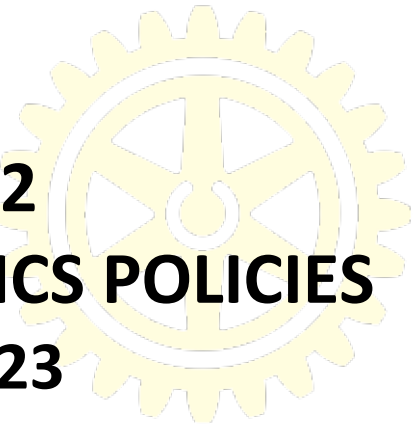


Rotary

District 9212



DISTRICT 9212
GOVERNANCE AND ETHICS POLICIES
SEPTEMBER 2023



INTRODUCTION

Rotary is where neighbours, friends and problem solvers share ideas, join leaders and take action voluntarily take action to create lasting change across the globe, in our communities and in ourselves. Therefore, all Officers, Officials and Rotarians serve at the pleasure of themselves as Rotarians, other Rotarians and Rotary International. That being the case it is therefore important that we create a governance structure that will help in attracting and retaining every volunteer who can offer **SERVICE ABOVE SELF**. The policies and codes contained here-in will help us to create an environment that is ethical, fair and is free from suspicion and all forms harassment.

The governance structure will help us to be in tandem with The Object of Rotary which 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.

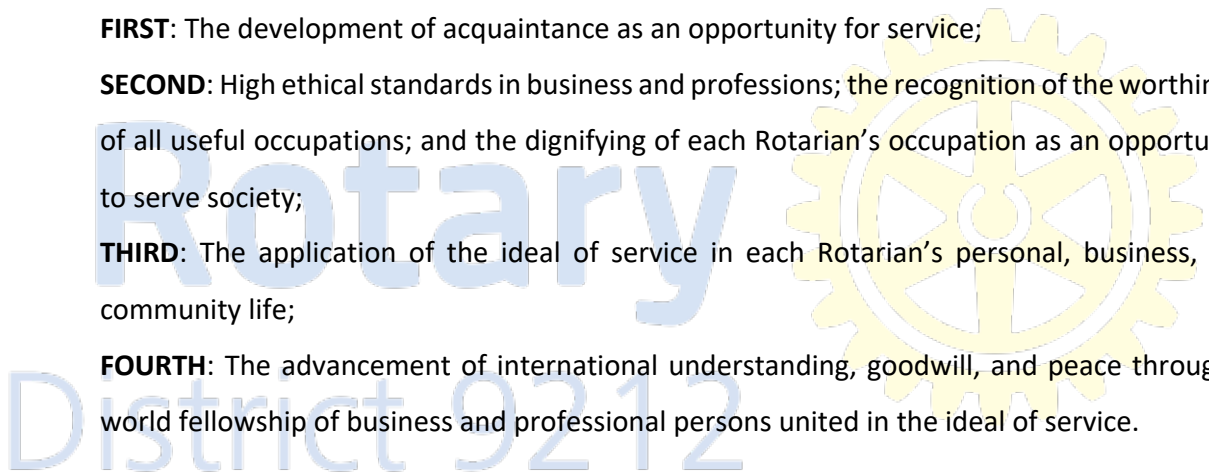


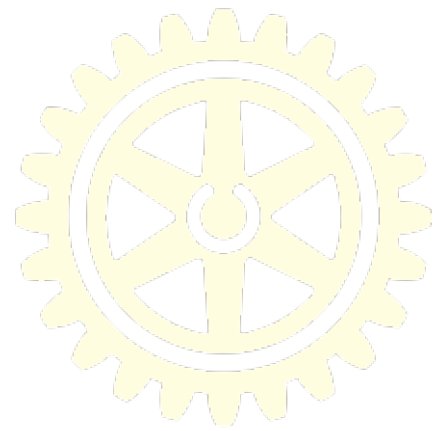
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Rotary

District 9212



1.0 STANDARD CLUB CONSTITUTION

Article 1 - Definitions

1. Board: The Board of Directors of this club.
2. By-Laws: The By-Laws of this club.
3. Director: A director on this club's Board.
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International.
6. Satellite club A potential club whose members shall also be members (when applicable): of this club.
7. In Writing: A communication capable of documentation, regardless of the method of transmission.
8. Year: The twelve-month period beginning 1 July.

Article 2 - Name

This organization shall be the Rotary Club of

(Member of Rotary International).

The name of any satellite of this club shall be Rotary Satellite Club of..... (A satellite of Rotary Club of

Article 3 - Purposes

The purposes of this club are to:

- a) pursue the Object of Rotary;
- b) carry out successful service projects based on the five Avenues of Service;
- c) contribute to the advancement of Rotary by strengthening membership;
- d) support The Rotary Foundation; and
- e) develop leaders beyond the club level.

Article 4 - Locality of the Club

The locality of this club is:

Any satellite club of this club shall be located in this locality or the surrounding area.

Article 5 - Object

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.

Article 6 - Five Avenues of Service

Rotary's five Avenues of Service are the philosophical and practical framework for the work of this Rotary club.

1. *Club Service* - the First Avenue of Service, involves action a member should take within this club to help it function successfully.
2. *Vocational Service* - the second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles and lending their vocational skills to club-developed projects in order to address the issues and needs of society.
3. *Community Service* - the Third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club's locality or municipality.
4. *International Service* - the Fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands. 3
5. *Youth Service* - the Fifth Avenue of Service, recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding.

Article 7 - Meetings

Section 1 — Regular Meetings

- (a) *Day and Time.* This club shall hold a regular weekly meeting on the day and time set in the By-Laws.

- (b) *Method of Meeting.* Attendance may be in person, by telephone, online, or through an online interactive activity. An interactive meeting shall be considered to be held on the day that the interactive activity is posted.
- (c) *Change of Meeting.* For good cause, the board may change a regular meeting to any day between the preceding and following regular meetings, to a different time of the regular day, or to a different place.
- (d) *Cancellation.* The board may cancel a regular meeting for these reasons:
- (1) a holiday, or during a week that includes a holiday;
 - (2) in observance of the death of a member;
 - (3) an epidemic or a disaster that affects the whole community; or
 - (4) an armed conflict in the community.

The board may cancel up to four regular meetings a year for causes not listed here, but may not cancel more than three consecutive meetings.

(e) *Satellite Club Meeting (When Applicable).* If provided in the by-laws, a satellite club shall hold regular weekly meetings at a day, time, and place decided by its members. The day, time, and place of the meeting may be changed in a way similar to that provided for the club's regular meetings in section 1(c) of this article. A satellite club meeting may be cancelled for the reasons in section 1(d) of this article. Voting procedures shall be as provided in the by-laws.

(f) *Exceptions.* The by-laws may include provisions that are not in accordance with this section. A club, however, must meet at least twice per month.

Section 2 — Annual Meeting

- (a) An annual meeting to elect officers and present a mid-year report, including current year income and expenses, together with a financial report on the previous year, shall be held before 31 December, as provided in the by-laws.
- (b) A satellite club shall hold an annual meeting of its members before 31 December to elect officers for the satellite club.

Section 3 — Board Meetings

Within **30** days after all board meetings, written minutes should be available to all members.

Article 8 - Membership

Section 1 — General Qualifications

This club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.

Section 2 — Types

This club shall have two types of membership, active and honorary. Clubs may create other types in accordance with section 7 of this article. These members are reported to RI as either active or honorary.

Section 3 — Active Members

A person who possesses the qualifications in **article 4, section 2 (a)** of the RI constitution may be elected as an active club member.

Section 4 — Satellite Club Members

Members of a satellite club of this club shall also be members **of a club** until the satellite club is admitted to RI membership as a Rotary club.

Section 5 — Prohibited Dual Memberships

No member shall simultaneously

- (a) Belong to this and another club other than a satellite of this club, or
- (b) Be an honorary member in this club.

Section 6 — Honorary Membership

This club may elect honorary members for terms set by the board, who shall:

- (a) Be exempt from paying dues;
- (b) Not vote;
- (c) Not hold any club office;
- (d) Not hold classifications; and
- (e) Be entitled to attend all meetings and enjoy all other privileges in the club, but have no rights or privileges in any other club, except to visit without being a Rotarian's guest.

Section 7 – Exceptions

The by-laws may include provisions that are not in accordance with article 8, sections 2 and 4 - 6.

Article 9 - Club Membership Composition

Section 1 — General Provisions

Each member shall be classified in accordance with the member's business, profession, occupation, or community service. The classification shall describe the principal and recognized activity of the member's firm, company, or institution, the member's principal and recognized business or professional activity, or the nature of the member's community service activity. The board may adjust a member's classification if the member changes positions, professions, or occupations.

Section 2 — Diverse Club Membership

This club's membership should represent a cross section of the businesses, professions, occupations, and civic organizations in its community, including age, gender, and ethnic diversity.

Article 10 - Attendance

Section 1 — General Provisions

Each member should attend this club's regular meetings, or its satellite club's regular meetings, and engage in this club's service projects, events, and other activities. A member shall be counted as attending a regular meeting if the member:

- (a) is present in person, by telephone, or online for at least 60 percent of the meeting;
- (b) is present but called away unexpectedly and later presents to the board satisfactory evidence that leaving was reasonable;
- (c) participates in the regular online meeting or interactive activity posted on the club's website within one week after its posting; or
- (d) makes up the absence in any of the following ways within the same year:
 - (1) attends at least 60 percent of the regular meeting of another club, a provisional club, or a satellite of another club;
 - (2) is present at the time and place of a regular meeting or satellite club meeting of another club for the purpose of attending, but that club is not meeting at that time or place;
 - (3) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board;
 - (4) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned;
 - (5) participates through a club website in an online meeting or interactive activity;
 - (6) attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; or

(7) attends an RI convention, a council on legislation, an international assembly, a Rotary institute, any meeting convened with the approval of the RI board of directors or the RI president, a multizone conference, a meeting of an RI committee, a district conference, a district training assembly, any district meeting held at the direction of the RI board, any district committee meeting held by direction of the governor, or a regularly announced intercity meeting of clubs.

Section 2 — Extended Absence While Working at a Distance

If a member works on a distant assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment replaces attendance at the regular meetings of the member's club, if the two clubs agree.

Section 3 — Absence Because of Other Rotary Activities

An absence does not require a make-up if, at the time of the meeting, the member is:

- (a) traveling with reasonable directness to or from one of the meetings specified in sub-subsection (1)(d)(7);
- (b) serving as an officer or member of an RI committee or as a TRF trustee;
- (c) serving as the special representative of the governor in forming a new club;
- (d) on Rotary business in the employ of RI;
- (e) directly and actively engaged in a district-sponsored, RI-sponsored, or TRF-sponsored service project in a remote area, where making up attendance is impossible; or
- (f) engaged in Rotary business duly authorized by the board, which precludes attendance at the meeting.

Section 4 — RI Officers' Absences

An absence shall be excused if the member is a current RI officer or a Rotarian partner of a current RI officer.

Section 5 — Excused Absences

A member's absence shall be excused if:

- (a) The board approves it for reasons, conditions, and circumstances it considers good and sufficient. Such excused absences shall not last longer than 12 months. However, if a leave is taken for medical reasons, follows the birth or adoption of a child, or takes place during foster care of a child, the board may extend it beyond the original 12 months.

(b) The sum of the member's age and years of membership in one or more clubs is 85 years or more, the member has been a Rotarian for at least 20 years, the member has notified the club secretary in writing of a desire to be excused from attendance, and the board has approved.

Section 6 — Attendance Records

When a member whose absences are excused under subsection 5(a) of this article does not attend a club meeting, the member and the absence shall not be included in the attendance records. If a member whose absences are excused under section 4 or subsection 5(b) of this article attends a club meeting, the member and the attendance shall be included in this club's membership and attendance figures.

Section 7 — Exceptions

The by-laws may include provisions not in accordance with article 10.

Article 11 - Directors and Officers and Committees

Section 1 — Governing Body

The governing body of this club is the board, as provided in the by-laws.

Section 2 — Authority

The board has general control over all officers and committees and, for good cause, may declare any office vacant.

Section 3 — Board Action Final

In all club matters, the decision of the board is final, subject only to an appeal to the club. However, when the board decides to terminate membership, the member, according to article 13, section 6, may appeal to the club, request mediation, or request arbitration. An appeal to reverse a board decision requires a two-thirds vote of the members present at a regular meeting specified by the board, provided that a quorum is present and the secretary has given notice of the appeal to each member at least five days before the meeting. The club's action on an appeal is final.

Section 4 — Officers

The club officers shall be a president, the immediate past president, a president-elect, a secretary, and a treasurer and may also include one or more vice-presidents, all of whom shall be members of the board. The club officers may also include a sergeant-at-arms, who may be a member of the board, if the by-laws provide. Each officer and director shall be a member in good standing of this club. Club officers shall regularly attend satellite club meetings.

Section 5 — Election of Officers

- (a) *Terms of Officers other than President.* Each officer shall be elected as provided in the by-laws. Except for the president, each officer takes office on 1 July immediately following election and serves for the term of office or until a successor is elected and qualified.
- (b) *Term of President.* A president-nominee shall be elected as provided in the by-laws, at least 18 months but not more than two years before the day of taking office as president. The nominee becomes president-elect on 1 July in the year before taking office as president. The president takes office on 1 July and serves a period of one year. When a successor is not elected, the current president's term is extended for up to one year.
- (c) *Qualifications of President.* A candidate for president must be a member of this club for at least one year before being nominated, unless the governor determines that less than a full year satisfies this requirement. The president-elect shall attend the presidents-elect training seminar and the training assembly unless excused by the governor-elect. If excused, the president-elect shall send a club representative. If the president-elect does not attend the presidents-elect training seminar and the training assembly and has not been excused by the governor-elect or, if excused, does not send a club representative to these meetings, the president-elect shall not serve as club president. The current president then shall continue to serve until the election of a successor who has attended a presidents-elect training seminar and training assembly or training deemed sufficient by the governor-elect.

Section 6 — Governance of a Satellite Club of This Club

- (a) *Satellite Club Oversight.* This club shall provide general oversight and support of a satellite club as deemed appropriate by the board.
- (b) *Satellite Club Board.* For day-to-day governance, a satellite club shall have an annually elected board, drawn from its members and comprising the officers of the satellite club and four to six other members as the by-laws shall provide. The highest officer of the satellite club shall be the chair, and other officers shall be the immediate past chair, the chair-elect, the secretary, and the treasurer. The satellite board shall be responsible for the day-to-day organization and management of the satellite club and its activities, in accordance with Rotary rules, requirements, policies, aims, and objectives, under the guidance of this club. It shall have no authority within, or over, this club.
- (c) *Satellite Club Reporting Procedure.* A satellite club shall annually submit to the president and board of this club a report on its membership, activities, and programs, accompanied by a financial

statement and audited or reviewed accounts, for inclusion in this club's reports for its annual general meeting and any other reports that may, from time to time, be required by this club.

Section 7 — Committees

This club should have the following committees:

- (a) Club Administration;
- (b) Membership;
- (c) Public Image;
- (d) Rotary Foundation; and
- (e) Service Projects.

The board or president may appoint additional committees as needed.

Article 12 - Dues

Every member shall pay annual dues as prescribed in the by-laws.

Article 13 - Duration of Membership

Section 1 — Period

Membership shall continue during the existence of this club unless terminated as provided below.

Section 2 — Automatic Termination

Membership shall automatically terminate when a member no longer meets the membership qualifications.

- (a) *Rejoining.* When a member in good standing has their membership terminated that person may apply for membership again, under the same or another business, profession, occupation, community service, or other classification.
- (b) *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term of membership set by the board, unless extended. The board may revoke an honorary membership at any time.

Section 3 — Termination Non-payment of Dues

- (a) *Process.* Any member who fails to pay dues within 30 days after they are due shall be notified in writing by the secretary. If the dues are not paid within 10 days after the notification, the board may terminate membership, at its discretion.
- (b) *Reinstatement.* The board may reinstate the former member to membership if the former member requests and pays all debts to this club.

Section 4 — Termination Non-attendance

(a) *Attendance Percentages.* A member must:

- (1) attend or make up at least 50 percent of regular club meetings or satellite club meetings; engage in club projects, events, and other activities for at least 12 hours in each half of the year; or achieve a proportionate combination of both; and
- (2) attend at least 30 percent of this club's regular meetings or satellite club meetings or engage in club projects, events, and other activities in each half of the year (assistant governors, as defined by the RI board of directors, shall be excused from this requirement).

A member who fails to attend as required may be terminated unless the board consents to the non-attendance for good cause.

(b) *Consecutive Absences.* Non-attendance may be considered a request to terminate membership in this club, if a member fails to attend or make up four consecutive regular meetings, unless otherwise excused by the board for good and sufficient reason or pursuant to article 10, sections 4 or 5. After the board notifies the member, the board, by a majority vote, may terminate the member's membership.

(c) *Exceptions.* The by-laws may include provisions not in accordance with article 13, section 4.

Section 5 — Termination — Other Causes

(a) *Good Cause.* The board may terminate the membership of any member who ceases to have the qualifications for club membership or for any good cause by a vote of at least two-thirds of the board members present and voting, at a meeting called for that purpose. The guiding principles for this meeting shall be article 8, section 1; The Four-Way Test; and the high ethical standards of a Rotarian.

(b) *Notice.* Before the board acts under subsection (a) of this section, the member shall be given at least 10 days' written notice and an opportunity to respond in writing to the board. Notice shall be delivered in person or by registered letter to the member's last known address. The member has the right to appear before the board to state his or her case.

Section 6 — Right to Appeal, Mediate, or Arbitrate Termination

- (a) *Notice.* Within seven days after the board's decision to terminate or suspend membership, the secretary shall notify the member in writing. Within 14 days after the notice, the member may give written notice to the secretary of an appeal to the club or a request for mediation or arbitration. The procedure for mediation or arbitration is provided in article 17.
- (b) *Appeal.* In the event of an appeal, the board shall set a date for the hearing at a regular club meeting held within 21 days after receipt of the notice of appeal. At least five days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard. The action of the club is final and binding on all parties and shall not be subject to arbitration.

Section 7 — Board Action Final

Board action shall be final if no appeal to this club is taken and no arbitration is requested.

Section 8 — Resignation

A member's resignation from this club shall be in writing, addressed to the president or secretary. The board shall accept the resignation unless the member owes debt to this club.

Section 9 — Forfeiture of Property Interest

Any person whose club membership is terminated in any manner shall forfeit all interest in any funds or other property of this club if, under local laws, the member acquired any right to them upon joining the club.

Section 10 — Temporary Suspension

Notwithstanding any provision of this constitution, if in the opinion of the board

- (a) credible accusations are made that a member has refused or neglected to comply with this constitution, or is guilty of conduct unbecoming a member or harmful to the club; and
- (b) those accusations, if proved, constitute good cause for terminating the membership of the member; and
- (c) no action should be taken on the membership of the member, pending the outcome of a matter or an event that the board believes should properly occur first; and
- (d) it is in the best interests of the club to temporarily suspend the member without a vote on the member's membership and to exclude the member from attendance at meetings and other club activities and from any club office or position;

(e) the board may, by at least a two-thirds vote, temporarily suspend the member for a reasonable period up to 90 days and with any other conditions the board sets. A suspended member may appeal the suspension or may request mediation or arbitration as provided in section 6 of this article. During the suspension, the member shall be excused from attendance requirements. Before the suspension ends, the board must either move to terminate the suspended Rotarian or reinstate the Rotarian to full regular status.

Article 14 - Community, National, and International Affairs

Section 1 — Proper Subjects

Any public question involving the welfare of the community, the nation, and the world is a proper subject of fair and informed discussion at a club meeting. However, this club shall not express an opinion on any pending controversial public measure.

Section 2 — No Endorsements

This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

Section 3 — Non-Political

- (a) *Resolutions and Opinions.* This club shall neither adopt nor circulate resolutions or opinions and shall not take action dealing with world affairs or international policies of a political nature.
- (b) *Appeals.* This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

Section 4 — Recognizing Rotary's Beginning

The week of the anniversary of Rotary's founding, 23 February, is World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

Article 15 - Rotary Magazines

Section 1 — Mandatory Subscription

Unless this club is excused by the RI board of directors, each member shall subscribe to an official magazine. Two Rotarians who reside at the same address may subscribe jointly to an official magazine.

The subscription fee shall be paid on the dates set by the board for the payment of per capita dues for the duration of membership in this club.

Section 2 — Subscription Collection

The subscription fee shall be collected by this club from each member in advance and remitted to RI or to the office of a regional publication as determined by the RI board of directors.

Article 16 – Acceptance of Object and Compliance with Constitution and By-laws

By paying dues, a member accepts the principles of Rotary expressed in its object and agrees to comply with and be bound by the club constitution and by-laws. On these conditions alone is a member entitled to the privileges of this club. Each member shall be subject to the terms of the club constitution and by-laws whether or not the member has received copies of them.

Article 17 - Arbitration and Mediation

Section 1 — Disputes

Any dispute between any current or former member(s) and this club, any club officer, or the board, except a decision of the board, shall, upon a request to the secretary by any disputant, be resolved by either mediation or arbitration.

Section 2 — Date for Mediation or Arbitration

Within 21 days after receipt of the request, the board shall, in consultation with the disputants, set a date for the mediation or arbitration.

Section 3 — Mediation

The procedure for mediation shall be:

- (a) Recognized by an appropriate authority with national or state jurisdiction; or
- (b) Recommended by a competent professional body whose recognised expertise covers alternative dispute resolution; or
- (c) Recommended in documented guidelines determined by the RI board or TRF Trustees.

Only Rotarians may be mediators. The club may ask the governor or the governor's representative to appoint a mediator with appropriate mediation skills and experience.

- (a) *Mediation Outcomes*. The outcomes or decisions agreed to by the disputants after mediation shall be recorded and copies given to each party, the mediator or mediators, and the board. A summary

statement acceptable to the parties shall be prepared for the information of the club. Any disputant, through the president or secretary, may call for further mediation if a party has retracted significantly from the mediated position.

(b) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, any disputant may request arbitration, as provided in section 1 of this article.

Section 4 — Arbitration

In the event of a request for arbitration, each disputant shall appoint a Rotarian as an arbitrator and the arbitrators shall appoint a Rotarian as an umpire.

Section 5 — Decision of Arbitrators or Umpire

The decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and not be subject to appeal.

Article 18 - By-Laws

This club shall adopt By-Laws that are consistent with the RI constitution and By-Laws, with the rules of procedure for an administrative territorial unit, where established by RI, and with this constitution, to give additional provisions for the government of this club. The bylaws may be amended as they provide.

Article 19 - Amendments

Section 1 — Manner of Amending

Except as provided in section 2 of this article, this constitution may be amended only by a majority vote of those voting at the council on legislation.

Section 2 — Amending Article 2 and Article 4

Article 2, Name, and article 4, Locality of the Club, may be amended at any regular club meeting, if a quorum is present, by at least a two-thirds vote of all voting members. Notice of the proposed amendment shall be given to each member and the governor at least 21 days before the meeting. The amendment shall be submitted to the RI board of directors and becomes effective only when approved. The governor may offer an opinion to the RI board of directors about the proposed amendment.

2.0 STANDARD CLUB BY-LAWS

Article 1 – Definitions

1. Board: The board of directors of this club.
2. Director: A director on this club's board.
3. Member: A member, other than an honorary member, of this club.
4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions.
5. RI: Rotary International.
6. Year: The 12-month period beginning 1 July.

Your club may choose how it defines a quorum for voting purposes.

Article 2 - Board of Directors

The governing body of the Club shall be the Board of Directors **consisting of, as a minimum**, the president, immediate past president, president- elect, secretary, and treasurer.

The Standard Rotary Club Constitution requires a club's bylaws to include article 2. The officers listed above are required to be members of the club board. Your club's board may have additional members, such as the vice president, the president-nominee, sergeant-at-arms, or other directors. If your club has satellite clubs, list their club board members in this article, also.

Article 3 - Election of Directors and Officers

Section 1 — One month before elections, members nominate candidates for president, vice president, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

Section 2 — The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3 — If any officer or board member vacates their position, the remaining members of the board will appoint a replacement.

Section 4 — If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

Section 5 — The terms of office for each role are:

President —	<u>one year</u>
Vice President —	_____
Treasurer —	_____
Secretary —	_____
Sergeant-at-arms —	_____
Director —	_____

The Standard Rotary Club Constitution requires that your club's bylaws specify an election process. If a nominating committee is used, include details of how it is appointed. The term of office for a club president is specified as one year in the Standard Rotary Club Constitution. When a successor is not elected, the current president's term can be extended for up to one year.

Article 4 - Duties of Officers

Section 1 — The president presides at club and board meetings.

Section 2 — The immediate past president serves as a director on the club board.

Section 3 — The president-elect prepares for his or her year in office and serves as a director.

Section 4 — The vice president presides at club and board meetings when the president is absent.

Section 5 — A director attends club and board meetings.

Section 6 — The secretary keeps membership and attendance records.

Section 7 — The treasurer oversees all funds and provides an accounting of them.

Section 8 — The sergeant-at-arms maintains order in club meetings.

See Rotary club leader manuals for details on the roles and responsibilities of club officers.

Article 5 – Meetings

Section 1 — An annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.

Section 2 — This club meets as follows: _____. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Section 3 — Board meetings are held each month. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

The Standard Rotary Club Constitution requires club bylaws to include article 5, section 2.

Article 6 - Dues

Annual club dues are _____. They are paid as follows: _____. Annual club dues include RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

The Standard Rotary Club Constitution requires club bylaws to include article 6.

Article 7 - Method of Voting

The business of this club is conducted by voice vote or a show of hands except in the election of officers and directors, which is conducted by ballot. The board may also provide a ballot for a vote on some resolutions.

Include satellite club voting procedures here.

Article 8 - Committees

Section 1 — This club's committees comprise those listed in article 11, section 7, of the Standard Rotary Club Constitution, as well as the following: _____.

Section 2 — The president is an ex officio member of all committees.

Section 3 — Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

Club committees coordinate their efforts to achieve the club's annual and long-term goals.

Article 9 – Finances

Section 1 — Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.

Section 2 — The treasurer deposits club funds in a financial institution or institutions designated by the board, divided into two accounts: one for club operations and one for service projects.

Section 3 — Bills are paid by the treasurer or another authorized officer and approved by two other officers or directors.

Section 4 — A qualified person conducts a thorough annual review of all financial transactions.

Section 5 — Club members will receive an annual financial statement of the club. A mid-year financial report, with current and previous year income and expenses, is presented at the annual meeting.

Section 6 — The fiscal year is from 1 July to 30 June.

Article 10 – Methods of Electing Members

Section 1 — A member of this club or another club proposes a candidate for membership to the board and/or the membership committee.

Section 2 — The board approves or rejects the candidate’s membership within 30 days and notifies the proposing member of its decision.

Section 3 — If the board approves the candidate’s membership, the prospective member is invited to join the club.

A process to address objections raised by current members may also be included here.

Article 11 - Amendments

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 21 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

Approved by the board and members on day of..... 202

Signed:.....

3.0 NEW CLUB MEMBER ON-BOARDING POLICY

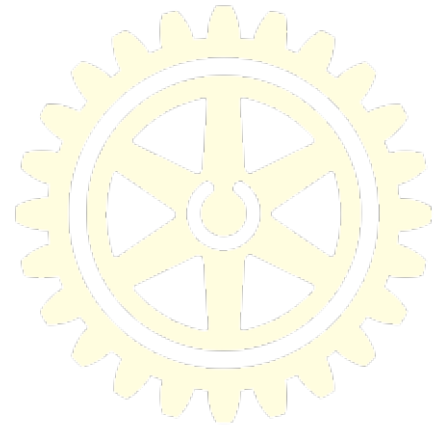
- (1) Clubs identify potential members through various means; referral from members, guests, Rotary International online leads, etc.
- (2) Potential members will confirm their interest in becoming Rotarians
- (3) The officials of the relevant club will thereafter take the following actions;
 - a) In the case of a transferring member, from another club, then the **Membership transfer policy** applies and must be complied with.
 - b) In the case of a new member, then the following requirements apply:

They must provide a detailed CV/Bio Data showing;

 - Where they work (or if self-employed, details of their businesses) with details of their organization or if a student, then details of his/her institution. If not working, and not a student, they must provide some documentation of their last engagement/or their income earning activity.
 - Are they or have they been members of any other member's club? If so, details must be provided. If they left the club, they must give reasons and show documentation of discharge.
 - Any social services activities they have participated in the past, if any
 - They are of good character and have not been involved in any breaches of the law. If the response to this is positive, then the club board must deliberate and decide if the issue conflicts with our Rotary Four Way Test.
 - Any other criteria which the club deems necessary to ensure high quality membership.
 - **It is the duty of the Club (Membership Director) to ensure that the prospective member is vetted and all documentation provided authenticated.**
- (4) We encourage clubs **NOT TO INDUCT** any prospective members until they go through the following process:
 - a) Attend at least fifty percent of regular club fellowships for a minimum of three months
 - b) Attend at least two physical service projects with the club. If absolutely not possible to attend physically, then the club can identify any other way for the prospective member to engage with the communities, e.g., online mentorship, etc.,

- c) They must pay a minimum of 6 months club dues in advance of being inducted. E.g., if the member is inducted in the month of August, they must pay the Jan to June 30th dues of the next billing cycle.
- d) The Board of Directors will deliberate on and accept the membership application before sending it to the Club Assembly for approval by members.
- e) Once a membership application is approved, and before induction, the member-elect will have a sit down with at least two senior Rotarians (can be an appointed mentor by the club) for a 'fireside chat' where they will be briefed on Rotary rules and traditions.

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4.0 POLICY ON MEMBER TRANSFER FROM ONE CLUB TO ANOTHER

- (1) Any member who opts to transfer to another Club should write a **Notice of Intention to Transfer** to his/her Club President via an email or a signed letter with the Club Secretary, Treasurer, and Membership Director in copy. Such a member should in writing give reasons for the need to transfer from and to the other Club. The letter should also indicate the name of the Club of preference and its location.
- (2) The Club President then tables the notice to the board members for the matter to be discussed in the next board meeting, which must be within four weeks of receiving the notice of transfer.
- (3) The Club President and the Club board will clear the transferring member in all areas, including;
 - The member must be fully paid up in all the club dues in the current Rotary year.
 - If the member is a signatory of any club accounts, proper handover process must take place before clearance by the board.
 - If the member is a signatory or contact person of any club grant/project, clearance must be done through the board and must ensure no liabilities on the Club from the transferring member. If a member is the contact person on an on-going project, the Club board must work with the regional RI Foundation officer to make the necessary changes. In the case where the transferring member is a signatory to a project and the Club board deems that an audit is necessary before the clearance, then the member cannot transfer until the audit is over and the Club board has cleared the member.
- (4) After fulfilling all the above requirements, the Club President will write an official clearance letter to the Club President of the Club where the member is transferring and communicate the same with the DGs office, Country Office, Assistant Governors of both Clubs, and the District Membership Chair.
- (5) The President of the new Club cannot admit a transferring Rotarian/ Rotaractor without a formal clearance letter from his/her former Club President.
- (6) This policy applies to any current Rotarian or a former Rotarian from other Rotary Districts.
- (7) The President of the Club to which the member is transferring will then update the member online to the new Club on MY ROTARY.

5.0 GUIDELINES ON FORMATION OF NEW CLUBS

(1) The formation of a new club begins once an idea to start a club is conceived. Once there are enough potential members, a club or any Rotarian will contact the District Membership Chair (team) and seek guidance on how to start a new club. Where a club starts a club formation process, it may appoint a Rotarian to champion the idea. The appointed champion will begin to hold sessions with prospective members educating them about Rotary. The Club that initiates the process becomes the Mother Club, unless otherwise directed by the DG.

(2) The District approves a minimum number of 25 Charter members for a new club.

(3) Appointment of the DGSR by the District Governor:

At the formative stages of a Club, the District Governor appoints a District Governor's Special Representative (DGSR). The role of the DGSR is to guide the new Club from its formative stages up to the Clubs' charter. A more detailed TOR of a DGSR is herewith attached.

- The DGSR helps the Club carry out an election of charter club officials and advises the District Governor and the District Membership Chair when a club is ready for charter.
- The DGSR cannot be a member of the Mother Club.
- The DGSR must be a Past President of a club.

(4) When the Club is ready for charter, the DGSR arranges for the required documentation that is filled out by the new Club and signed by the Mother club and sends the same to the DGs office for approval.

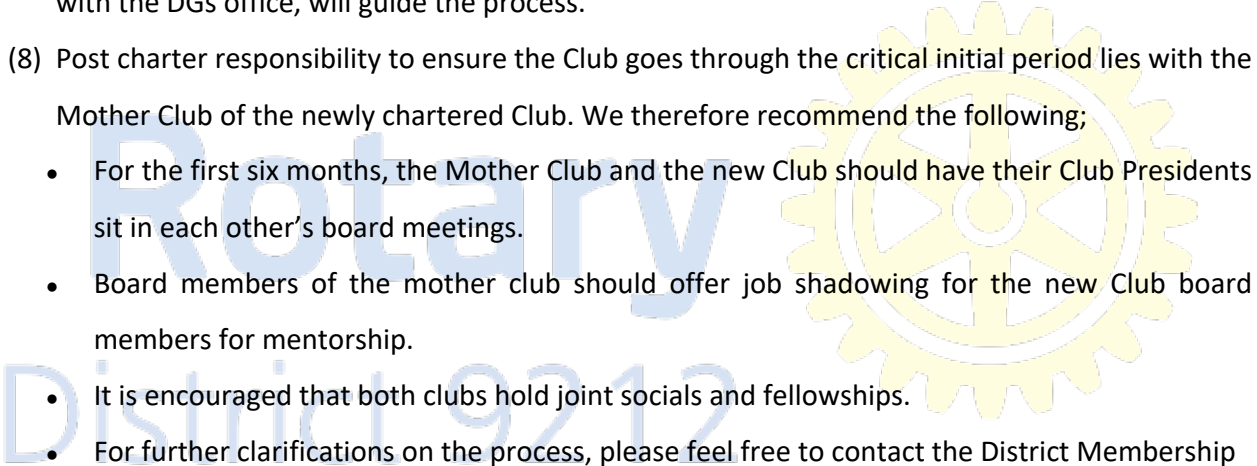
(5) Before the registration process commences, the Club needs to fulfill the following;

A full assessment of readiness is done by the District Membership Chair (team), and once confirmed the DGSR starts the process.

It is a requirement that the Club Information will prepare itself by; doing a project, ensuring their financial reports are up to date, and present regular district reports as required by District 9212, during this period before its charter. The process confirms that the district is offering for registration a club that is already working and ready.

(6) For the charter membership, the DGSR, with the assistance of the new Club ensures the following;

- Any existing Rotarian moving to this new Club as a charter member is first cleared officially in writing by his previous club of membership. No Club will accept anyone as a charter member

- (or even as an ordinary member) if they are existing Rotarians or Rotaractors or have been Rotarians or Rotaractors in the past, without getting clearance from their previous Club.
- All charter members must pay the required registration fees.
 - Before chartering a new club, all charter members are required to pay all dues for at least half of a Rotary year. E.g. if a club is to be chartered between July and December, each member must pay /deposit money for the dues of January 1st to June 30th invoice of the following year. Payment of Dues is an important requirement given the bad experiences we have had in the past of clubs chartering many members who fall off immediately they realize they have to pay dues.
- (7) Planning of a Charter Ceremony commences after RI approves and registers the Club In Formation and the Club receives its charter certificate. The DGSR and the Mother Club, in liaison with the DGs office, will guide the process.
- (8) Post charter responsibility to ensure the Club goes through the critical initial period lies with the Mother Club of the newly chartered Club. We therefore recommend the following;
- For the first six months, the Mother Club and the new Club should have their Club Presidents sit in each other's board meetings.
 - Board members of the mother club should offer job shadowing for the new Club board members for mentorship.
 - It is encouraged that both clubs hold joint socials and fellowships.
 - For further clarifications on the process, please feel free to contact the District Membership
- 
- The logo for Rotary District 9212 is positioned in the background of the lower half of the page. It features the word "Rotary" in a large, light blue, sans-serif font. Below it, the number "9212" is written in a similar font. To the right of the text is a yellow gear with a white center, which is the symbol of Rotary International. The entire logo is semi-transparent.

6.0 CODE OF ETHICS

- (1) Officers, Officials and members will adhere to applicable laws and regulations in the conduct of Rotary business as well as in their personal lives. As a corporate business entity, Rotary is subject to the laws of the various jurisdictions in which it exists. The Officers and Officials should adhere to the applicable law in order to protect the assets and mission of Rotary. In addition, in conducting their private lives, Officers, Officials and members should adhere to applicable law in order to preserve and protect the positive image of Rotary and The Rotary Foundation.
- (2) Officers and Officials will adhere to the provisions of their Club's Constitution and By-Laws. These have been designed to assure good governance and promote the spirit of Rotary International, a healthy and thriving Club as well as portraying a positive and ethical image to the community.
- (3) Officers and Officials will serve for the benefit of the Club, RI and Rotary Foundation in order to serve the community, as well as the Club's mission of supporting the efforts of RI in the fulfillment of the Object of Rotary and the achievement of world understanding and peace.
- (4) Officers and Officials will follow the requirements of the District 9212 Policy on Conflicts of Interest. Officers should put the interests of the Club first. Each Club will adopt a **Conflict of Interest Policy** that is designed to preclude even the appearance of any impropriety as to action of the officials. This assures continued confidence by Rotarians and the general public at large.
- (5) Officers will not utilize their office for personal prestige and/or benefit. With the authority inherent in an office of importance comes access to special privileges not available to other Rotarians. Taking advantage of such privilege distracts from critical responsibilities and calls into question the commitment to the Objects of Rotary.
- (6) Officers and Officials will exercise due care in the diligent performance of their obligations to the Club. The Officials should perform their responsibilities with such care, including reasonable inquiry, as ordinarily prudent persons in like positions would use under similar circumstances. Officials should inform themselves, prior to making a business decision, of all material information reasonably available to them.
- (7) Officers and Officials will take actions based on an essential fairness to all concerned. So as to maintain the confidence of Rotarians that the Officials are acting fairly and in the best interests of the Club, Officials, in a manner consistent with the 4-Way Test, should weigh the potential impact of their decisions and treat equally all persons who will be affected.

- (8) Officers and Officials will promote transparency of financial information. Rotarians have a right to access accurate information regarding the financial condition of their club. Transparency in financial operations encourages ethical behavior and willingness to contribute.
- (9) Rotary District 9212 is committed to an environment free of harassment. Rotary District 9212 does not condone sexual harassment and harassment based on pregnancy, childbirth or related medical conditions, race, religious creed, color, national origin or ancestry, physical or mental disability, medical condition, marital status, age, or any other basis protected by federal, state, or local law or regulation.
- (10) All Officers, Officials and Rotarians will adhere to this Code of Ethics, encourage everyone to do so as well and report any suspected or potential violations to the President, Chair G&E or DG. The efficacy of this Code of Ethics is dependent on compliance by the Officers and Officials. Rotarians may choose to report any suspected cases to the secure and confidential Whistleblower email contact: governance@rotary9212.org.
- (11) The Code of Ethics shall be distributed to and reviewed with incoming Officers and Officials as part of their orientation session. The Code of Ethics will be published on District 9212 Web site and should also be made available to all Rotarians upon request.
- (12) When made aware of a potential or alleged violation of the Code of Ethics, the Club President or the Chair of Governance and Ethics Committee or the Assistant Governor will obtain all relevant information and recommend such action as is appropriate, including providing counsel to the alleged violator and providing recommendations to the Club's Board or the District Executive Committee for corrective action.

7.0 CONFLICT OF INTEREST POLICY

- (1) No Official or Rotarian shall use his or her position, or the knowledge gained therefrom, in such a manner that a conflict between the interest of Rotary and his or her personal interest arises.
- (2) Each Official and Rotarian has a duty to place the interest of Rotary foremost in any dealings with the organization and has a continuing responsibility to comply with the requirements of this policy.
- (3) The conduct of personal business between Officials and their Club is prohibited except in the manner provided for in (5) below.
- (4) Loans or indirect extensions of credit by Club to a Rotarian are prohibited.
- (5) If an Official has an interest in a proposed transaction with the Rotary Club in the form of any personal financial interest in the transaction or in any organization involved in the transaction, or holds a position of trustee, director, or officer in any such organization, he or she must make full disclosure of such interest to the Chair Governance & Ethics Committee (or in the case of the Chair G&E to the DG) before any discussion or negotiation of such transaction.
- (6) If an Official is aware that another Official has an undisclosed potential conflict of interest in a proposed transaction with Rotary, he or she must inform the Chair Governance & Ethics Committee (or in the case of the Chair G&E to the DG) as soon as possible.
- (7) Any member of a Club or District committee who is aware that he or she has a potential conflict of interest with respect to any matter coming before the committee shall not be present for any discussion of or vote in connection with the matter. The existence and nature of the potential conflict of interest shall be recorded in the minutes of the meeting.
- (8) A proposed transaction covered by this conflicts of interest policy shall include any proposed decision of the Club, including the proposed adoption or amendment of a policy, which, if adopted, would affect a financial interest or would result in a financial gain or benefit for a an Official, a member of the official's family, or an organization in which the Official is a trustee, director, or officer.
- (9) Rotarians may choose to report any suspected cases to the secure and confidential Whistleblower email contact: governance@rotary9212.org.

CONFLICT OF INTEREST SIGN OFF FORM

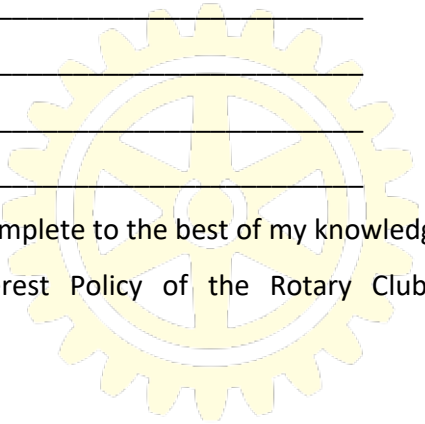
Name _____ Date _____

Please describe your role in the Rotary Club of _____

Please describe below any relationships, positions or circumstances in which you are involved that you believe could contribute to a Conflict of Interest as defined in the Conflict of Interest Policy of the Rotary Club of _____.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed and agree to abide by the Conflict of Interest Policy of the Rotary Club of _____ that is currently in effect.

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Signature _____ Date _____

8.0 NON-HARASSMENT POLICY

- (1) We have no place or time for harassment of any form, type or nature in Rotary District 9212. People won't join or stay in Rotary if they are exposed to harassment at meetings, events, and activities.
- (2) Rotary District 9212 is therefore committed to an environment free of harassment. Rotary District 9212 does not condone sexual harassment or harassment based on pregnancy, childbirth or related medical conditions, race, religious creed, color, national origin or ancestry, physical or mental disability, medical condition, marital status, age, or any other basis protected by national law or regulation.
- (3) Prohibited harassment includes, but is not limited to, the following behavior:
 - Verbal conduct such as epithets, derogatory jokes or comments, slurs or unwanted sexual advances, invitations or comments;
 - Bullying, such as the activity of repeated, aggressive behavior intended to hurt another individual physically, mentally, or emotionally;
 - Visual displays such as derogatory and/or sexually-oriented posters, photography, cartoons, drawings or gestures;
 - Physical conduct including assault, unwanted touching, intentionally blocking normal movement or interfering with work because of sex, race, or any other basis;
 - Threats and demands to submit to sexual requests as a condition of continued participation in Rotary, employment, or to avoid some other loss, and offers of employment benefits in return for sexual favors; and
 - Retaliation for reporting or threatening to report harassment.
- (4) Rotarians are encouraged to report all harassment incidents to their President, Chair G&E Committee or may choose to report any suspected cases to the secure and confidential Whistleblower email contact: governance@rotary9212.org . Additionally, all allegations of criminal in nature should be reported to the Police promptly.
- (5) The Governance & Ethics Committee will endeavor to identify volunteering professionals who could offer counselling to victims of sexual harassment who have no access to such services and are willing to be assisted.

- (6) At the club level, allegations of harassment at Rotary events or activities shall be reviewed by the club board and responded to within one month. If the alleged offender is a member of the club board, he or she is expected to recuse himself or herself from the discussion. The review and/or investigation shall be dependent on the circumstances including the severity and pervasiveness of the behavior. Concerns that allegations of harassment were not adequately addressed by the club, may be referred with appropriate documentation to the District Governor.
- (7) At the district level, allegations of harassment at Rotary events or activities shall be reviewed by the Governance & Ethics Committee and responded to within one month. If the District Governor is the alleged offender, the immediate past district governor (or most recent past governor), directly or by appointment of a committee for this purpose, shall review and respond to the allegation. The RI General Secretary shall be informed within two weeks of any allegations of harassment by District Governors, Governors-elect, and Governors-nominee. The review and/or investigation shall be dependent on the circumstances including the severity and pervasiveness of the behavior. Concerns that allegations of harassment were not adequately addressed by the district, may be referred with appropriate documentation to the RI director.
- (8) Clubs and the District is required by RI to report severe and pervasive sexual harassment and any resulting membership terminations to the General Secretary. If a club or district fails to adequately address findings of harassment, the RI director shall notify the RI Board for appropriate action. Such action may include club termination or other appropriate sanctions.
- (9) Incoming and current club presidents, AGs, and regional leaders, shall be provided annual training on this adult harassment.

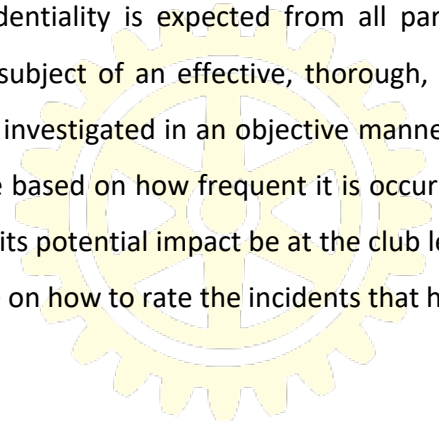
9.0 STANDARD INCIDENT REPORTING AND MANAGEMENT PROCEDURE

Any person believing that code of ethics or conflict of interest policy or the non-harassment policy has been violated should submit a written complaint to the Club President, the Chair G&E or the DG. The complaint should include details of the incident or incidents, names of the individuals involved, and names of any witnesses.

Rotary District 9212 encourages all members to report any incidents of these policies *immediately* to their Club President or Chair of G&E or DG so that complaints can be quickly and fairly resolved. Rotarians may choose to report any suspected cases to the secure and confidential Whistleblower email contact: governance@rotary9212.org.

Rotary District 9212 will not retaliate against any member for filing a complaint and will not tolerate or permit retaliation by the Club or other Rotarians. Strict confidentiality is expected from all parties involved. All complaints submitted should immediately be the subject of an effective, thorough, and objective investigation. In order to ensure that the incidents are investigated in an objective manner, a risk rating/ranking approach shall be used. The risk rating will be based on how frequent it is occurring i.e. monthly, quarterly or yearly and the potential impact i.e. will its potential impact be at the club level or district level or RI/RF level. The table below provide a guidance on how to rate the incidents that have occurred and reported.

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RISK RATING OF INCIDENTS

Code of ethics	Conflict of interest	Harassment	Potential to Impact RI/RF negatively	HIGH	HIGH	HIGH
			Potential to Impact District D9212 negatively	MEDIUM	MEDIUM	MEDIUM
			Potential to impact Club negatively	LOW	LOW	MEDIUM
				The Incident type is happening once a year	The incident type is happening once every six months	The incident type is happening every three months or less

LOW rated incidents will be managed by the Club while MEDIUM rated incidents will be investigated and managed by the G&E Committee. For HIGH rated incidents, the Chair G&E Committee will inform the DG immediately and promptly commence the investigation activities. The DG will be at liberty to give further directions on how any HIGH rated incident should be managed.

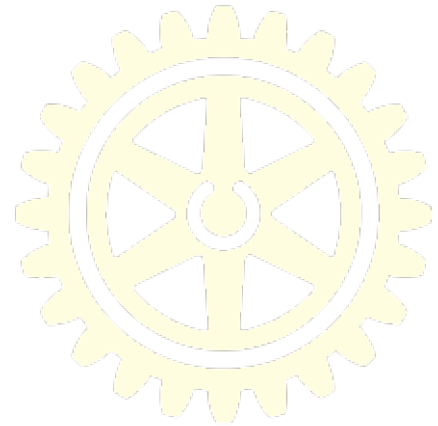
The following examples are given as a way of illustration on how to arrive at the ranking of incidents:

- If two members of the same Rotary Club have a disagreement leading to a public spat. If these types of incidents continue happening, this will impact negatively on the image of the club. If the frequency is not high, then the incident will be rated LOW and the Club will be expected to deal with it.
- If the Presidents of two Clubs have a serious disagreement, this has the potential to impact the image of the two clubs as well D9212 negatively hence the incident will be ranked MEDIUM and the G&E Committee intervene. Same rating will apply if the stewardship of District grant is found wanting.

- If a visiting Rotarian from another district is molested or harassed, this will be a HIGH rated incident. Similarly, if the stewardship of a Rotary Foundation or a matching grant is wanting, then this will be rated HIGH. Such incidents have the potential to impact negatively the image of the Club, District as well as RI. Therefore for HIGH rated incidents, the Chair G&E Committee will inform the DG immediately about the occurrence and at the same time commence investigations. The DG will be at liberty to give further directions on how any such HIGH rated incident should be managed.

If it is determined that any of the policy has been violated, then an effective remedial action appropriate to the circumstances involved, including, when appropriate, suspension or expulsion of the member as a Rotarian in the Club; provided that any such action shall be taken in conformity with the requirements of the Rotary International Manual of Procedure and the Club's Constitution and By-Laws, as in effect at the time of the incident.

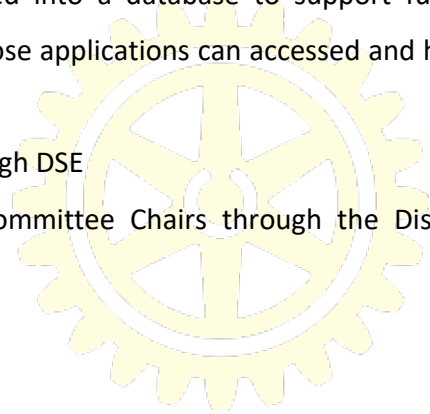
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10.0 VETTING OF DISTRICT OFFICERS

1. The DGE will nominate ExCo Chairs and submit their names to the Governance and Ethics Committee (GEC) for vetting and confirmation of their details.
2. Rotarians and Rotaractors will forward their application through the district registration portal. The recruitment criteria will be provided through the portal.
3. GEC will initiate the vetting process of ExCo Chairs nominated Rotarians/Rotaractors and all applicants.
 - a. Club Presidents will be requested to clear/not clear applicants or nominees
 - b. Club Presidents will be vetted by Assistant Governors or Regional Coordinators or Country Chairs as applicable
 - c. Details of cleared Rotarians/Rotaractors will be entered into a database to support future placements. This will allow for ranking of candidates whose applications can accessed and have been collected over time.
4. GEC's review responses and shares report with DGE through DSE
5. Cleared candidates' details shared with prospective Committee Chairs through the District Secretary Elect for shortlisting.
6. Unsuccessful applicants are informed with reasons.

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11.0 HANDOVER PROCESS AND CHECKLIST FOR OUTGOING AND INCOMING ROTARY CLUB LEADERSHIP TEAM

1) Handover Process

- a) Each 1 July (the start of new Rotary year), a new leadership team comprising the Rotary Club President and Club officers (who collectively make up the Rotary Club Board) takes office for a period of one year.
- b) As part of this annual transition to a new Rotary Club leadership team, it is necessary and important for the outgoing leadership team to do a proper handover of the Club documentation, records and other information to the incoming leadership team.
- c) The incoming and outgoing leadership team should have at least three joint board meetings as part of this handover process. These joint meetings must be held before the end of 30 June of the Rotary year with the first meeting be held no later than 30 March and the second no later than 30 April of the Rotary year. The purpose of these joint board meetings is to familiarize the incoming leadership team with the running of a Rotary Club board and start understanding the Club's strategy, service activities and projects, membership, finances amongst other aspects.
- d) At least one of these two meetings is to be designated as a special handover joint board meeting and should form part of the Club year planner. This special joint board meeting should be devoted to a handover of Club documents and a handover by each outgoing board member to their incoming counterpart of the key information relating to their docket.
- e) At the completion of this process, a sign off should be completed by the incoming and outgoing boards to confirm the information provided and that pending or not available. The schedule of handover documents and information in Part 2 below must be completed as part of this formal handover and sign off.
- f) The Club's incoming and outgoing Assistant Governors should monitor the handover process to ensure it goes smoothly and also witness the sign off.

2) Handover Documents and Information

a) Club Documents

The original documents should be provided. In absence of the originals, copies should be provided electronically via email.

The documents below need to be provided to the Incoming Club President and Secretary.

S/N	Item	Comment	Tick	Date
1.	Club Charter Certificate from RI ¹			
2.	Current Club Constitution			
3.	Current Club By-laws			
4.	Copies of all Club policies as per the Governance Guidelines ²			
5.	Registration under Societies Act ³			
6.	Copy of Club Plan for the prior year			
7.	Minute Book/ Soft copies of minutes of Board meetings held in the last Rotary year ⁴			
8.	Minutes of Club Assembly meetings held in the last Rotary year			

Notes

- i) *If the original Club Charter is not available, it may be requested from RI.*
- ii) *The policies developed by the Club as per the Governance Guidelines introduced in 2021/22 need to be included as part of the handover.*
- iii) *It is noted that a number of clubs are already registered under the Societies Act. An effort is underway to ensure all Clubs and/or the Clubs in Kenya are appropriately registered. It is understood Rotary in Ethiopia is registered under the requirements in Ethiopia.*
- iv) *Strictly speaking, from a governance and risk mitigation point of view, each Club must retain its board minutes for a period of at least six years either physically or electronically. It is recommended each Club put in place an effective process to ensure this is done.*

A Club is encouraged to consider having a safe deposit box where hard copy Club documentation is stored and use the electronic copies of documents during the handover to reduce chances of temporary or permanent loss.

a) Financial Information

The information below needs to be provided to the Incoming Club President and Treasurer.

S/N	Item	Comment	Tick	Date
1.	<p>Details of all Club bank accounts, separated between project designated accounts and Club funds, showing account numbers, signatories, bank resolutions and mandates, bank statements, including Mpesa accounts etc</p> <p>The latest bank account statements should be provided as part of the handover.</p> <p>The Club signatories and mandates for bank accounts should be in line with the Club by-laws and will need to be updated in line with the requirements in the By-laws.</p> <p>The Club By-laws need to provide that the signatories of all Club accounts must include the sitting President and at least of the Club Secretary and Treasurer and that the signatories be changed annually as the Club changes its officers. The Club By-laws also need to provide that if a member who is a signatory to a grant or project account ceases to be a Club member, then the signatories need to be immediately changed to replace the member whose membership has ceased.</p>			
2.	Copy of any Club authority matrix to show authority levels for decision making on Club and project expenditures.			
3.	Financial statements for the Club for the financial year.			
4.	Breakdown of the current payables & receivables (as per Club accounts) including outstanding Club membership dues and payables to RI, District etc.			
5.	Any other Financial Information			

b) Club Strategy Documents

Copies of Club strategy documents should be handed over to Incoming Club President.

c) Ongoing Club Project Details

Detailed information for each Club project, status, global and district grants and officer responsible for each project and status of reporting for grants including file with all documents relating to projects. Particular care should be taken with documentation for Global and District Grants – if this information is not provided for any reason, then the incoming board must escalate this matter to the Governance & Ethics Team as well as the District Global Grants Officer.

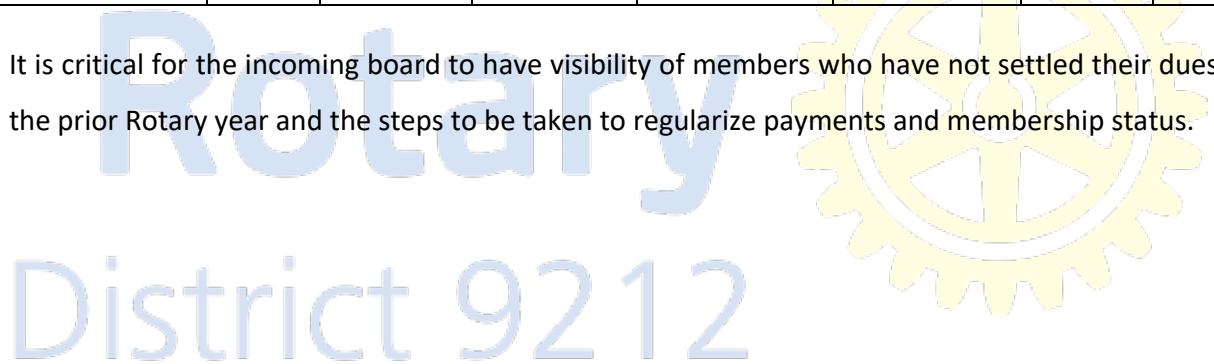
This information should be handed over to the Incoming Club President and Director -Service Projects.

d) Club Membership Details

Detailed schedule of each Club member on RI list showing name, date of birth, date of induction, classification, standing (attendance and dues) etc

Number	Name	Date of Birth	Date of Induction	Classification	Attendance	Dues	Tick

It is critical for the incoming board to have visibility of members who have not settled their dues for the prior Rotary year and the steps to be taken to regularize payments and membership status.



e) Other Information

S/N	Item	Comment	Tick	Date
1.	Club correspondence with RI, TRF			
2.	Club correspondence with District			
3.	All other Club correspondence			
4.	Any other documentation held by the outgoing President and board			
5.	Any contractual matters binding the Club – eg agreements with third parties binding on the Club etc			

f) Club Material, Regalia and Collaterals

In addition, Rotary Clubs also have regular regalia (Club bell, Club banners, stand up banners, lapel pins, etc) as well as other Rotary collaterals which it is also important to ensure accounted for as part of the annual handover process.

A Club may prefer to mandate one or more members in good standing to be the custodian of these items over a period of a number of years, but it is still important to have these documented and accounted for as part of the annual transition plan.

Club Regalia Checklist

Item	Possession	Verified	Date
Club Bell			
Other Regalia <ul style="list-style-type: none"> • Lapels • Banners • Etc 			

g) Other Matters to Discuss

Any other matters the outgoing President and Board feel appropriate to share

S/N	Item	Agreed Action
1.		
2.		

3) Sign Off

The outgoing President and Board will be required to sign the attached letter 1 to confirm the information as a record of the handover process and documentation provided and indicate what is pending and when it will be provided by. The incoming President and Board will also be required to sign the attached letter 2 to confirm receipt of the information and documentation. In the event that an officer/director continues in the same role for another year, a 'handover' report will still be required to be prepared and submitted to the incoming President.

The requirements on handover and sign off will also apply when by reason of transfer, death, resignation, termination or other reason of an officer/director, there is need to have a proper handover. The officer/director who leaves a position should properly hand over his or her previous duties and responsibilities to the new director. In the event of death, a committee member should prepare the report. If a document (say the charter certificate) is not handed over, this will be recorded in the sign off process and it will be the responsibility of the outgoing board to obtain this and handover to the incoming board within a defined timeline.

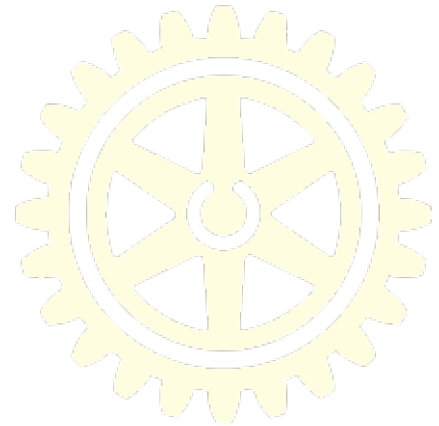
The outgoing and incoming Assistant Governors will be required to witness the hand over sign off by also counter signing as witnesses letter 1 and letter 2 respectively.

The sign off and the handover process must be completed before the start of the new Rotary year, although items such as financial statements may be completed during the first quarter of the new Rotary year and indicated as such. In any case, no item should pend beyond 30 September of the new Rotary year.

4) Assistance

If there are any questions or any assistance is needed with complying with this handover process and checklist, please reach out to the Rotary District 9212 Governance & Ethics Team email governance@rotary9212.org.

Rotary
District 9212



To be printed on Club letterhead & signed by Outgoing President and Board

Confirmation of Data & Information provided to Incoming President and Board <<insert year>>

We confirm having provided the required handover information to the Incoming President and Board as captured in this handover checklist.

We note that the following information was not provided as explained below:-

Type of Information	Item	Status/Comment

We confirm that to the best of our knowledge the handover information provided is accurate, complete and reliable.

Signed this ____ day of _____ in the year _____ for and on behalf of Rotary Club of <<insert name>> Board <<insert period>>

Club President

Club Secretary

Name

Name

Signature

Signature

Date

Date

Club Assistant Governor

Name

Signature

Date

To be printed on Club letterhead & signed by Incoming President and Board

Confirmation of Data & Information provided by Outgoing President and Board <<insert year>>

We confirm having received the required handover information from the Outgoing President and Board as captured in this handover checklist.

We note that the following information was not provided as explained below:-

Type of Information	Item	Status/Comment

Signed this ____ day of _____ in the year _____ for and on behalf of Rotary Club of <<insert name>> Board <<insert period>>

Club President

Club Secretary

Name

Name

Signature

Signature

Date

Date

Club Assistant Governor

Name

Signature

Date

12.0 MANAGEMENT OF GRANTS FOR SMALL AND NEW CLUBS

District 9212 has come up with the following policy on handling of clubs with less than 15 members:

Weak clubs (less than 15 members)

1. All clubs with less than 15 members will be designated as weak clubs.
2. The Membership chair will write a letter to the board of such clubs and giving them a 6 months' notice, to grow their membership to at least 15 members.
3. If after the 6 months have lapsed and the club has not grown past 15 members, the Membership Chair will appoint a team to look for a suitable mother club and convert the club to a satellite club.
4. The clubs with less than 15 members will not be eligible to participate in Global Grants or District Grants.

Small clubs (15 to 24 members)

1. All clubs with between 15 and 24 members will be designated as small clubs.
2. The membership Chair will write to the club board requesting them to come up with a strategy of growing their membership to 25 and beyond.

Support to TRF

1. All clubs who wish to apply for a Global Grant will be required to contribute at least USD 500 to TRF either through its members or as a club.
2. All Clubs will be required to contribute at least USD 500 to each Global Grant to demonstrate ownership and commitment to the project.

13.0 PROJECTS AND FINANCIAL MANAGEMENT POLICY

1. PURPOSE OF POLICY AND APPLICATION

- 1.1 The purpose of this Policy is to ensure that the management of District and Global Grant funds by Rotary Clubs in District 9212 is carried out in accordance with best practices for prudent management of grant funds within a proper governance structure and with an appropriate level of checks and balances to safeguard grant funds against misuse and ensure their correct application.
- 1.2 Further, to ensure buy-in, ownership and involvement of the Club Board and members in a Club service project as well as for governance and disclosure, each service project being considered by the Club will be required to go through a formal vetting and approvals process as outlined in this Policy.
- 1.3 The requirements in this Policy are in addition to the Memorandum of Understanding entered into between the Club and District 9212 for the purposes of the Club's yearly qualification for eligibility for District and Global grants.
- 1.4 **This Policy is mandatory for the Clubs** and can only be amended with the approval of the Club membership at a duly constituted Club Assembly and with the approval of the District Rotary Foundation Chair ('DRFC').
- 1.5 This Policy must be presented and approved at the first Club Assembly meeting at the start of each new Rotary year so that the Club Board and members understand and are conversant with the requirements of this Policy and the implications of non-compliance.

2. CLUB SERVICE PROJECTS APPROVAL PROCESS

- 2.1 Each service project being considered by the Club will be required to go through a formal vetting and approvals process which is as follows:
 - i) A service project must first be conceptualized and presented to the Club Service Projects Committee for consideration by the Service Projects Committee;
 - ii) The Committee may approve or reject a proposed service project. If approved, the project will be developed and scoped for presentation to the Club Board;
 - iii) The Club Service Projects Director and Project Primary Contact will jointly present the proposed

project to the Club Board at its next monthly meeting;

- iv) The Board will interrogate the proposed project including its scope, relevance to the Club's strategic plan, intended outcomes and impact, involvement of Club members, extent of funding required and whether District or Global grant funding will be required. The Board may refer the proposed project back to the Service Projects Committee for further evaluation and refinement prior to approval if deemed necessary;
- v) If approved by the Board, the proposed project will be presented to the full Club membership at a duly convened and constituted Club Assembly meeting for approval, including approval of the scope, cost and funding arrangements. The Club membership will need to approve the project prior to its implementation. Projects which involve District and Global grants will require additional scrutiny by the Club membership prior to approval.

3. ESTABLISHMENT OF CLUB COMMITTEES FOR PROJECTS

Project Committee

- 3.1 Each Club must set up a **Project Committee** for each Club project whether funded through Club funds, District Grants or Global Grants. The role of the Project Committee is to oversee the entire project in line with the approved plan and budget for the project. The Project Committee will comprise the Primary Contact(s) (see 3.2 below) and key individuals who have been involved in conceptualizing and designing the project as well as other individual members who are co-opted into the Committee. The club bylaws should outline the criteria that should be considered to nominate co-opted members.
- 3.2 Each Club project must have a primary contact, known as the Project Primary Contact. The Primary Contact for a project that is financed fully or partially through a District or Global Grant shall not at the same time be the Primary Contact for another Club project financed through a grant. All actual or potential conflicts of interest need to be disclosed to the Club Board. If one is not sure whether there is a conflict (actual or potential), it is important to still have this disclosed and recorded.
- 3.3 Each Club will in addition also establish a Procurement Committee and, Clubs with more than 25 members, a separate Projects Payments Approvals Committee.

Procurement Committee

3.4 The Procurement Committee's role will be to set out and manage the procurement of all goods, services and works for a Club project. Its membership will comprise of Club members in good standing and will preferably be distinct from the members of the Project Committee and will ideally include members with experience in finance and procurement of goods, works and services.

Project Payments Approvals Committee

3.5 The separate Club Projects Payments Approvals Committee will be responsible for vetting all project payments based on budgets and appropriate documentation being provided. Its membership will comprise of past Club Treasurers and Past Presidents experienced in finance and projects.

3.6 If a Club has less than 25 members and is unable to form a Project Payments Approvals Committee, then the Club Board will perform the functions of the Committee.

4. PROCUREMENT AND PAYMENTS APPROVAL PROCEDURE

4.1 The following process will be followed for the procurement and payment for all materials, works, goods and services that may need to be sourced for any Club project:

- a) The project will need to be properly scoped by the Club Service Projects Committee and the Primary Project Contact(s) and will clearly set out list of goods, materials, services and other resources needed and the budget estimates for each item to be procured;
- b) For District and Global Grants, the required schedules will need to be completed in the format prescribed in the grant application process and will form the basis for the procurement of the project requirements;
- c) The procurement process will be managed by the Club Procurement Committee;
- d) The Procurement Committee will determine how the goods, materials, works, services and other resources will be sourced, minimum requirements and evaluation criteria;
- e) At least three quotations will be sought for each item required to be procured;
- f) Rotarians may participate in the process, but will be required to formally disclose and declare their interest to the Club Board and Procurement Committee for approval prior to participating;
- g) Proposals/quotations may be submitted in writing / hard copies or electronically provided a transparent process is followed;
- h) The Club Procurement Committee will vet each quotation against the available budget and the

set evaluation criteria and will recommend awards and notify the successful bidders. The successful bidders shall be notified after ratification by the club assembly;

- i) The Project Committee and Primary Project Contact(s) will ensure proper delivery of all goods, services and materials as per the approved quotes and from the approved suppliers.
- j) The supplier(s) will submit to the Primary Project Contact or the Service Projects Committee the invoices, together with delivery note/signed list of attendance of trainees/certificate of completion/fee notes etc. Invoices for goods supplied should ideally be on supplier letterhead and specify the goods procured/supplied and amounts payable.
- k) The Projects Payments Approval Committee will vet the payment requests from the Project Committee/Primary Contact(s) expeditiously against the budgets and authorize the invoices to be uploaded for online approval or cheque payments. In the event there is a material difference between the budgets, receipts and invoice amounts, appropriate documentation must be provided to the Committee before approval for payment can be granted.
- l) Advance payments are generally not recommended for projects. However, if a mobilization payment or advance payment is necessary for the execution of a project, then the appropriate guarantees in the form of a performance bond or security from a reputable bank or insurance company must be obtained and verified with the entity providing the performance bond or security before making any advance payment.
- m) The Club Treasurer may then proceed to prepare a payment schedule to be checked and approved for online payment or check payments by the bank account signatories.
- n) The Club will retain receipts and documentation of disbursement of Funds from the District Grant Account and Global Grant Accounts in physical form in the designated Project File. A copy will also be held in electronic form which will form part of the Club financial records held by the Club Treasurer and transferred to the incoming Treasurer as part of the Club annual handover process.
- o) In addition, a copy of all the items in the Project File (see 6. below) showing budget, copies of procurement awards, invoices and receipts will be forwarded for holding in the designated District 9212 approved e- storage for seven (7) years from the date of approval of the reports, either progress or final report.
- p) The Club Treasurer with the support of each Project Primary Contact will maintain an electronic file listing the physical assets purchased and cost incurred as part of any District, Special or Global Grant project. This file shall be maintained in a manner that ensures safekeeping so long as the

assets remain in use for seven (7) years.

5. SEPARATION BETWEEN CLUB AND PROJECT FUNDS

Separate Bank Accounts

5.1 The Club will ensure complete separation between:

- a) Club funds for normal Club operations and activities
- b) District Special Grants
- c) Global Grants

by maintaining separate bank accounts for each, including a separate designated bank account for each Global Grant.

5.2 In particular, no monies that have been fund raised and/or received as District or Global Grants can be used to settle Club dues, any other Club obligations or for any other Club project obligation other than what the funds raised or received are designated for. Failure to do this will result in sanction by the District that may include suspension of involved Club Officers and/or losing of the Club Charter.

District Special Grant /District Grant Ledger Account(s)

5.3 The Club will maintain a separate ledger account (District Grant Ledger Account) for each District Grant project for which it is the Primary Sponsor, within its Club. All cash from the Primary Sponsor club, other participating clubs, and individual cash contributions shall be reflected in the District Grant Ledger Account for that project. Any District Grants funds received will be immediately deposited into this bank account and recorded to the District Grants Ledger Account. All funds in the District Grant Ledger Account shall be utilized only to fund that specific, approved District Grant project. In the event project expenses are less than the combination of District Grant funds and Club or individual cash contributions, the excess (up to the amount received from the District Grant) shall be returned to the District for return to The Rotary Foundation unless the District authorizes expenditure on other approved District Grant projects.

Global Grant Bank Accounts:

5.4 For each Global Grant for which the Club is the Primary Host Partner or the Primary International Club, the Club will establish a dedicated bank account (“Global Grants Account”) for handling the

collection and/or disbursement of project Grant Funds. Funds for different Global Grant projects will not be commingled. NOTE: The Club need only create Global Grant Accounts if the Club is the Primary Host Partner or Primary International Club, not if the Club is just contributing funds to another club's or a district global grant

Signatories of Bank Accounts

- 5.5 The signatories of each bank account will be in line with those laid out in the Club Bylaws and will be updated each year in line with changes to the Club officers. Any two of the signatories may sign grant payments other than the Primary Contact(s) if the Primary Contact(s) happens to also be a mandatory signatory.
- 5.6 In particular, promptly after the start of each new Rotary year, the Club Treasurer will obtain the appropriate forms and cause the signatories for the account within which the District Grants Ledger Account resides and the Global Grant Accounts to be updated to reflect the new Club officers.
- 5.7 When a member who is a signatory of any of the Club accounts leaves for any reason, the signatory will be immediately replaced in line with the Club Bylaws.

Account Types

- 5.8 The bank accounts within which the District Grants Ledger Account resides, and any Global Grant Accounts or Special accounts will meet The Rotary Foundation requirements and will be low- or non-interest-bearing accounts in a commercial financial institution.

Monthly Reconciliation

- 5.9 The District Grant Account and each Global Grant Account will be reconciled on a monthly basis by the Club Treasurer and a report of this shall be made to the Club President, President-elect, the Club Governance & Ethics Director with a copy to the Club AG, District Treasurer and District Stewardship Chair no later than the 10th day following each month.

6. MAINTENANCE OF PROJECT PHYSICAL AND ELECTRONIC FILE

- 6.1 For each Club project, the Project Committee will create a physical and a copy electronic file which will contain all the records for a project.

6.2 The file will be indexed as follows:

- a) Project Title and Scope
- b) Project Concept Outline showing project scope, location, impact, budgets, partners, grants, risks, Primary Contact, Project Committee members and contacts.
- c) Club Approvals
 - i) Board
 - ii) Membership
- d) Global or District Grant Application and Approvals
- e) Procurement of Items Section
- f) Invoices, Payments and Receipts and Copies of Associated Approvals
- g) Grant Accounts statements showing payments in and disbursements.
- h) Project Physical Assets Register
- i) Reports to AG, District Stewardship Chair
- j) Progress/Closing Reports
- k) Any other relevant items to Project, including lessons learnt.

7. REPORTING AND DISCLOSURES

- 7.1 Each month, the Service Projects Director will table a report to the Club Board covering all Club projects and the status of each project, as well as confirmation that the physical and electronic files for each project are being maintained. Particular attention will be paid to projects that involve District and/or Global grants with the status report showing the receipts and disbursements from project accounts.
- 7.2 The Club Treasurer will also confirm the reconciliation of the District Project Account and the individual designated Global Grant bank accounts as applicable.
- 7.3 The monthly reports mentioned in 7.1 and 7.2 above will also be copied to the Club Governance & Ethics Director and to the Club AG within 10 days of the previous month end. If the reports are not received by the due date, the Club G&E Director is required to follow up. If the reports have not been availed within 30 days of the month end, the Club G&E Director and AG will be required to report the matter to the District Stewardship Chair. The District Stewardship Chair will arrange to investigate the non-compliance further and may amongst other actions, recommend suspension of the Project officers, suspension of the grant (if applicable) or suspension of the Club.

- 7.4 Each quarter, the Club Service Projects Director and Treasurer will make a presentation to the Club Board and Club Assembly on the status of each Club service project including progress on completion and utilization of funds and confirmation or otherwise that the project progress is in line with the approved scope. The quarterly status reports will also be submitted to the Club AG within 15 days of the quarter end. The AG will verify the report by appending his/her signature and submit the same to the District Stewardship Chair.
- 7.5 The Club Governance & Ethics Director will each quarter scrutinize the Club projects files and ensure full compliance with this policy.
- 7.6 The District Stewardship Chair may require an audit to be carried out of any Club service project at any time by the District Governance & Ethics Committee and submit a report on the same. A Club will be given appropriate notice of such audit.

Reporting on Misuse of Funds

- 7.7 The Club G&E Director and/or AG will report any potential and/or real misuse or mismanagement of District and/or TRF Grant Funds to the District 9212 Stewardship Chair. This report MUST be submitted in writing and signed by the Club G&E Director and/or AG. Any club member can submit such report in a similar manner.
- 7.8 If the District Stewardship Chair identifies any potential breach on use of Club project funds, he/she will report the matter to the District Rotary Foundation Chair and the District Governance & Ethics Chair with details of the breach and recommendations on course of action to be taken.
- 7.9 A Club found in breach of this policy and/or found having misused project funds may be suspended and/or barred from accessing District or Global grants.
- 7.10 A Club that does not meet the reporting requirements may also be barred from accessing District and Global grants and continued utilisation of existing grant funds may be frozen and handed over to the District Foundation Committee.
- 7.11 A Club can only qualify for a District or Global grant if all its District and Rotary International membership dues are up to date.
- 7.12 Further all Project Committee members must have taken or must take the District Grant Management Training or Recertification at the RI Learning Centre and attach the certificate(s) with the submission of any grant application.

7.13 A Club cannot qualify for a District or Global Grant if any previous District or Global Grant reports are pending.

7.14 If the membership of the Club is below the threshold prescribed by the District, then the Club cannot qualify a District or Global Grant until the threshold is reached.

8. CERTIFICATION

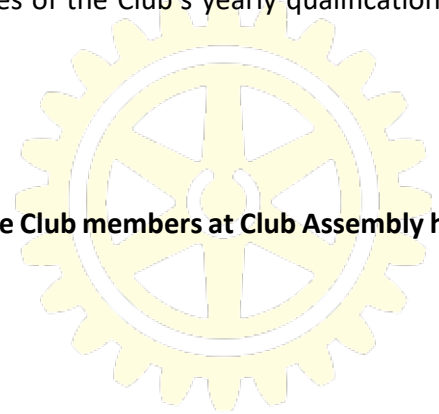
The Rotary Club of _____ hereby approves this Projects and Financial Management Plan for District and Global Grants for the Rotary Year of _____ subject to District 9212 Policies and Procedures.

The Club notes that the requirements in this Policy are in addition to the Memorandum of Understanding entered into between the Club and District 9212 for the purposes of the Club’s yearly qualification for eligibility for District and Global grants.

Duly approved by Club Board on _____ and approved by the Club members at Club Assembly held on _____

Signed

District 9212



Club President

Club President-elect

Club Treasurer

Club AG

SUGGESTED TEMPLATE REPORT FORMATS

The attached excel worksheet shows some sample formats (in different worksheets) for the reports to be submitted on a monthly and quarterly basis to the Club Board, Assembly and District. A suggested slide deck format is attached for the quarterly report to the Club assembly which may also be submitted to the District Stewardship Chair.

Sheet	Report	Frequency	Responsibility
1.	Monthly Report to the Club Board	Monthly	Service Project Director
2.	Monthly Project Receipts and Disbursements Report to the Club Board	Monthly	Service Project Director
2.	Monthly Bank Account Recons (for each account)		Club Treasurer
3.	Quarterly Report to Club Assembly	Quarterly	Service Projects Director and Treasurer with AG Sign off
4.	Quarterly Report by Club Treasurer	Quarterly	Club Treasurer
5	Quarterly G&E Director Report	Quarterly	G&E Director with AG sign off

It is recommended that Clubs implement these template reports both for consistency and ease of reporting. Further, the format of the excel spreadsheets is such that a Club can do a month on month build up making it easier to prepare the annual financial statements for the Club.

14.0 POLICY GUIDELINES ON PARTNERSHIPS BETWEEN ROTARY CLUBS (CLUB TO CLUB) AND WITH NON ROTARY ORGANISATIONS

Owing to the myriad of social and economic challenges within the nations where Rotary District D9212 is located, there is a big opportunity for Rotarians to Serve. D9212 therefore seeks to be the destination of choice for resources from other Rotary Clubs or non-Rotary entities who are willing to assist. D9212 Clubs are encouraged to seek support and cooperation from clubs within and outside the district. They are also further encouraged to seek out other organizations for the purposes of carrying out and enhancing their own capacity to serve their community. Partnerships are important routes for resource mobilization and will enable the clubs to solve the many problems within their localities.

The following broad guidelines are issued to ensure that the process of seeking partnerships is uniform, above board, transparent, ethical and that it is in line with RI's ideals. For the purpose of these guidelines, non-Rotary organization includes government agency, non-governmental agency, a public or private sector corporate entity, other service/charitable organizations with a similar purpose, a learning institution that provides resources, opportunity, expertise or knowledge that is brought to bear in support of the plans and activities of a Rotary Club in District D9212.

1) General

D9212 Clubs may seek support and cooperate with other Clubs and non-Rotary organizations in projects and activities provided that:

- a) The project or initiative is consistent with Rotary ideals and purposes
- b) The cooperative activity is appropriately approved by the Club and the District as explained in 4) below
- c) The cooperation involves direct participation and responsibility by a committee appointed by the Club President for the duration of the activity, with provision for annual review
- d) The autonomy of the Club(s), as an independent organization is preserved
- e) The Club does not become a member of the cooperating organization
- f) Appropriate recognition for Club is obtained, to the extent that it is warranted by the nature of the cooperation, in the interest of keeping the public informed about a Rotary Club's contribution and its service activities

- g) The Club does not accept an ongoing obligation to participate in the joint project, or financial obligation to the organization, but provides opportunities for Clubs, D9212 or other Rotary Entities to review and decide upon continuing participation or financial support of such projects or activities at board meetings, District Conferences, or at other appropriate fora.
- h) Such activity or cooperative agreement entered by a Club, does not in any way bind or commit D9212, Rotary International or The Rotary Foundation to the said activity or agreement.
 - i) Lists of Rotary Club members and their officers or committee members shall not be furnished to other organizations, except:
 - ii) for the purpose of implementing the joint project only or
 - iii) to meet legal requirements of government agencies or
 - iv) by the assent of the Club's Board provided that the Board may not furnish such lists in violation of any applicable laws.

2) Criteria for Evaluation

Reviews of partnership proposals should consider the following:

- a) Mission, scope, geographic presence, and status of potential partner, including compatibility with RI's Policies
- b) Reputation of the potential partner in the Rotarian community and community at large
- c) Success and financial health of the potential partner
- d) Willingness of potential partner to make financial and operational disclosures
- e) The potential of relationship to enhance RI's and D9212's public image and recognition
- f) The effect of the relationship on Club or District projects
- g) The effect of the relationship on RI/TRF programs
- h) Level of participation offered by the potential strategic partner to the D9212 Club and the timing for the disbursement.
- i) Disclosure of potential conflicts of interest
- j) Please note that items a) to d) will not be applicable in the case where the potential partner is another Rotary Club.

3) Outcome of Evaluation

After processing the evaluation as in 2) above, District 9212 will not support entering partnerships with other organizations that:

- a) Conflict with Rotary’s values
- b) Support the use of addictive or harmful products and activities
- c) Promote bipartisan political or religious viewpoint through the partnership’s activities
- d) Discriminate based on race, ethnicity, age, gender, language, religion, political opinion, national or other status through the partnership’s activities and results.

The Non-Rotary Organization will be informed the decision of the Club and D9212 without giving any justification.

4) Process for Formalizing Partnerships

Step 1: Identify needs within each Rotary Area of Focus.

Step 2: Build pool of potential strategic partners within each Rotary Area of Focus.

Step 3: Perform initial due diligence and research on organizations appearing to provide a good fit for Rotary.

Step 4: For “Pass” organizations, initiate contact, if communication not already initiated by the other organization or Rotarians.

Step 5: Conduct in-depth due diligence and analysis of organization and potential for partnership

Step 6: Present the results of the site visit to Club’s Board for review.

Step 7: Secure Rotary Club’s Board approval of organization and strategic partnership concept

Step 8: Secure approvals depending on the value of the partnership.

Value Of Partnership	Level Of Approval
<USD 10,000	RC BOARD
USD 10,000 TO USD 30,000	RC BOARD/AG
>USD 30,000	RC BOARD/DG

The expected Bank details including the signatories shall be declared as part of the documents being submitted for approval.

Step 9: Prepare draft memorandum of understanding and finalize negotiations with partner.

Step 10: Communicate and promote relationship.

Step 11: Report and record partnerships, whether a club – club or with a non-Rotary organization, to the District International Service Chair.

5) Project Implementation, Review and Closure

Once the partnership is approved, the project should be implemented in a manner that ensures that the goodwill that existed at the beginning of the partnership is not only maintained but allowed to blossom. This will only be achieved if the implementation is managed professionally and in a transparent manner. A mutually satisfactory and happy closure to a project that has been implemented through a partnership will yield goodwill for the Club, D9212 and RI. For this to be achieved, there must be regular review of the project implementation against the plan. Factors to be reviewed will include:

- Scope including Bill of Quantities
- Proper and transparent procurement process in line with D9212 Financial Management of Grants Policy
- Cost
- Adherence to Schedule
- Disbursement of Contribution
- Payment of Contractors/Vendors/Suppliers as the case maybe.
- Proper documentation of all aspects of project/activity

A review of the project by Peers i.e. Rotarians, is highly recommended. In large and complex projects, the DG may request, and the Club will oblige, that a formal audit be carried out.

The monitoring and review reports shall be circulated to the Club President and the Board, DG, and the Project Partner(s). A final review is also important and can be used to determine either a renewal or a termination of the Partnership.

6) Risk Management and Insurance

In line with RI Policy, for projects that entail construction risk and public liability, the Club together with the partners shall maintain an insurance cover against construction risks and other losses appropriate for the project, duration, and location.

7) Qualification of Club for Partnerships

- a) No partnership may be entered into by the Club without the prior written consent of the District 9212 office.
- b) All clubs are required to report and record partnerships, whether the partnerships are club – club or with non-Rotary organizations, to the District International Service Chair.
- b) Clubs wishing to enter into such partnerships must observe the following:
 - i) All partners must mutually agree on the terms of the project partnership.
 - ii) Each partner must contribute to the project in terms of time, expertise, and resources.
 - iii) Partners must agree to clearly defined roles and responsibilities.
 - iv) Both parties must agree on a timeline for project completion.
 - v) Each partner must agree to a budget for the project.
 - vi) Partners must agree to abide by all applicable laws and regulations.
 - vii) Partners must develop a plan for resolving disputes.
 - viii) Partners must agree to regular communication and updates regarding the project.
 - ix) Partners must agree to a method for evaluating the success of the project.
 - x) All partners must agree to the termination of the project partnership, if necessary.
- c) Each Club that wishes to enter into a club to club arrangement or a partnership with a non-rotary organization will be required to:
 - i) Have audited accounts for the previous Rotary year;
 - ii) Enter into a Memorandum of Understanding with the partner club or organization setting out the respective parties' obligations and duties;
 - iii) Prior to entering into any partnership agreement, the Club shall submit a copy of its audited accounts as well as the Memorandum of Understanding to the District Office for approval.
 - iv) Once the District Office has approved the project and partnership, the Club will enter into an agreement between two or more entities that formalizes the terms of their relationship and outlines the duties and responsibilities of each party.
 - v) Any partnership agreement shall follow the Rotary International Constitution, Bylaws and policies as well as any applicable laws.
- d) After the approval of the project, the Club shall keep accurate records of all its financial transactions and shall arrange for an audit of such records at the end of each Rotary year;
- e) The District Office shall have the right to audit any Club's financial records at any time.

- f) Any Club that fails to comply with the requirements of this policy shall be subject to action by the District Office in accordance with the District Policies and Rotary International Constitution and Bylaws.

