed bylaws shall be tabled at or before a general meeting for resolution at that meeting.²³
- 18.3** If the Board of Directors does not consider it practicable to table proposed Bylaws at or before a general meeting, the District shall notify Member Clubs of the proposed bylaws and, unless a general meeting is then convened²⁴, the Bylaws shall take effect within 35 days of the notice of meeting being issued.

Article 19 Alteration of this District Constitution

- 19.1** The District may alter or rescind these articles, or make articles additional to these articles,²⁵ as follows:
- 19.1.1** Subject to Articles 19.1.4 and 19.1.5, the District may alter its Constitution by special resolution but not otherwise;
 - 19.1.2** Within one month of the passing of a special resolution altering its Constitution, or such further time as the Commissioner may in a particular case allow (on written application by the District), the District must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a director certifying that the resolution was duly passed as a special resolution and that the articles of the District as so altered conform to the requirements of this Act;
 - 19.1.3** An alteration of the articles of the District does not take effect until article 19.1.2 is complied with;
 - 19.1.4** An alteration of the Constitution of the District having effect to change the name of the District does not take effect until Articles 19.1.1, 19.1.2 and 19.1.3 are complied with and the approval of the Commissioner is given to the change of name;
 - 19.1.5** An alteration of the articles of the District having effect to alter the objects or purposes of the District does not take effect until Articles 19.1.1, 19.1.2 and 19.1.3 are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- 19.2** These articles bind every Member Club and the District to the same extent as if every Member Club and the District had signed and sealed this Constitution and agreed to be bound by all its provisions.²⁶

Article 20: Common Seal of the District

- 20.1** The District must have a common seal on which its corporate name appears in legible characters.
- 20.2** The common seal of the District must not be used without the express authority of the Board and every use of that seal must be recorded in the minute book referred to in Article 16.

²³ The Chairman may adjourn the meeting under Article 15.4, to allow time for the Bylaws to be considered.

²⁴ Member Clubs may request a general meeting under Article 14.1.3. Such meetings may be convened electronically under Article 14.1.4.

²⁵ Sections 17, 18 and 19 of the Act.

²⁶ That is, these rules effectively include the relevant powers and duties as part of each Member Club's rules.

- 20.3** The affixing of the common seal of the District must be witnessed by any two of the chairperson, the vice chairperson, the District Secretary or the District Finance Director / District Treasurer.
- 20.4** The common seal of the District must be kept in the custody of the District Secretary or of such other person as the Board of Directors from time to time decides.

Article 21: Audit and Inspection of Account and Records, etc. of the District

- 21.1** The Board shall ensure that a suitably qualified person audits the annual accounts of the District, and an audited annual statement of the District's accounts is provided to the current District Governor within three months of the completion of the former Governor's year in office.
- 21.2** A Member Club may appoint in writing any Rotarian who may at any reasonable time inspect without charge the books, documents, records and securities of the District.²⁷

Article 22: Disputes and Mediation

- 22.1** The grievance procedure set out in this article applies to disputes under these articles between:
- 22.1.1** a Member Club, or Rotarian, and another Rotary Club, or Rotarian, whether within the District or in another Rotary district; or
 - 22.1.2** the District and a Member Club or Rotarian within the District, or Rotary Club or Rotarian from another Rotary district; or
 - 22.1.3** if the District provides services to non-Rotarians, the District and those non-Rotarians who receive services from the District.
- 22.2** The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- 22.3** If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten days, hold a meeting in the presence of a mediator.
- 22.4** The mediator must be:
- 22.4.1** a person chosen by agreement between the parties; or
 - 22.4.1** in the absence of agreement:
 - 22.4.1.1** in the case of a dispute as defined in Article 22.1.1, a person appointed by the Board of Directors of the District;
 - 22.4.1.2** in the case of a dispute as defined by Articles 22.1.2 or 22.1.3, a person who is a mediator appointed to, or employed with, a not-for-profit organisation.
- 22.5** A Rotarian from the District, or from another district not a party to the dispute, can be a mediator.
- 22.6** The mediator cannot be a Rotarian who is, or a Rotarian from a Member Club that is, a party to the dispute.
- 22.7** The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 22.8** The mediator, in conducting the mediation, must:
- 22.8.1** give the parties to the mediation process every opportunity to be heard;
 - 22.8.2** allow due consideration by all parties of any written statement submitted by any party; and
 - 22.8.3** ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 22.9** The mediator must not determine the dispute.
- 22.10** The mediation must be confidential and without prejudice.

²⁷ A Member Club may appoint a Rotarian other than the President or President Elect to perform this function.

- 22.11** If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Article 23: Dissolution of the District

- 23.1** The District Governor of District 9455 shall call a Special General Meeting of the member Clubs of the District to consider a Special Resolution to wind up the District:
- 23.1.1** Upon a directive of the Board of Directors of RI, or
 - 23.1.2** Upon a resolution of its member clubs calling for such a meeting and passed at a special general meeting of the District, at a District Conference, or by ballot-by-mail on the approval of two thirds of member clubs.
- 23.2** A Special Resolution to wind up the District must be approved by 75% of the member Clubs represented at the Special General Meeting²⁸ of the District convened for the purpose.
- 23.3** Following the approval of a Special Resolution to wind-up the District, the District Governor of District 9455 shall:
- 23.3.1** cause a copy of the Special Resolution to be lodged with the Commissioner within 14 days after the passing of the resolution, and
 - 23.3.2** provide the Board of Directors of RI with notice of the decision by the Member Clubs in District 9455 to dissolve the association and shall provide a final report upon the completion of the dissolution process to the General Secretary of RI.

Article 24: Distribution of Surplus Property on Winding up of the District

- 24.1** If upon the winding up or dissolution of the District there remains after satisfaction of all its debts and liabilities any money or property whatsoever, the same must not be paid to or distributed among Rotarians, or former Rotarians. The surplus money or property must be given or transferred to another association (or associations) incorporated under the Act which has (or have) similar objects and which is (or are) not carried out for the purposes of profit or gain to its (or their) individual members, and which association (or associations) shall be determined by resolution of the Member Clubs.

²⁸ See Article 14 and the Glossary for procedures relevant to special resolutions and special general meetings.

GLOSSARY

In this Constitution, unless the contrary intention appears:

- "Act" means the *Associations Incorporation Act 1987*;
- "annual general meeting" means the meeting convened under Article 14.1.1;
- "Article" means a requirement of this Constitution, 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, except where referring specifically to the Board of RI or of a Member Club;
- "Board meeting" means a meeting referred to Article 13;
- "Board of Directors" means the committee of management of the District referred to in Article 8;
- "bylaw" means a bylaw under Article 18, except where referring specifically to the Bylaws of RI;
- "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 Article 9.1; or
(b) otherwise than referred to in paragraph (a), the person referred to in Article 9.2;
- "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 Article 4.2;
- "department" means the government department with responsibility for administering the *Associations Incorporation Act 1987*, or replacement legislation
- "director" means a person referred to in Article 8.2;
- "District" means the Association referred to in Article 1.1;
- "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 training 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 Secretary" means the District Secretary referred to in Article 8.2.4 carrying out the duties under Article 10;
- "District Finance Director / District Treasurer" means the District Finance Director / District Treasurer referred to in Article 8.2.5 carrying out the duties under Article 11;
- "electronic ballot" The use of email or facsimile transmissions to conduct a vote in written form
- "electronic meeting" 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;²⁹
- "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;

²⁹ 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.

- "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;
- "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 8.2.7.