

CONSTITUTION

OF

ROTARY INTERNATIONAL DISTRICT 9700 INCORPORATED

2008

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Adopted November 2008 amended January 2009, November 2009, April 2010, April 2011

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ROTARY INTERNATIONAL DISTRICT 9700 INCORPORATED

CONSTITUTION

1. Name

The name of this incorporated association is **Rotary International District 9700 Incorporated**.

2. Definitions

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

Act:	the Associations Incorporation Act (2009) for NSW
Associate member:	the meaning given in sub-clause 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 Clause 42;
Constitution:	this Constitution as lawfully amended from time to time;
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, elector or voting elector;
Director:	a member of the Board;
District:	Rotary International District 9700 Incorporated;
Director-General	The Director-General of the NSW Office of Fair Trading
District area:	the geographical area known as 'Rotary International District 9700' as altered or amended by RI from time to time;
District conference	a meeting of District 9700 Incorporated other than a general meeting, held during the months of March or April;
District Governor:	the officer of RI known by that title;
District Governor Elect (DGE):	the elected successor to the District Governor;

District Governor Nominee (DGN):	the nominated successor to the District Governor Elect;
Locality:	the area from within which a Rotary Club is entitled to draw its membership;
Member:	an ordinary member
Office bearer:	the District Governor, the District Governor Elect, the District Governor Nominee, and those Office bearers appointed as such pursuant to Clause 28;
Ordinary member:	the meaning given in sub-clause 8.1;
Place of Meeting	One or more designated geographic places connected by some method, or multiple non-specific places where members are connected by one or more methods. All options adopted by the committee are authorized provided members have a reasonable opportunity to participate.
Postal Ballot	The terminology "Mail", "Mailing" and "Ballot-by-mail" will Include the utilization of (Ballot-by-mail) electronic mail (e-mail) and internet or other technology (RI Constitution-Article 15 p 181 MOB 2007)
Public Officer:	An associate member who occupies the position as Public Officer as required by the Act
RI:	Rotary International;
Regulations:	the Regulations made under the Act;
Secretary:	the person holding that office under this Constitution or if no such person exists, the public officer until a secretary is appointed under this Constitution;
Special Resolution	A Special Resolution is any resolution which is required by this Constitution to achieve a minimum of 75% majority of the eligible votes cast to be successful;
State:	the State of New South Wales in which the District is registered;
Year:	the financial year, being the period from incorporation to the following 30 th June then each twelve months commencing 1 July.

3. Interpretation

In this Constitution unless the context otherwise clearly requires:-

- 3.1 reference to the singular includes the plural and vice versa and references to any gender include each other gender;
- 3.2 the word "person" includes a corporation, body corporate, or unincorporated association;

-
- 3.3 marginal and other headings are included for guidance and do not form part of this Constitution;
 - 3.4 the word "writing" includes typewriting, printing, photography, lithography and other modes of representing or reproducing words in a visible format and "written" has a correspondence meaning;
 - 3.5 other grammatical forms of defined words and expressions have corresponding meanings;
 - 3.6 a reference to a clause, sub clause, paragraph, sub paragraph or schedule means a reference to a clause, sub clause, paragraph or schedule of this Constitution;
 - 3.7 references to legislation must be read as if the words "or any statutory modification or re-enactment thereof of substitution there for" were added to the reference;
 - 3.8 monetary references are stated in Australian currency unless otherwise provided; and
 - 3.9 the word "including" and similar expressions are not words of limitation;

4. Objects

The Objects for which the District is established are: to encourage and foster the ideal of service as a basis of worthy enterprise and in achieving this object, to assist, support and advise the District Governor, as and to the extent that he or she shall in each case request it, in the performance of his or her duties and responsibilities and without limiting that generality:-

- 4.1 to represent RI to every Rotary Club in the district area, its members and the public;
- 4.2 to assist ordinary 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. Reserved

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 objects of the District and no part of that property or income may be paid or otherwise distributed directly or indirectly to members except in good faith in promotion of those objects.
- 6.2 Subject to the direction of the Board of Directors of Rotary International 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 clauses prohibit distribution of its income and/or property amongst its members being

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- 6.2.1 such incorporated or unincorporated district as is 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 this Constitution fails to conform with the constitutional documents the ordinary members must immediately proceed to amend this Constitution 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 this Constitution in respect of every area where such conformity does not exist.

7. Alteration of Constitution

This Constitution may be altered, rescinded or added to only by a special resolution. Such alterations, rescissions or additions must not be inconsistent with the constitutional documents.

8. Membership

- 8.1 Ordinary 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 ordinary members.
- 8.3 Every Rotary Club which was a member of Rotary International District 9700 at the time of the incorporation of the District or which is subsequently chartered by RI within the district area is entitled to ordinary 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 an ordinary 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 clauses for ordinary 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, details of membership and the date of and reason for cessation (if any) of such membership and such other details as the Board may from time to time require. The Register must be available for inspection by members as provided in Clause 37 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 An ordinary member ceases membership upon being wound up, or upon the handing in, recall, suspension or termination of its charter in accordance with the constitutional documents or upon its becoming a member of another district of RI or otherwise removed by RI from the District.

10.2 An associate member ceases membership upon ceasing to be a Rotarian in good standing 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 an ordinary member of the District.

11. Finance

11.1 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.

11.2 All funds received on behalf of District must be receipted and held in a bank account in the name of the district.

11.3 All payments shall be made by cheque signed by two persons authorized by the Board.

11.4 Financial records of the District shall be audited when directed by the board but always annually following the completion of the financial year. The audit report is to be available for the annual general meeting.

11.5 Authorised persons having charge 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 being borne by the District.

11.6 The sources of funds for the District are the membership fees prescribed in Clause 13 and other receipts including those from members, individuals, organizations, District Committees and RI. The District may hold charitable or benevolent funds on behalf of ordinary members in a separate account or accounts.

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

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

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

11.7.3 the statement prepared under clause 11.7 must be presented in time to allow the District Auditor(s) to comply with the audit requirements for the annual general meeting.

11.8 The treasurer must-

11.8.1 Ensure all money due to the District and all payments authorized by this Constitution on behalf of the District are collected and paid correctly, and ensure that all accounts and books showing the financial affairs of the District with full details of receipts and expenditure connected with the activities of the District are maintained correctly, and where the District Governor authorizes persons to undertake these duties, the treasurer will provide oversight of such authorized persons.

12. Compliance with Constitution

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

13. Membership Fees

- 13.1 Not later than 30 March the District Governor Elect in consultation with the Board must prepare and deliver to the Board and to each ordinary member a budget and an estimate of membership fees for the forthcoming year.
- 13.2 Not later than 30 April the Board should prepare and deliver to the District Governor Elect and to each ordinary member a written comment on the District Governor Elect's budget and estimated membership fees.
- 13.3 The ordinary members at a general meeting held not later than 30 May must set the membership fees for the forthcoming year without resorting to deficit spending and having regard to such factors as they consider appropriate.
- 13.4 Membership fees for a year once fixed in accordance with the provisions of this Constitution must not be increased.
- 13.5 Associate members are not required to pay membership fees in respect of their individual membership.

14. Powers of the District

For the purposes of carrying out its objects the District may, subject to the Act and this Constitution:-

- 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 with the prior consent of 75% of the members and 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 effect and maintain insurance; and
- 14.9 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 or places of the annual general meeting provided the same occurs within the time specified under the Act. The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

15.2 The ordinary business of the annual general meeting is:-

15.2.1 to confirm the minutes of the previous annual general meeting and of every special general meeting held since that meeting; and

15.2.2 to receive from the Board reports upon the transactions of the District during the last preceding financial year; and

15.2.3 to confirm the appointment of the Officebearers (other than those excluded under paragraph 26.3.2) and the ordinary directors of the Board;

15.2.4 to receive the District Governor's report on the status of the District incorporation; and

15.2.5 to receive and consider every report submitted in accordance with the requirements of the Act; and

15.2.6 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.

15.2.7 to appoint auditors for the District for the following year.

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

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-clause more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.

16.5 The Board must, on the request in writing of members representing not less than a third (33%) of the total number of ordinary members, convene a special general meeting of the District.

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 the ordinary 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 ordinary members making the request, or any of them, may convene a special general meeting to be held not less than three (3) months after that date.

16.8 If a special general meeting is convened by members in accordance with this clause, 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 this Constitution as ordinary business of the annual general meeting is deemed to be special business.

18. Notice of General Meetings

18.1 Where business including general business, special business or special resolutions is proposed to be dealt with at a Special General Meeting or Annual General Meeting, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, give a notice to each ordinary member specifying the place or places, date and time of the meeting and the nature of the business proposed to be transacted at the meeting..

18.2 Notice may be given to a member by any means provided in Clause 41.

18.3 Except at the discretion of the District Governor, no business other than that set out in the notice convening the meeting may be conducted at the meeting;

18.4 An ordinary member intending to bring any business before a meeting may notify the secretary of that business in writing or by facsimile transmission or electronic transmission at least 31 days before the meeting 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 ordinary members entitled under this Constitution to vote is present at the time when the meeting is considering that item.

19.2 Not less than 60% of the ordinary members (being ordinary members entitled under this Constitution to vote) constitute a quorum for the conduct of the business of a general meeting.

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 or places) is specified by the Chairperson at the time of the adjournment or by written notice to ordinary members given before the day to which the meeting is adjourned) at the same place or places; 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 ordinary members personally present (provided they number not less than 50%) 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 Governor Elect; or in his or her absence

20.3 such other officer as the District Governor nominates or

20.4 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 ordinary members present at the meeting, adjourn the meeting from time to time and place or places to place or places.

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 Clause 41.

21.4 Except as provided in sub clause 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 ordinary members other than those whose membership fees are due and unpaid may be represented by as many electors as are authorised according to R.I. Bylaws (see "Conference Voting") except in relation to alterations to the Clauses where each member has one voting elector;

22.2 ordinary members must advise the District Secretary as to the associate members who are appointed as voting delegates in writing in the form provided in Schedule 1 which is to be delivered to the Secretary not later than the time appointed for the commencement of the meeting. When Schedule 1 is lodged by electronic means a facsimile or text signature is valid subject to suitable verification by the Secretary.

22.3. in lieu of personal representation a voting delegate may deliver or mail a written submission on any issue provided the same is delivered to the Secretary not later than the time appointed for the commencement of the meeting in which case the Secretary shall cause it to be circulated amongst or read to the members at the meeting;

22.4 on any question each voting elector has one vote only; and in the case of an equality of voting the Chairperson must exercise a casting vote.

22.5 A special resolution of the association is adopted:

22.5.1 if it is passed by a majority which comprises at least 75% of the ordinary members as, being entitled under this Constitution so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution, or

22.5.2 where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (22.5.1), if the resolution is passed in a manner specified by the Director-General.

22.5.3 Or where passed in accordance with the Clauses established for Postal Ballot.

23. Poll at General Meetings

23.1 If at a meeting a poll on any question is demanded by not less than five ordinary members, it must be taken at that meeting in such manner as the 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 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

Except as provided for in Clause 22 no member shall be entitled to appoint a proxy to attend or to vote at any general meeting

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

26.3 The District Governor, following consultation with the Board -

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

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

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

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

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

26.4.5 the Office bearers;

26.4.6 an associate member who is a Past District Governor and

26.4.7 up to five additional associate members appointed by the District Governor to the Board to support the objectives of the constitutional documents.

26.5 A vacancy in the Board or any office shall be filled by decision of 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 and the DGE and DGN are ex officio members 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 following consultation with the Board.

27.4 Where a committee is constituted by the District Governor it will be provided in writing with a document which establishes the status, role and financial and other obligations of the committee. The committee must not take any action outside this written mandate without the approval of the District Governor. The District Governor may request that the committee present a written 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 members 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 if requested and report to the District Governor 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 District Governor.

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 seek separate incorporation without the written approval of the District Governor and the Board.

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. Office bearers and Directors

28.1 There shall be the following Office bearers:-

28.1.1 a secretary;

28.1.2 a treasurer;

28.2 Office bearers while they retain office are members of the Board;

28.3 Office bearers will be appointed to office by the District Governor;

28.4 Office bearers 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;

28.4.2 treasurer – it shall be the duty of the treasurer to have responsibility for the management of all funds, accounting for it to the District annually and at any other time upon demand by the Board, and to perform other duties as pertain to the office of treasurer. 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 Directors of the Board will be appointed by the District Governor.

28.6 Directors shall hold office for a term of one year.

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 dies; or

28.7.6 becomes a mentally incapacitated person; or

28.7.7 if 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 undischarged bankrupt under the law of Australia, 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; or

28.8.5 dies; or

28.8.6 becomes a mentally incapacitated person; or

28.8.7 if the office is terminated by the District Governor.

29. Meetings of Board

29.1 The Board must meet at least 3 times in each year at such place or places, date and time as the District Governor determines.

29.2 Special meetings of the Board may be convened by the District Governor or by a majority of the members of the Board.

30. Notice of Board Meetings

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

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 clause may be given to a Board member by any means provided in Clause 41.

31. Quorum for Board Meetings

31.1 A majority of the members of the Board including the District Governor 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 or places 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

32.2 a Board member nominated by the District Governor; or

32.3 failing such nomination a Board member 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 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

The secretary or the assistant secretary or the secretary's nominee must keep minutes of the resolutions and proceedings of each general meeting and each board meeting and each committee meeting together with a record of the names of persons present at board or committee meetings or particulars of the quorum present at general meetings.

35. Disputes and Mediation (Grievance Procedures)

35.1 The grievance procedure contained in this Clause applies to disputes under this Constitution between members or between a member and the District and must be applied at all times subject to the requirements of natural justice.

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 at the request of either party to the dispute.

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 an ordinary member must be taken only as prescribed in the constitutional documents.

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 this Constitution 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.

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

A member of the association may obtain a copy of any of the documents referred to in this clause on payment of a fee of not more than one dollar (\$1.00) for each page copied.

38. Accounts *RESERVED*

39. Conflict of Interest and Confidentiality of Information

39.1 If a board member or office bearer has a direct or indirect interest in a matter being considered or about to be considered at a committee meeting and the interest appears to raise a conflict with the proper performance of the board members or office bearer duties in relation to the consideration of the matter the member or office bearer must as soon as possible after the relevant facts have come to the committee members knowledge, disclose the nature of the interest at a committee meeting.

39.2 A board member or office bearer who has disclosed an interest which appears to raise a conflict with the proper performance of the board members duties as referred to in 39.1 must not

- (a) Be present during any deliberation of the committee in respect of the matter for the purpose of making a determination or
- (b) take part in any decision of the committee with respect to the making of a determination of the matter.

39.3 A member of the board or office bearer shall not directly or indirectly use information obtained as a board member or office bearer with the intention of gaining an advantage for himself or herself or for any other person or causing detriment to the association.

40. Execution of Documents

40.1 The common seal of the District must be kept in the custody of the secretary unless the Board authorises termination of its use and destruction of the seal..

40.2 The common seal is not required to be affixed to any instrument. The Public Officer is an authorised signatory of the association. The board may appoint additional authorised signatories from among its members as are ordinarily resident in Australia, and may at any time revoke any such appointment.

41. Notice to Members

Any notice by the District to a member

41.1 may be given by delivering the notice personally in the case of an ordinary member to the president, secretary or delegate of that ordinary member or in the case of an associate member to that associate member; or

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

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

41.5 if sent by pre-paid post 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

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

42. Standing Resolutions

- 42.1 The Board may make Standing Resolutions or amend or repeal Standing Resolutions not consistent with this Constitution, for the management of the District.
- 42.2 A Standing Resolution is subject to ratification by the ordinary members at a General Meeting and if not ratified before the conclusion of the year in which it was made amended or repealed is deemed to have been set aside at the conclusion of that year.

43. Winding Up

- 43.1 The District must immediately proceed with voluntary winding up and immediately cease operations—
- 43.1.1 if at a General Meeting not less than 75% of the ordinary 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 made by the ordinary members pursuant to paragraph 43.1.1 and supply it with a final report upon completion of the winding up. Any resolution must be consistent with constitutional documents.

44. Postal Ballots

- 44.1 A postal ballot of the ordinary 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 20 business 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-clause 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 ordinary members ; and
 - 44.3.3 any other special resolution must be passed by a majority of not less than three quarters of the votes of the ordinary members returned by the closing date.
- 44.4 An ordinary member may vote by completing the ballot paper which must indicate the member's name and the approval of the president or by two office bearers of the ordinary member.

Schedule 1

Form of Appointment of Elector (voting delegate)

1. Full name (of ordinary member)

2. of (address)

3. being an ordinary member of (name of incorporated Rotary International District)

4. appoint (name of Elector)

5. of (address of Elector)

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.

Date _____ 200

Signed
President

.....
Print name in full

OR

Signed
Board member

.....
Print name in full

Signed
Board Member

.....
Print name in full