

RULES

AND

STATEMENT OF PURPOSES

OF

ROTARY INTERNATIONAL DISTRICT 9800 INCORPORATED



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ROTARY INTERNATIONAL DISTRICT 9800 INCORPORATED

RULES AND STATEMENT OF PURPOSES

1. Name

The name of this incorporated association is **Rotary International District 9800 Incorporated.**

2. Definitions

As used in these Rules, unless the context otherwise clearly requires, the following words have the following meanings respectively.

Act:	the <i>Associations Incorporation Reform Act 2012</i> of the State;
associate member:	the meaning given in sub-rule 8.2;
Board:	the Board of Directors;
business day:	every day except Saturday, Sunday or a gazetted public holiday in the District;
Bylaws:	the Bylaws provided under Rule 42;
constitutional documents:	RI Constitution and Bylaws and Rotary Code of Policies each as amended from time to time;
delegate:	a representative of an ordinary member;
Director:	a member of the Board;
District:	Rotary International District 9800 Incorporated;
district area:	the geographical area known as 'Rotary International District 9800 as altered or amended by RI from time to time;
district conference:	an ordinary meeting of the District held in accordance with the Rules;
District Governor:	the officer of RI in respect of this District known by that title;

District Governor Elect:	the elected successor to the District Governor;
District Governor Nominee:	the nominated successor to the District Governor Elect;
Officebearer:	the District Governor, the District Governor Elect, the District Governor Nominee, and those Officebearers appointed as such pursuant to Rule 28;
locality:	the area from within which a Rotary Club is entitled to draw its membership;
member:	the meaning given in sub-rule 8.1;
RI:	Rotary International;
Regulations:	the Regulations made under the Act;
Rules:	these Rules as lawfully amended from time to time;
secretary:	the person holding that office under these Rules ;
State:	the State or Territory in which the District is registered; and
year:	the twelve-month period commencing 1 July.

3. Interpretation

In these Rules unless the context otherwise clearly requires:

- 3.1 references to the singular include the plural and vice versa and references to any gender include each other gender;
- 3.2 the word “person” includes a corporation, body corporate, or unincorporated association;
- 3.3 marginal and other headings are included for guidance and do not form part of these Rules;
- 3.4 the word “writing” includes typewriting, printing, photography, lithography and other modes of representing or reproducing words in a visible format and “written” has a correspondence meaning;
- 3.5 other grammatical forms of defined words and expressions have corresponding meanings;
- 3.6 a reference to a rule, sub rule, paragraph, sub paragraph or schedule means a reference to a rule, sub rule, paragraph sub paragraph or schedule of these Rules;
- 3.7 references to legislation must be read as if the words “or any statutory modification or re-enactment thereof of substitution therefore” were added to the reference;

3.8 monetary references are stated in Australian currency unless otherwise provided; and

3.9 the word “including” and similar expressions are not words of limitation;

4. **Purposes of the District**

The Purposes for which the District is established are to assist, support and advise the District Governor, as and to the extent that he or she shall in each case request it, in the performance of his or her duties and responsibilities and without limiting that generality:

4.1 to represent RI to every Rotary Club in the district area, its members and the public;

4.2 to assist members in advancing and promoting the Object of Rotary;

4.3 to assist members in providing service particularly within the Five Avenues of Service;

4.4 to promote continuity of leadership within the District;

4.5 to promote interest and participation in Rotary activities; and

4.6 to do all things which in the opinion of the District Governor are incidental or conducive to the attainment of any one or more of the foregoing objects.

5. **Statement of Purposes**

The Purposes for which the District is established as specified in Rule 4 constitute the Statement of Purposes of the District as required pursuant to the Act.

6. **Status of District**

6.1 The District is a not for profit organisation and its property and income must be applied solely towards the promotion of the Purposes of the District and no part of that property or income may be paid or otherwise distributed directly or indirectly to a member except:

6.1.1 in reimbursement for expenses properly incurred by the member; or

6.1.2 for goods or services provided by the member –

if this is done in good faith on terms no more favourable to the member than if the member was not a member.

6.2 If upon the winding up or cancellation of the District, there remains after payment of all its debts and liabilities any property whatsoever, such property must be given or transferred to a recipient or recipients whose rules prohibit distribution of its income and/or property amongst its members being:

6.2.1 such incorporated or unincorporated district or districts as may be established to carry out the functions of this District but if no such district is in being at or about the time of such winding up or cancellation (including shortly thereafter); then

6.2.2 such other institution or institutions having objects similar to the objects of the District as is determined by the ordinary members in consultation with the District Governor at or before the time of winding up or cancellation, and in default of agreement, by application to the Supreme Court of the State for determination.

6.3 If at any time any provision of these Rules fails to conform with the constitutional documents the ordinary members must immediately proceed to amend these Rules until such conformity is restored and pending that restoration, the constitutional documents shall subject to the provisions of the Act be deemed to prevail over the provisions of these Rules in respect of every area where such conformity does not exist.

7. **Alteration of Rules**

An alteration of these Rules shall be made only if:

7.1 in the written opinion of the District Governor, acting on the advice of a Committee appointed for the purpose of considering the matter and providing such advice, it is not in conflict with the constitutional documents; and

7.2 the alteration to these Rules is by way of a special resolution at a general meeting of the District.

8. **Membership**

8.1 Membership of the District is restricted to Rotary Clubs whether incorporated or unincorporated in good standing with RI whose localities fall within the district area.

8.2 Associate membership of the District is restricted to members in good standing of Rotary Clubs which are members.

8.3 Every Rotary Club which was a member of Rotary International District 9800 at the time of the incorporation of the District or which is subsequently chartered by RI within the district area is entitled to membership upon delivery of a written application to that effect to the secretary.

8.4 Every member in good standing of a Rotary Club which is a member of the District is entitled to associate membership upon delivery to the secretary by that Rotary Club of written notification of his or her membership as aforesaid.

8.5 Membership of the District is unlimited.

8.6 No entrance fee is payable by members.

9. **Register of Members**

The secretary must keep and maintain a Register of Members, in separate sections for members and associate members, in which must be entered the full name, address (including facsimile and electronic addresses) and date of entry of each member and associate member, details of membership and the date of cessation (if any) of such membership and such other details as the Board may from time to time require. The Register must be available for inspection by members free of charge as provided in

Rule 38 including the right of a member to make a copy of or take an extract from the Register but without having any right to remove the Register for that purpose.

10. **Cessation of Membership**

10.1 A member ceases membership upon being wound up, or upon the handing in, recall, suspension or termination of its charter in accordance with the constitutional documents or upon its becoming a member of another district of RI or otherwise removed by RI from the District.

10.2 An associate member ceases associate membership upon ceasing to be a Rotarian or ceasing to be a member of a Rotary Club that is an ordinary member or upon the Rotary Club of which he or she is a member ceasing to be a member of the District.

11. **Finance**

11.1 The Treasurer must deposit all funds received by or on behalf of the District in a financial institution selected by the Board.

11.2 All bills must be paid by the Treasurer or other authorised officer only when approved by two other officers or directors. If required by the Act all cheques must be signed and counter-signed and the signatories must be members of a class of signatories that the Act prescribes.

11.3 A thorough review of all financial transactions by the District Auditor must be made at least once each year.

11.4 Officers having charge or control of District funds if required by the Board must give a bond for the safe custody of the funds of the District, the cost of the bond to be borne by the District.

11.5 The sources of funds for the District are the membership fees prescribed in Rule 13 and other receipts from members. The District may hold charitable or benevolent funds on behalf of ordinary members in a separate account or accounts.

12. **Compliance with Rules**

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

13. **Membership Fees**

13.1 The District Governor Elect must on or before the Presidents Elect Training Seminar present the draft budget and estimate of membership fees for the forthcoming year to the members.

13.2 At a General Meeting held in conjunction with or prior to the District Assembly the members must adopt a budget and fix membership fees for the forthcoming year.

14. **Powers of the District**

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

-
- 14.1 acquire, hold, deal with and dispose of, any real or personal property; and
 - 14.2 administer any property on trust; and
 - 14.3 open and operate Authorised Deposit-taking Institute accounts; and
 - 14.4 invest its monies in any security in which trust money may, by Act of Parliament of the State, be invested; and
 - 14.5 borrow money upon such terms and conditions as the District thinks fit; and
 - 14.6 give such security for the discharge of liabilities incurred by the District as the District thinks fit; and
 - 14.7 appoint agents to transact any business of the District on its behalf; and
 - 14.8 enter into any other contract the District considers necessary or desirable.
15. **Annual General Meeting**
- 15.1 The District Governor will determine the date, time and place of the annual general meeting provided the same occurs within the time specified under the Act.
 - 15.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
 - 15.3 The ordinary business of the annual general meeting is:
 - 15.3.1 to confirm the minutes of the previous annual general meeting and of every general meeting held since that meeting; and
 - 15.3.2 to receive from the Board reports upon the transactions of the District during the last preceding financial year; and
 - 15.3.3 to confirm the appointment of the Officebearers (other than those excluded under paragraph 26.3.2) and the ordinary directors of the Board; and
 - 15.3.4 to receive the District Governor's report on the status of the District incorporation comprising the activities of the District during the previous year and on any other matter that the District Governor considers relevant; and
 - 15.3.5 to receive and consider every report submitted in accordance with the requirements of the Act; and
 - 15.3.6 to receive the District Auditor's report on the financial affairs of the District for the last preceding year; and to present that report to the meeting for adoption.
 - 15.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

16. Special General Meetings

- 16.1 In addition to the annual general meeting any other general meetings may be held in the same year.
- 16.2 All general meetings other than the annual general meetings are special general meetings.
- 16.3 The Board may, whenever it thinks fit, convene a special general meeting of the District.
- 16.4 If, but for this sub-rule more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- 16.5 The Board must, on the request in writing of members representing not less than ten percent (10%) of the total number of members, convene a special general meeting of the District.
- 16.6 The request for a special general meeting must:
- 16.6.1 state the objects of the meeting; and
 - 16.6.2 be signed by two officebearers of each of the members requesting the meeting; and
 - 16.6.3 be sent to the address of the secretary.
- 16.7 If the Board does not call a special general meeting to be held within one (1) month after the date on which the request is sent to the address of the secretary, the members making the request, or any of them, may convene a special general meeting to be held not less than three (3) months after that date.
- 16.8 If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner as far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the District to the persons incurring the expense.

17. Special Business

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

18. Notice of General Meetings

- 18.1 The secretary at least 14 days or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the District, must cause to be sent to each member of the District a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 18.2 Notice may be given to a member by any means provided in Rule 41.
- 18.3 No business other than that set out in the notice convening the meeting may be conducted at

the meeting.

- 18.4 A member intending to bring any business before a meeting may notify the secretary in writing or by facsimile transmission or electronic transmission, of that business and the secretary must thereupon include that business in the notice calling the next general meeting.

19. **Quorum at General Meeting**

- 19.1 No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 19.2 Not less than ten percent (10%) of the members (being members entitled under these Rules to vote) constitute a quorum for the conduct of the business of a general meeting.
- 19.3 If within 30 minutes after the appointed time for the commencement of a general meeting, a quorum is not present:
- 19.3.1 in the case of a meeting convened upon the request of members – the meeting must be dissolved; and
- 19.3.2 in any other case the meeting must stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place; and
- 19.3.3 if at the adjourned meeting the quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the members present (provided they number not less than 3 members) shall be a quorum.

20. **Presiding at General Meetings**

At each general meeting of the District:

- 20.1 the District Governor; or in his or her absence
- 20.2 the District Vice Governor; or in his or her absence
- 20.3 the District Governor Elect; or in his or her absence
- 20.4 such other officer as the District Governor nominates; or
- 20.5 failing such appointment such member as the meeting appoints

is to preside as Chairperson.

21. **Adjournment of Meetings**

- 21.1 The Chairperson may with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place.

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- 21.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 21.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 41.
- 21.4 Except as provided in sub rule 21.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

22. **Voting at General Meeting**

At a General Meeting:

- 22.1 all members other than those whose membership fees are due and unpaid may vote;
- 22.2 an associate member has the right to attend but neither to be heard nor to vote;
- 22.3 a member must be represented by a delegate (with the right to be heard on any issue) being:
- 22.3.1 the member's president; or
- 22.3.2 a delegate being an associate member who is appointed in writing in the form provided in Schedule 1 which is delivered to the secretary not later than the time appointed for the commencement of the meeting;
- 22.4 in lieu of personal representation a member may deliver a written submission on any issue provided the same is delivered to the secretary not later than 48 hours before the time appointed for the commencement of the meeting at which it is to be presented or if later then to provide sufficient copies for all ordinary members and in either case the secretary shall cause it to be circulated amongst the members at or before the meeting;
- 22.5 on any question an ordinary member has one vote only; and
- 22.6 in the case of an equality of voting the Chairperson must exercise a casting vote.

23. **Poll at General Meetings**

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

24. **Manner of Determining Whether Resolution Carried**

If a question arising at a general meeting of the District is determined on a show of hands:

24.1 a declaration by the Chairperson that a resolution has been:

24.1.1 carried; or

24.1.2 carried unanimously; or

24.1.3 carried by a particular majority; or

24.1.4 lost; and

24.2 an entry to that effect is entered in the minute book,

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

25. **Proxies**

Members are not entitled to vote by proxy at General Meetings.

26. **Board of Directors**

26.1 The District Governor is the highest officer of the District and ex officio Chairperson of the Board.

26.2 The affairs of the District must be managed by the District Governor and the Board.

26.3 The Board to the extent provided in Rule 4 and the District Governor:

26.3.1 will control and manage the business and affairs of the District; and

26.3.2 will have general control over all Office bearers (other than the District Governor, the District Governor Elect the District Governor Nominee and the District Vice Governor) and Committees and, for good cause, may declare any office over which it has such general control, vacant;

26.3.3 subject to these Rules, the Act and the Regulations, may exercise all such powers and functions as may be exercised by the District other than those powers and functions that are required by these Rules to be exercised by general meetings of members; and

26.3.4 subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the District Governor to be essential for the proper management of the business and affairs of the District,

26.4 Subject to the provisions of the Act, the Board will consist of:

26.4.1 the District Governor;

26.4.2 the immediate Past District Governor if willing to act;

26.4.3 the District Governor Elect;

26.4.4 the District Vice Governor;

26.4.5 the District Governor Nominee (from the date of his or her nomination); and

26.4.6 the Officebearers; and

26.4.7 such other person or persons as the District Governor shall appoint.

26.5 A vacancy in the Board or any office shall be filled by an associate member appointed by the District Governor.

27. **Committees**

27.1 The District Governor in consultation with the Board may constitute a Committee for the purpose of carrying out any specific activity on behalf of the District which is delegated to it and which the District Governor considers is warranted and may appoint one or more associate members to be the members of that Committee.

27.2 The District Governor is ex officio a member of every Committee.

27.3 Each Committee will transact only the business delegated to it at the time of its constitution or subsequently by the District Governor or the Board.

27.4 A Committee must not take action without firstly presenting a report to the Board for its approval and receiving the Board's written approval to that report.

27.5 The Chairperson of a Committee may be appointed by the District Governor at the time of its constitution or if not so appointed must be elected by the membership of the Committee from amongst their number. The Chairperson is responsible for the holding of regular meetings by the Committee and the activities of the Committee and must supervise and coordinate the work of the Committee and supply copies of its minutes and report to the Board on the work and activities of the Committee.

27.6 In appointing a Committee the District Governor must specify whether that Committee is a standing committee and if it is not a standing committee the date upon which it will terminate.

27.7 The date of termination of a non-standing committee may be extended by the Board.

27.8 The District Governor may add additional associate members as members of a Committee.

27.9 The District Governor may amend, diminish or terminate the activities of any Committee at any time.

27.10 Every Committee is a Committee of the District and will not without the written approval of the District Governor and the Board seek separate incorporation.

27.11 Membership of a Committee terminates at the conclusion of the year in respect of which the associate member was appointed to that Committee but that associate member may be re-appointed. All vacancies occurring at the conclusion of a year will be filled by the incoming

District Governor. Casual vacancies may be filled by the then District Governor as and when they occur.

28. **Officebearers and Ordinary Directors**

28.1 There shall be the following Officebearers:

28.1.1 a secretary;

28.1.2 a treasurer;

28.2 Officebearers while they retain office are members of the Board;

28.3 Officebearers will be appointed to office by the District Governor;

28.4 Officebearers will carry out the following functions:

28.4.1 secretary – it will be the duty of the secretary to keep membership records, record attendance at meetings; send out notices of District, Board and Committee meetings; record and preserve the minutes of such meetings; report as required to RI, report changes in membership; and perform other duties as usually pertain to the office of secretary. The secretary must give the registration notice of his or her appointment within 14 days after the appointment as required by the Act; and

28.4.2 treasurer – it shall be the duty of the treasurer to have custody of all funds, accounting for them to the District annually and at any other time upon demand by the Board, and to perform other duties as pertain to the office of treasurer. The treasurer must ensure the financial records of the District are kept in accordance with the Act and co-ordinate the preparation of the financial statements of the District and their certification by the Board prior to the Annual General Meeting. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the District Governor all funds, books of account and other club property in the treasurer's possession;

28.5 The ordinary Directors of the Board will be appointed by the District Governor.

28.6 Ordinary Directors will hold office until the end of the year for which they are appointed.

28.7 The office of an Office bearer becomes vacant if the Office bearer:

28.7.1 ceases to be an associate member; or

28.7.2 becomes an insolvent under administration within the meaning of the Corporations Act; or

28.7.3 resigns from office by notice in writing given to the secretary; or

28.7.4 is removed from office by the District Governor; or

28.7.5 the office is terminated by the District Governor.

- 28.8 An Ordinary Director's directorship ceases if the Ordinary Director
- 28.8.1 ceases to be an associate member; or
 - 28.8.2 becomes an insolvent under administration within the meaning of the Corporations Act; or
 - 28.8.3 resigns from office by notice in writing given to the secretary; or
 - 28.8.4 is removed from office by the District Governor.
- 28.9 The Board may appoint an associate member to fill any office or position on the Board that falls vacant as follows:
- 28.9.1 if the position of secretary becomes vacant the Board must appoint a member to the position within 14 days after the vacancy arises;
 - 28.9.2 the appointment continues only until the next Annual General Meeting; and
 - 28.9.3 the Board may continue to act despite any vacancy in its membership.

29. **Meetings of Board**

- 29.1 The Board must meet at least 4 times in each year at such place, date and time as the District Governor determines.
- 29.2 Special meetings of the Board may be convened by the District Governor or by any 4 members of the Board.
- 29.3 A member of the Board who has a material personal interest in a matter being considered at a board meeting must disclose the nature and extent of that interest to the Board.
- 29.4 A member of the Board:
- 29.4.1 must not be present while the matter is being considered at the board meeting; and
 - 29.4.2 must not vote on the matter.

Note:

Under Section 81(3) of the Act, if there are insufficient board members to form a quorum because a board member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- 29.5 The foregoing sub-rules do not apply to a material personal interest:
- 29.5.1 that exists only because the board member belongs to a class of persons for whose benefit the district is established; or
 - 29.5.2 that the board member has in common with all, or a substantial proportion of, the associate members of the district.

29.6 A member of the Board not physically present at a board meeting may be permitted to participate in the board meeting by the use of technology that allows that member of the board and the members of the board present at the meeting to clearly and simultaneously communicate with each other.

29.7 For the purposes of this and the immediately preceding sub rule, a member of the Board participating in a board meeting as permitted under sub rule 29.3 is taken to be present at the board meeting and, if the member of the board votes at that board meeting, is taken to have voted in person.

30. Notice of Board Meetings

30.1 Written notice of each board meeting must be given to each member of the Board at least 4 business days before the date of the meeting.

30.2 Written notice must be given to Board members of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such meeting.

30.3 Notice required pursuant to this rule may be given to a Board member by any means provided in Rule 41.

31. Quorum for Board Meetings

31.1 At least 50 percent of the members of the Board including the District Governor or any other person specified in Sub Rules 32.1 to 32.4 (both inclusive) constitute a quorum.

31.2 No business may be conducted unless a quorum is present.

31.3 If within 30 minutes of the time appointed for the meeting a quorum is not present or if there ceases to be a quorum present at the meeting -

31.3.1 in the case of a special meeting – the meeting lapses; and

31.3.2 in any other case – the meeting stands adjourned to the same place and the same time and day in the following week.

31.4 The Board may act notwithstanding any vacancy in its number.

32. Presiding at Meetings of the Board

At each Board meeting:

32.1 the District Governor; or in his or her absence;

32.2 the District Vice Governor; or in his or her absence;

32.3 the District Governor Elect; or in his or her absence;



- 32.4 an officer nominated by the District Governor; or
- 32.5 failing such nomination a person nominated by the meeting

is to preside as Chairperson.

33. **Voting at Board Meetings**

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

34. **Minutes of Meetings**

- 34.1 The Board and every committee must ensure that minutes are taken and kept of each of its meetings.
- 34.2 The minutes must record the following:
 - 34.2.1 the names of the associate members in attendance at the meeting;
 - 34.2.2 the business considered at the meeting;
 - 34.2.3 every resolution on which a vote is taken and the result of that vote; and
 - 34.2.4 any material personal interest disclosed under sub-rule 29.3.
- 34.3 The secretary or the assistant secretary or the secretary's nominee must record the minutes of the meetings referred to in sub-rule 34.1.

35. **Disputes and Mediation (Grievance Procedures)**

- 35.1 The grievance procedure contained in this Rule applies to disputes under these Rules between members or between a member and the District (including any Officebearer of the District).
- 35.2 In the event of a dispute arising either party may refer that dispute to the Board.
- 35.3 The Board must require the parties to the dispute to meet and, if possible, to resolve the dispute within 14 days after the dispute has been referred to the Board.
- 35.4 If the parties are unable to resolve the dispute at a meeting between them held within that time or if either party fails to attend that meeting (having been notified of it) then the Board must refer the matter to mediation and arrange the appointment of a mediator.
- 35.5 The mediator must be:

35.5.1 a qualified mediator chosen by agreement between the parties to the dispute; or

35.5.2 in the absence of agreement appointed by the Board.

35.6 No person who is a member of either party to the dispute can be appointed as the mediator.

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

36. **Disciplinary Proceedings**

36.1 Disciplinary proceedings in respect of a member must be taken as prescribed in the constitutional documents and in accordance with the requirements of the Act.

36.2 If the Board for cause is of the opinion that disciplinary proceedings should be taken in respect of an associate member it must refer the matter to the Rotary Club of which that associate member is a member and request that Rotary Club to take such disciplinary proceedings in respect of the associate member as are, in all the circumstances warranted.

37. **Custody and Inspection of Books and Records**

Except as otherwise provided in these Rules the secretary will keep in the secretary's custody or under the secretary's control all books documents and securities of the District.

Any member is entitled to inspect the records of the District free of charge upon giving not less than fourteen (14) days' prior written application to that effect to the secretary. Upon receipt of that application the secretary must produce the records for inspection by that member within that period.

38. **Accounts**

38.1 Proper books of accounts must be kept and maintained either in written, printed or electronic form and in the English language showing accurately the financial affairs of the District and the particulars usually shown in books of account of a like nature.

38.2 As soon as practicable after the end of each year the treasurer will cause to be prepared a statement containing the particulars of:

38.2.1 the income and expenditure for the immediately preceding year; and

38.2.2 the assets and liabilities and all mortgages, charges and securities affecting the property of the District at the close of the immediately preceding year.

38.3 The statement prepared under sub-rule 38.2 must be presented in time to allow the District Auditor to comply with the audit requirements for the annual general meeting.

39. **Funds**

39.1 The treasurer must:

39.1.1 collect and receive all money due to the District and make all payments authorised by

these Rules on behalf of the District; and

39.1.2 keep correct accounts and books showing the financial affairs of the District with full details of receipts and expenditure connected with the activities of the District.

40. **Seal**

40.1 The common seal of the District must be kept in the custody of the secretary.

40.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures of two members of the Board.

41. **Notice to Members**

Any notice by the District to a member may be given by:

41.1 delivering the notice personally to the president, secretary or delegate of the member or in the case of an associate member to that associate member; or

41.2 sending it by prepaid post addressed to the member at the member's address shown in the Register of Members; or

41.3 sending it by facsimile transmission to such facsimile address as the member has provided as is shown in the Register of Members; or

41.4 sending it by electronic transmission to such electronic address as the member has provided and is shown in the Register of Members; and

41.5 if sent by pre-paid post the notice is deemed to have been served on the third business day following the date of its posting;

41.6 if served by facsimile or electronic transmission is deemed to have been served on the same day as is shown on the transmission report confirming connection to the appropriate facsimile or electronic transmission number or address as the case may be; and

41.7 it is the responsibility of a member to ensure that the member's address, facsimile transmission number and electronic transmission address are updated, whenever a change occurs, by delivering an appropriate notice to that effect to the secretary. Any such update upon its receipt by the secretary, stands in substitution for the information it replaces upon receipt of such notice by the secretary.

42. **Bylaws**

42.1 The Board may make, amend or repeal Bylaws not inconsistent with these Rules for the management of the District.

42.2 A Bylaw is subject to ratification by the members at a General Meeting and if not ratified before the conclusion of the year in which it was made amended or repealed is deemed to have been

set aside at the conclusion of that year.

43. **Winding Up**

43.1 The District must immediately proceed with voluntary winding up pursuant to sub-Rule 6.2 and immediately cease operations:

43.1.1 if at the district conference not less than three quarters of the members by special resolution so resolve; or

43.1.2 if directed in writing so to do by the Board of RI.

43.2 The liability of a member to contribute towards the payment of the debts and liabilities of the District or the costs, charges and expenses of the winding up of the District is limited to the amount (if any) unpaid by the member in respect of membership of the District.

43.3 The District Governor must notify the Board of RI promptly of any resolution of the ordinary members made by the ordinary members pursuant to sub-Rule 43.1.1 and supply it with a final report upon completion of the winding up.

44. **Postal Ballots**

44.1 A postal ballot of the members may be required by the District Governor, the Board or the ordinary members at a general meeting.

44.2 A postal ballot must include a closing date for the receipt of ballots being at least 28 days after the notice of ballots is posted.

44.3 If there is a postal ballot, the decision is made as follows:

44.3.1 matters requiring an ordinary resolution must be passed by a majority of the votes returned by the closing date but the number of votes returned must be not less than the number needed for a quorum in accordance with sub-rule 19.2;

44.3.2 a special resolution to voluntarily wind up the District must be passed by the votes, returned by the closing date, of a majority of not less than three quarters of the members ; and

44.3.3 any other special resolution must be passed by a majority of not less than three quarters of the votes returned by the closing date but the number of votes returned must be not less than the number needed for a quorum in accordance with sub-rule 19.2.

44.4 A member may vote by completing the ballot paper which must be signed by the president or by two office bearers of the member.

44.5 No postal ballot may be conducted to determine a special resolution for the voluntary winding up of the District unless approved in accordance with the Act if such approval is required by the Act.



Schedule 1

Form of Appointment of Delegates

- 1. Full name (of member).
- 2. of (address).
- 3. being a member of (name of incorporated Rotary International District).
- 4. appoints (name of delegate).
- 5. of (address of delegate).
- 6. being an associate member of that incorporated Rotary International District, as its delegate to vote for and on its behalf at the annual/special general meeting of that incorporated Rotary International District to be held on (date of meeting).
- 7. and at any adjournment of that meeting.
- 8. The delegate is authorised to vote in favour of/against * the following resolution (insert details of resolution).

The delegate is authorised to vote in favour of/against * the following resolution (insert details of resolution).

The delegate is authorised to vote in favour of/against * the following resolution (insert details of resolution).

The delegate is authorised to vote in favour of/against * the following resolution (insert details of resolution).

The delegate is authorised to vote in favour of/against * the following resolution (insert details of resolution).

Date 2013

Signed
President

.....
Print name in full

OR

Signed
Board member

.....
Print name in full

Signed
Board Member

.....
Print name in full

* delete if not applicable

