

ASSOCIATIONS INCORPORATION ACT 1981 (QLD)

**RULES OF
ROTARY INTERNATIONAL
DISTRICT 9630 Inc.**

As adopted at a

**SPECIAL GENERAL MEETING
OF THE ASSOCIATION**

Held on

SUNDAY 15th MARCH 2015

At

**EMPIRE THEATRE,
TOOWOOMBA, Qld 4350**

ASSOCIATIONS INCORPORATION ACT 1981 (QLD)
Rules of Rotary International District 9630 Inc.

INDEX

1.	Name	page 1
2.	Definitions and Interpretation.....	1
3.	Objects	4
4.	Alteration of the Rules	5
5.	Membership.....	5
6.	Membership Fees	6
7.	Funds Management.....	8
8.	Expenditure	11
9.	Register of Members.....	12
10.	Ceasing Membership.....	12
11.	Evidence of Membership, Appeals and Recording of Decisions.....	13
12.	Disputes and Mediation	13
13.	Annual General Meetings.....	14
14.	Special General Meetings	14
15.	Special business	15
16.	District Training Assembly	15
17.	Notice of General Meetings	15
18.	Quorum at General Meetings	16
19.	Presiding at General Meetings	16
20.	Adjournment of Meetings	16
21.	Voting at General Meetings.....	17
22.	Procedure at Meetings	17
23.	Manner of Determining Whether Resolution Carried.....	18
24.	Delegates	19
25.	The District Governor	20
26.	The District Vice-Governor	22
27.	The DFC	22
28.	Functions and Duties of the DFC	24
29.	Committees and Delegation of Powers	24
30.	Commitments	25
31.	Vacancies	26
32.	Meetings of the DFC	26
33.	Notice of DFC Meetings.....	27
34.	Quorum for DFC Meetings	27
35.	Presiding at DFC Meetings.....	27
36.	Voting at DFC Meetings	27
37.	Minutes of Meetings	28
38.	Documents.....	28
39.	Accounts	28
40.	Funds	28
41.	Notices to Ordinary Members.....	28
42.	Custody and Inspection of Books and Records	29
43.	Other Legislation	29
44.	Seal.....	29
45.	District By-Laws.....	29
46.	Annual Report	30
47.	Winding Up.....	30

1 Name

- 1.1 The name of the incorporated association is **Rotary International District 9630 Inc.** (in these Rules and the District By-Laws called "the Association").

2 Definitions and Interpretation

2.1 Definitions

In these Rules and the District By-Laws, unless the contrary intention appears:-

- (1) **"Act"** means the **Associations Incorporation Act 1981 (Qld)**;
- (2) **"Associate Member"** has the meaning given in Rule 5.3;
- (3) **"Delegate"**, in respect of a District Club, means the President, President Elect and/or other duly appointed District Rotarian who represents that District Club at any General Meeting;
- (4) **"DFC"** means the District Finance & Management Committee established pursuant to Rule 27 and includes the District Officers referred to in that Paragraph;
- (5) **"District"** means the geographical area in which the Rotary Clubs are grouped for RI administrative purposes;
- (6) **"District 9630"** means the District comprising those parts of the states of Queensland and New South Wales south of latitude 26 degrees west of a line running from latitude 26 degrees longitude 151 degrees in a south-easterly direction to where the Brisbane River crosses latitude 27 degrees, excluding that portion within a 24 kilometre radius of Kingaroy, and south of the Brisbane River to the coast, and north of latitude 27 degrees 50 minutes from the coast to longitude 149 degrees 25 minutes to longitude 145 degrees 15 minutes, thence west along latitude 145 degrees 15 minutes to latitude 28 degrees thence west along latitude 28 degrees to longitude 141 degrees (being the Queensland State boundary), thence north along longitude 141 degrees to latitude 26 degrees known as Rotary International District 9630 established for RI administrative purposes to help the District Clubs advance the Object of Rotary;
- (7) **"District Training Assembly"** and **"District Conference"**, means the General Meetings of those names held in accordance with these Rules;
- (8) **"District By-Laws"** means the by-Laws adopted or created or amended pursuant to Rule 45;
- (9) **"District Club"** means a Rotary Club which:-
 - (a) is a member of RI in good standing ;
 - (b) continues to function and perform its obligations to RI; and
 - (c) has its Club locality within District 9630;

- (10) **"District Committee"** means a Committee of District Rotarians established pursuant to these Rules or the District By-Laws to enable District 9630 to carry out its objects;
- (11) **"District Governor"** means the duly qualified, suggested, selected and elected Officer of RI in District 9630 from time to time charged with providing leadership and supervision of the District Clubs during a particular Rotary Year;
- (12) **"District Governor Elect"** means the elected successor to the District Governor;
- (13) **"District Governor Nominee"** means the nominated successor to the District Governor Elect;
- (14) **"District Governor Nominee Designate"** means the nominated successor to the District Governor Nominee;
- (15) **"District Vice-Governor"** means the person selected in accordance with the Rules of RI to fill this position;
- (16) **"District Officer"** includes the District Governor, the District Governor Elect, the District Governor Nominee, the District Governor Nominee Designate, each Past District Governor who remains a District Rotarian and each other District Rotarian who is duly:-
- (a) elected or appointed to the DFC pursuant to Rule 27; or
 - (b) a member of the District Leadership Team;
- in accordance with these Rules, the District By-Laws and the District Leadership Plan;
- (17) **"District Rotarian"** means a Rotarian who is an active member in good standing of a District Club;
- (18) **"General Meeting"** means a General Meeting of Ordinary Members convened in accordance with these Rules;
- (19) **"Group"** means a grouping of District Clubs selected by the Association to better administer District 9630;
- (20) **"Member"** means either an Ordinary Member or an Associate Member;
- (21) **"Ordinary Member"** has the meaning given in Rule 5;
- (22) **"Regulations"** means regulations under the Act;
- (23) **"RI"** means the organisation known as Rotary International (copyright) registered in the United States of America under the Illinois General Not for Profit Corporation Act of 1996;
- (24) **"Rotary Year"** means the year ending on 30th June.

2.2 Interpretation

- (1) In these Rules and the District By-Laws, unless the contrary intention appears:-
- (a) terms in common use in Rotary parlance have their usual meaning in these Rules and the District By-Laws;
 - (b) Subject always to the provisions of the Act and the Regulations, if any provision of these Rules and the District By-laws is not in conformity with the Constitution, bylaws, or policies of RI (as amended from time to time), the latter at all times prevail.
 - (c) the Secretary is a reference:-
 - (i) if a person holds Office under these Rules as District Secretary of the Association to that person; and
 - (ii) in any other case, to the Public Officer of the Association;
 - (d) one gender includes the others;
 - (e) the singular includes the plural and the plural includes the singular;
 - (f) a person includes a body corporate;
 - (g) a statute, regulation or provision of a statute or regulation ("**Statutory Provision**") includes:-
 - (i) that Statutory Provision as amended or re-enacted from time to time;
 - (ii) a statute, regulation or provision enacted in replacement of that Statutory Provision;
 - (h) money is to Australian dollars, unless otherwise stated;
 - (i) "Including" and similar expressions are not words of limitation;
 - (j) "writing" includes handwriting, typewriting, printing, photography, lithography and all other methods of representing or reproducing words in a visible format and "written" has a corresponding meaning;
 - (k) "notice in writing" and "written notice" includes a notice which is hand delivered, sent by prepaid post, prepaid courier, by e-mail or other means of electronic transmission;
 - (l) A notice to a member or person by the Association is regarded as given and received:
 - (a) if it is delivered personally or sent by facsimile or electronic message:
 - (i) by 5 pm (local time in the place of receipt) on a business day – on that day;
 - (ii) after 5 pm (local time in the place of receipt) on a business day, or on a day that is not a business day – on the next business day; and

- (b) if it is sent by mail:
 - (i) within Australia – on the second business day after posting; or
 - (ii) to a place outside Australia – on the seventh business day after posting.

A certificate in writing signed by the District Secretary stating that a notice was sent is conclusive evidence of service.

- (m) Where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning.
- (2) Headings are for convenience only and do not form part of these Rules or affect their interpretation.

3 Objects

3.1 The Objects for which the Association is established are:-

- (1) To assist the District Governor in supervising District 9630 and generally in the performance of his duties and responsibilities;
- (2) To help each District Club advance and promote the Object of Rotary;
- (3) To provide leadership and supervision of the District Clubs;
- (4) To work with the District Clubs and their leaders to encourage participation in the District Leadership Plan developed by the Association;
- (5) To provide inspiration and motivation to the District Clubs;
- (6) To ensure continuity within District 9630 by working with past, current and incoming District 9630 leaders in fostering effective Rotary Clubs;
- (7) To promote, demonstrate, advance and encourage interest and participation in the administration, meetings, happenings and events involving Rotary District 9630, District Clubs and District Rotarians;
- (8) To co-operate with any Government or private body in fostering the objects of the Association and RI;
- (9) To assemble and disseminate information and knowledge about matters affecting RI, District 9630, District Clubs, and District Rotarians to Members and to the public at large;
- (10) Not to diminish the services provided by District Clubs and District Rotarians on a local level;
- (11) To raise funds and receive donations or grants;
- (12) To expend all monies and funds raised or received for the furtherance of its objects;

- (13) Not to conduct the activities of the association for direct or indirect profit or gain for its Members;
- (14) Generally to do all things which in the opinion of the District Governor are incidental or conducive to the attainment of the *above* objects or any of them.

3.2 The Association is a non profit, non-share capital and/or not for profit entity; it must not pay a dividend and no part of its money, property or other assets is permitted to be distributed to a member, except:

- (1) In reimbursement for expenses properly incurred by a member; or
- (2) For goods and services provided by the member if this is done in good faith on terms no more favourable to the member than if the member were not a member.

4 Alteration of the Rules

4.1 These Rules must not be amended, repealed or added to except in accordance with the Act and the following procedure:-

- (1) Any proposed amendment is first to be considered by a District Committee appointed by the District Governor or members at a General Meeting for that purpose to determine if it complies with:-
 - (a) any requirements of RI; and
 - (b) the Act;
- (2) If that Committee so determines then formal notice of the proposed amendment is to be given to the Ordinary Members in accordance with these Rules;
- (3) If required by RI, notice of the Amendment is to be given to RI once the Amendment is registered by the administering authority;
- (4) The amendment is to be put to a General Meeting of the Association; and
- (5) The amendment, if passed, is to be submitted to the Authority administering the Act for registration.

4.2 Any amendment repeal or addition to these Rules is valid only if it is registered by the District Governor.

5 Membership

5.1 The membership of the Association consists of:-

- (a) Ordinary Members; and
- (b) Associate Members.

5.2 The Ordinary Members of the Association are comprised of and limited to all the District Clubs.

5.3 The Associate Members of the Association are comprised of and limited to the District Rotarians.

5.4 Upon:

- (1) The granting by RI and the acceptance by a Rotary Club in the District of a Certificate of Membership in RI;
- (2) The payment of its Membership Fee to the Association; and
- (3) The entry of its Membership in the Register of Members;

that Rotary Club is qualified to be and automatically becomes an Ordinary Member of the Association.

5.5 The addition or removal of a District Club or District Clubs immediately and automatically results in a corresponding change in the Ordinary Membership of the Association.

5.6 Upon:-

- (1) An adult person being elected to active membership of a District Club; and
- (2) Notice in writing being given by that District Club to the Association of such membership; and
- (3) The entry of his or her membership in the Register of Members,

that District Rotarian is qualified to be and automatically becomes an Associate Member of the Association.

5.7 The initial Ordinary Members of the Association are the District Clubs at the time of incorporation of the association and each Rotary Club which:-

- (1) Is a District Club on the day the Association is incorporated; and
- (2) Does not resign or terminate its Membership of RI,

must be admitted as an Ordinary Member of the incorporated Association.

5.8 Each Rotarian who:-

- (1) is a District Rotarian on the day the Association is incorporated; and
- (2) Who does not resign or terminate his or her District Club Membership, must be admitted as an Associate Member of the incorporated Association.

5.9 Membership of a Member commences and a Member is entitled to exercise the rights of Membership when the Member's name is entered in the Register of Members.

5.10 The number of Members in each class is unlimited.

6 Membership Fees

6.1 The Membership Fee for Ordinary Members:-

- (1) Is the amount decided by the Ordinary Members from time to time at a General Meeting;
- (2) Is payable when and in the manner the DFC determines; and

- (3) Is to be determined on a per capita basis having regard to the number of District Rotarians in each District Club unless the Association, having regard to such other factors as the Association considers appropriate, determines the Membership Fee in a different manner; and
 - (4) Is to be determined by a majority of three-fourths of the votes of the Presidents Elect (or if absent the respective District Club Delegates) present and voting at the District Training Assembly.
- 6.2 Until the Association decides otherwise, there is no Membership Fee payable by an Associate Member.
- 6.3 Prior to the General Meeting at which the amount of Membership Fees for Ordinary Members is to be determined, the following process is to be observed:-
 - (1) The District Governor after conferring with the District Governor Elect and the District Treasurer is to prepare and submit budget estimates for the succeeding year together with a recommendation as to the amount of the Membership Fees for the succeeding year to both the Ordinary Members and the DFC;
 - (2) The DFC is to review the budget estimate and proceed as provided in Rule 28.2 (3)
 - (3) Notice of the budget estimate and recommendation is to be given to the Ordinary Members at least four (4) weeks prior to the District Training Assembly, which is to determine the amount of the Membership Fees for the succeeding year;
 - (4) At the General Meeting which determines Membership Fees, the Ordinary Members may adopt or amend the District Governor's recommendation, having regard to any recommendation made by the DFC in that regard;
 - (5) In preparing the budget estimates and recommendations as to Membership Fees both the District Governor and the DFC are to have regard to the following guidelines:-
 - (a) the budget is to provide for the anticipated incomes to exceed the anticipated expenditures;
 - (b) the budget is to adequately provide for the needs of all District Committees;
 - (c) the budget is to provide for a fund that will advance the development of District and its programs. This fund will be known as the Development and Advancement Fund.
- 6.4 Within twenty eight (28) days after receipt of the relevant Membership Fee under Rule 6.1(2) or notice under Rule 5.6(2), the District Secretary must enter the name of the Member in the register of Members as an Ordinary Member or Associate Member as the case requires.
- 6.5 There is no entrance fee for Members.
- 6.6 An Ordinary Member of the incorporated Association which has paid its Membership Fee to District 9630 on or before the day fixed for such payment, is not liable to pay a further amount of Membership Fees for the period before the day fixed by the DFC as the day on which the next Membership Fee is payable.

7 Funds Management.

7.1 General Rules

- (1) The funds of the Association are to be derived from annual Membership Fees of Members, donations, any surplus arising from a District Conference or incidental surplus funds from the management of sundry projects, and from such other sources as the Association determines from time to time to be incidental or conducive to the attainment of its objects.
- (2) Such funds must be received into and kept in the administration account of the Association or separate or special accounts of the Association on behalf of nominated projects whether of a District, multi-District, or international nature;
- (3) The Association may act as Agent for Members, in the matter of payment of premiums for insurance for Rotarians, volunteers, properties, and third parties or incorporate such items into its Membership Fees.
- (4) District Committees may be authorised to open Bank Accounts designated in the name of District 9630 and their committee and administer funds under their signatures provided that the following requirements are satisfied:-
 - (a) the written consent of the District Governor to the opening of the account is first obtained;
 - (b) the signatures of the Chairman, Treasurer and a least one (1) other Member of the District Committee appointed by the District Governor are required for operations on the account;
 - (c) the account is also operable by any two (2) signatures of the District Governor, the District Secretary, or the District Treasurer;
 - (d) a budget of proposed income and expenditure relating to the operation of the committee or project is submitted to the DFC, prior to the raising or payment of funds;
 - (e) an audited statement of receipts and payments is to be provided to the District Governor within three months of the holding of the event or function for which the funds were required, or in the case of a continuing District Committee on or before the 31st August in each year and covering transactions for the year ended 30th June preceding, except that where a District Committee expends less than \$500.00 a statement certified by the Chairman of that District Committee will satisfy this requirement.
- (5) Neither the Association nor its Members may engage in any project to raise funds for the personal benefit of its Members or in order to benefit on its or their own account.
- (6) However, project strategies to ensure no end cost to Members are acceptable, (including the provision for administration fees, or the sale of goods or services for profit where relevant).
- (7) The District Treasurer must, as soon as practicable after the end of each Rotary Year, ensure a statement, relevant to the District Administration Fund or other Funds, under his direct control, and containing the following particulars, is prepared:-

- (a) the income and expenditure for the financial year just ended;
 - (b) the Association's assets and liabilities at the close of the year;
 - (c) the mortgages, charges and securities affecting the property of the Association at the close of the year.
- (8) The District Governor shall arrange for the annual audit of the District 9630 Accounts by a professional Auditor or Auditors, the cost of which is to be met by the Association.
- (9) Within three months of the completion of his year of service as Governor, the Immediate Past District Governor shall supply an annual statement and report of all District finances to each Club in the District. The annual statement and report shall include, but not be limited to details of :
- (a) all sources of the district's funds (RI, The Rotary Foundation, District and Club);
 - (b) all funds received by or on behalf of the District from fundraising activities;
 - (c) grants received from The Rotary Foundation or funds of The Rotary Foundation designated by the District for use;
 - (d) all financial transactions of district committees (including District Conference, District Headquarters Trust and Youth Exchange Program);
 - (e) all financial transactions of the Governor by or on behalf of the District;
 - (f) all expenditure of the district's funds; and
 - (g) all funds received by the Governor from RI.
- (10) The audited statement of all District finances, together with such report thereon as may be considered advisable by any District Committee shall be presented for discussion and adoption at the Annual General Meeting of the Association.

7.2 Specific Rules

- (1) All amounts must be deposited in the financial institution accounts as soon as practicable after receipt.
- (2) Make payments from the Administration Fund, for:-
 - (a) Amounts necessary to implement expenditure provided for in the District Budget.
 - (b) Amounts for items not covered in the District Budget:
 - i. If not exceeding \$1,000 for any one item then as approved by the District Governor;
 - ii. If exceeding \$1,000 for any one item then as approved by the other members of the DFC.
 - (c) Amounts approved by a majority vote of :

- i. Ordinary Members present at a General Meeting; or
 - ii. Incoming Club Presidents or their representatives at a District Training Assembly; or
 - iii. Ordinary Members by means of a ballot-by-mail.

- (3) Payments of \$100.00 or more must be made by electronic transfer or cheque, authorized or signed by any two (2) of the following:-
 - (a) the District Governor;
 - (b) the District Governor-elect;
 - (c) the District Secretary;
 - (d) the District Treasurer;
 - (e) other Members of the DFC authorised by the District Governor or the DFC for the purpose;

- (4) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable".

- (5) The Treasurer of the District and any District Committee, that operates a bank account, other than for the purposes of organising a District Conference (Rule 7.2 (6)), shall:-
 - (a) keep proper records of income and expenditure;
 - (b) arrange for a quarterly statement of accounts to be furnished to the District Governor not later than:
 - (i) 31st October –for the period ending 30th September
 - (ii) 31st January –for the period ending 31st December
 - (iii) 30th April –for the period ending 30th March, and
 - (iv) 31st July –for the period ending 30th June.
 - (c) The Statement of account shall contain the following:-
 - (i) Balance Sheet,
 - (ii) Profit and Loss Accounts,
 - (iii) Comparison Against Budget, and
 - (iv) Cheque Register.

- (6) In respect of each District Conference:-
 - (a) the Host Committee shall prepare a budget of proposed income and expenditure relating to the Conference;

- (b) the budget shall be submitted to the DFC, not later than three months prior;
 - (c) when the budget (with or without amendment) is approved by the DFC, then notwithstanding any other restrictions in these conditions on its powers to make payments, the DFC may advance to the host Committee such amounts as it deems fit;
 - (d) the Host Committee shall appoint a Treasurer who shall keep proper records of income and expenditure
 - (e) within six months after the end of the month in which a Conference is held, the host Committee shall furnish to the DFC an audited statement of the income and expenditure relating to the Conference and such statement shall be accompanied by a remittance for any surplus funds shown thereon. The audited statement shall show in relation to each item of income and expenditure the relative amount provided for the Conference budget approved by the DFC.
- (7) All expenditure of all District Committees must be approved or ratified at a DFC meeting.

8 Expenditure

8.1 The District Governor has the authority to authorise expenditure of Association funds in furtherance of the objects of the Association, on behalf of Rotary projects, on administrative procedures and equipment, including such items as:-

- (1) New and/or replacement items of technical, secretarial and communications equipment;
- (2) Professional legal, accountancy or management services;
- (3) Secretarial services;
- (4) Maintenance and transport;
- (5) Printing, postage, telephone, photographic, distribution, accommodation and travelling expenses in excess of the allowance paid to the Governor by RI, but not in excess of approved budget estimates;
- (6) Subsidies for selected District 9630 events or projects;
- (7) Provision of internet services;
- (8) Appropriate gifts, from time to time;
- (9) Advertising;
- (10) Venue, accommodation, and catering costs for District 9630 events as may be deemed relevant;
- (11) Capitalisation of loans for selected District 9630 events or projects;
- (12) In the event of a national or international disaster, the District Governor, may, with the approval of at least two other members of the DFC, authorise

the payment of up to \$5,000 for such relief as he may see fit. Any action taken under this clause shall be notified in writing to the members within 21 days of the amount being withdrawn from the account.

and such other items as the District Governor deems appropriate in accordance with the Objects of the Association.

9 Register of Members

- 9.1 The District Secretary must cause a Register (as maintained on the RI website) to be kept in which shall be entered the names and addresses of all District Clubs or persons admitted to membership of the Association and the date of their admission.
- 9.2 The Register must be updated upon the death, winding up, resignation, termination and reinstatement of Membership and such further particulars as the DFC or the Ordinary Members at any general meeting may require from time to time.
- 9.3 The Register is to be open for inspection at all reasonable times by any Member who previously applies to the District Secretary for such inspection.

10 Ceasing Membership

- 10.1 An Ordinary Member of the Association ceases to be a Member if its membership of RI is terminated in any manner.
- 10.2 An Associate Member of the Association ceases to be a Member if his or her membership of a District Club is terminated in any manner.
- 10.3 A member may resign from the Association by giving written notice to the District Secretary if, and only if:-
- (1) In the case of an Ordinary Member, its membership of RI is terminated in any manner; or
 - (2) In the case of an Associate Member, his or her membership of a District Club is terminated in any manner.
- 10.4 Notice by RI to the District Governor of the election to membership, resignation or termination of membership in RI of an Ordinary Member is, for the purpose of these Rules, notice to the Association of such occurrence.
- 10.5 Each District Club must give notice in writing via the RI website to the District Secretary of any election to membership, resignation or termination of membership of any one or more of its District Rotarians forthwith upon the occurrence of any such event.
- 10.6 Neither the DFC nor the Association has any role in determining or power to determine any question concerning the admission to membership resignation or termination of membership of:-
- (1) An Ordinary Member as a member of RI; or
 - (2) An Associate Member as a member of his or her District Club.
- 10.7 Any question or difference concerning the admission to membership, resignation, or termination of membership of a Member is not determined by any decision of the DFC or the Association but, as a matter of fact, by whether or not:-
- (1) An Ordinary Member is a member of RI; and

- (2) An Associate Member is a member of his District Club.

11 Evidence of Membership, Appeals and Recording of Decisions

- 11.1 The Certificate of RI as to the status of membership of an Ordinary Member in RI is final and binding on the Association and that Ordinary Member.
- 11.2 The Certificate of a District Club as to the status of the membership in that District Club of an Associate Member is final and binding on the Association and that Associate Member.
- 11.3 The Association is bound to accept and implement the outcome or outcomes of the appeal or review process pursuant to which:-
- (1) An Ordinary Member is entitled to appeal or cause to be reviewed any decision or determination concerning its membership of RI; and
 - (2) An Associate Member is entitled to appeal or cause to be reviewed any decision or determination concerning his or her membership of a District Club.
- 11.4 The role of the District Governor and the Association in relation to any change in status of the membership of a Member is to record any such change in the Register of Members in accordance with the provisions of these Rules.

12 Disputes and Mediation

- 12.1 The grievance procedure set out in this rule applies to disputes under these Rules or the District By-Laws between:-
- (1) A Member and another Member; or
 - (2) A Member and the Association.
- 12.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- 12.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- 12.4 The mediator must be:-
- (1) A person chosen by agreement between the parties; or
 - (2) In the absence of agreement the elected Zone Director of RI or his nominee appointed at the request of either party to the dispute.
- 12.5 The mediator cannot be a Member who is a party to the dispute.
- 12.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 12.7 The mediator, in conducting the mediation, must:-
- (1) Give the parties to the mediation process every opportunity to be heard; and

- (2) Allow due consideration by all parties of any written statement submitted by any party; and
- (3) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

12.8 The mediator must not determine the dispute.

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

13 Annual General Meetings

13.1 The District Governor may determine the date, time and place of the Annual General Meeting of the Association, but the Annual General Meeting must be held no later than 31st December in each Rotary Year.

13.2 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.

13.3 The ordinary business of the Annual General Meeting is :-

- (1) To confirm the Minutes of the previous Annual General Meeting and of any General Meeting held since that Meeting; and
- (2) To receive the report of the DFC upon the transactions of the Association and the report of the District Governor on the status of the Association during the last preceding financial year; and
- (3) To elect and/or confirm the appointment of the District Officers, other than the District Governor, the District Governor Elect, the District Governor Nominee and the District Governor Nominee Designate, including the members of the DFC and the District Auditor;
- (4) To receive the statement of income and expenditure, assets and liabilities and mortgages, charges and securities, affecting the property of the Association for the previous Rotary Year;
- (5) To receive the Auditor's report on the financial affairs of the Association for the previous Rotary Year;
- (6) To present the audited statements to the meeting for adoption.

13.4 The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

13.5 Rule 21.5 applies in respect of an Annual General Meeting.

14 Special General Meetings

14.1 In addition to the Annual General Meeting, any other General Meetings may be held in the same year.

14.2 All General Meetings other than the Annual General Meeting are Special General Meetings.

- 14.3 The District Governor may, whenever he thinks fit, convene a Special General Meeting of the Association.
- 14.4 If, but for this sub-rule, more than fifteen (15) months are likely to elapse between Annual General Meetings, the District Governor must convene a Special General Meeting before the expiration of that period.
- 14.5 The District Governor must, on the request in writing of Ordinary Members representing not less than 10 per cent of the total number of Ordinary Members, convene a Special General Meeting of the Association.
- 14.6 The request for a Special General Meeting must:-
- (1) State the objects of the Meeting; and
 - (2) Be signed by the Ordinary Members requesting the Meeting; and
 - (3) Be sent to the address of the District Secretary.
 - (4) If the District Governor does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the District Secretary, the Ordinary Members making the request, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- 14.7 If a Special General Meeting is convened by Ordinary Members in accordance with this rule, it must be convened in the same manner so far as possible as a Meeting convened by the District Governor.
- 14.8 All reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring the expenses.

15 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 the Rules as ordinary business of the Annual General Meeting, is deemed to be special business.

16 District Training Assembly

- 16.1 The District Training Assembly shall be held each year on such date as arranged by the District Governor Elect in consultation with the District Governor.
- 16.2 The District Training Assembly is a General Meeting and all provisions of these Rules as to General Meetings apply to the procedures at the District Training Assembly except that the District Governor Elect shall preside at such meeting.
- 16.3 Members are to be represented at the District Training Assembly by their President-Elect or in the President-Elect's absence by a duly appointed delegate.

17 Notice of General Meetings

- 17.1 The District Secretary at least fourteen (14) days, or if a special resolution has been proposed at least twenty one (21) days, before the date fixed for holding a General Meeting of the Association, must cause to be sent to each Ordinary Member of the

Association, a written notice stating the place, date and time of the Meeting and the nature of the business to be conducted at the Meeting.

- 17.2 Notice given to an Ordinary Member is deemed to be notice to those Associate Members who are its members.
- 17.3 No business other than that set out in the notice convening the Meeting may be conducted at the Meeting.
- 17.4 An Ordinary Member intending to bring any business before a Meeting must notify in writing, or by electronic transmission, the District Secretary of that business, who must include that business in the notice calling the next General Meeting.

18 Quorum at General Meetings

- 18.1 No item of business may be conducted at a General Meeting unless a quorum of Ordinary Members entitled under these Rules to vote is present by their Delegates at the time when the Meeting is considering that item.
- 18.2 One third of the Ordinary Members (being Ordinary Members entitled under these Rules to vote at a General Meeting) constitutes a quorum for the conduct of the business of a General Meeting.
- 18.3 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:-
- (1) The case of a Meeting convened upon the request of Members, the Meeting must be dissolved; and
 - (2) In any other case, the Meeting shall 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.
- 18.4 If at the adjourned Meeting the quorum is not present within half an hour after the time appointed for the commencement of the Meeting, the Ordinary Members personally present (being not less than 3) shall be a quorum.

19 Presiding at General Meetings

- 19.1 At each General Meeting of the Association:-
- (1) The District Governor, or in the District Governor's absence;
 - (2) The District Governor Elect, or in the absence of the District Governor Elect;
 - (3) Such other District Officer as the District Governor appoints, or failing such appointment, as the meeting appoints
- is to preside as Chairperson.

20 Adjournment of Meetings

- 20.1 The person presiding may, with the consent of a majority of Ordinary Members present

at the Meeting, adjourn the Meeting from time to time and place to place.

- 20.2 No business may be conducted at an adjourned Meeting other than the unfinished business from the Meeting that was adjourned.
- 20.3 If a Meeting is adjourned for fourteen (14) days or more, notice of the adjourned Meeting must be given in accordance with rule 13.
- 20.4 Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned Meeting.

21 Voting at General Meetings

- 21.1 An Ordinary Member has the right to be heard and to vote on any question or issue at a General Meeting of the Association if and only if:-
 - (1) All moneys (including Membership Fees) then due and payable by the Ordinary Member to the Association have been paid; and
 - (2) The Ordinary Member then qualifies as a District Club, or as the case requires, a District Rotarian; and
 - (3) The Ordinary Member exercises its rights to be heard and to vote in accordance with the provisions of this Rule 21.
- 21.2 All decisions and elections which would otherwise occur at a General Meeting may be made by Ordinary Members by a ballot by mail. Such ballot by mail must follow as near as possible the procedures set out in the Bylaws of Rotary International.
- 21.3 An Associate Member may attend any General Meeting of the Association but has no right to be heard or to vote in any capacity except as the delegate of an Ordinary Member.
- 21.4 An Ordinary Member may only be heard or vote at a General Meeting of the Association by its Delegate or Delegates.
- 21.5 On each matter submitted to a vote at any General Meeting, each Ordinary Member is entitled to one (1) vote plus one (1) additional vote for each additional twenty five (25) (or major fraction thereof) of its District Rotarians.
- 21.6 The membership of an Ordinary Member for the purposes of Rule 21.5, is to be determined by the number of District Rotarians who are members in the Ordinary Member as of the date of the most recent semi annual payment to RI preceding the date on which the vote is to be held.
- 21.7 An Ordinary Member entitled to cast more than one (1) vote may either appoint Delegates equal in number to the number of its votes or authorise one (1) Delegate to exercise all its votes.
- 21.8 All votes must be given in the manner provided in this Clause.
- 21.9 In the case of an equality of voting on any issue or question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

22 Procedure at Meetings

22.1 Subject to these rules, at each General Meeting:-

- (1) The Chairperson must conduct the meeting in a proper and orderly way; and
- (2) Voting may be by a show of hands or a division of members, unless an Ordinary Member present demands a poll; and
- (3) If a poll is held, the Chairperson must appoint two (2) District Rotarians present to conduct the poll in the way the Chairperson decides; and
- (4) The result of a poll as declared by the Chairperson is taken to be a resolution of the meeting at which the poll was held; and
- (5) The District Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are entered in a minute book; and
- (6) The District Secretary must ensure the minute book for each General Meeting is open for inspection at all reasonable times by any financial member who previously applies to the District Secretary for the inspection.

22.2 To ensure the accuracy of the minutes recorded under Rule 22.1(5):-

- (1) The minutes of each General Meeting must be signed by the Chairperson of the Meeting, or the Chairperson of the next General Meeting, verifying their accuracy; and
- (2) The minutes of each Annual General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Meeting of the Association that is a General Meeting or Annual General Meeting, verifying their accuracy.

22.3 The provisions of Rule 22.1 apply (with any necessary modifications) to any meeting of a District Committee.

22.4 To ensure the accuracy of minutes recorded pursuant to the provisions of Rule 22.3, the minutes of each District Committee must be signed by the Chairperson at the meeting or the Chairperson at the next General Committee Meeting, verifying their accuracy.

22.5 The Association is permitted to hold a General Meeting at two (2) or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

23 Manner of Determining Whether Resolution Carried

23.1 If a question arising at a General Meeting of the Association is determined on a show of hands:-

- (1) A declaration by the Chairperson that a resolution has been:-
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost; and

- (2) An entry to that effect in the Minute Book of the Association:-

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

24 Delegates

24.1 Who is a Delegate:-

- (1) The Delegate or Delegates of an Ordinary Member at a General Meeting of the Association is or are:-
- (a) its President if present at any General Meeting of the Association other than the District Training Assembly;
 - (b) its President Elect if present otherwise its President at the District Training Assembly; and/or
 - (c) one (1) or more Associate Members (preferably a member of the Ordinary Member) duly certified and accredited by the Ordinary Member as its Delegate or Delegates.
- (2) An Ordinary Member is not required to give formal notice of appointment of its Delegate to the Association where the Delegate is its President or its President Elect in the case of the District Training Assembly.
- (3) An Ordinary Member must give formal notice of appointment of each Delegate to the Association where a Delegate is appointed under Rule 24.1(1)(c).

24.2 How Delegates Are to Vote

If an Ordinary Member is entitled to cast two (2) or more votes at a General Meeting, its Delegates must cast those votes in the same way.

24.3 Rights of Delegates

- (1) A Delegate appointed to attend and vote for an Ordinary Member has the same rights as the Member:
- (a) to speak at the meeting;
 - (b) to vote (but only to the extent allowed by the appointment); and
 - (c) to join in a demand for a poll.
- (2) If a Delegate is only for a single meeting the appointment may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

24.4 Appointing a Delegate

- (1) An appointment of a Delegate is valid if it is duly signed on behalf of the Ordinary Member by its President and its Secretary and contains the following information:-

- (a) the Ordinary Member's name and address;
 - (b) the Association's name;
 - (c) the Delegate's name or the name of the office held by the Delegate; and
 - (d) the meetings at which the appointment may be used;
 - (e) the number of votes which the Delegate is authorised to cast.
- (2) An appointment may be a standing one and may authorise a Delegate to vote at his or her discretion.
 - (3) An undated appointment is taken to have been dated on the day it is given to the Association.
 - (4) An appointment may specify the way the Delegate is to vote on a particular resolution. If it does, the Delegate must vote accordingly.
 - (5) An appointment does not have to be witnessed.
 - (6) A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

24.5 Form of Appointment of Delegate

- (1) A form of appointment of Delegate sent out by the Association may be in a form determined by the District Governor but must enable the Member to specify the manner in which the Delegate must vote in respect of a particular matter; and
- (2) The form may provide that if the Member leaves it blank as to the person appointed as Delegate or if the person or persons named as Delegate fail or fails to attend, the chair of the meeting is appointed Delegate.
- (3) Despite Rule 24.5(1) an instrument appointing a Delegate may be in the form or in a form similar to the form of Appointment of a Delegate in Appendix 1 of the District By-laws.

24.6 Receipt of Appointment of Delegate Documents

- (1) For an instrument appointing a Delegate under Rule 24.1(1)(c) for a meeting of Members to be effective, the instrument must be received by the Association no later than the time of commencement of the meeting.
- (2) If a meeting of the Association's members has been adjourned, an appointment received by the Association before the resumption of the meeting is effective for the resumed part of the meeting.

25 The District Governor

25.1 The District Governor is to be suggested, nominated, selected and elected in accordance with the By-Laws of Rotary International.

25.2 The District Rotarian so elected is, subject to the By-Laws of Rotary International, to:-

- (1) Serve as District Governor Nominee Designate for the balance of the Rotary year in which his nomination is confirmed;
- (2) Serve as District Governor Nominee for that Rotary Year in which he is elected at the International Convention;
- (3) Serve as District Governor Elect for the term of the following Rotary Year; and
- (4) Assume office and serve as District Governor for the next following Rotary Year.

25.3 The District Governor is:-

- (1) the officer of RI in the District functioning under the general control and supervision of the Board of RI;
- (2) charged by RI with the duty of furthering the Object of Rotary by providing leadership and supervision of the District Clubs;
- (3) The highest ranking District Officer; and
- (4) to serve as chairman of the DFC.

25.4 The District Governor at his absolute discretion may appoint District Officers (other than those who are to be elected to the DFC under Rule 27.2) as required for the efficient management of the District.

25.5 The District Governor may structure these District Officers and such other District Officers as he deems necessary.

25.6 Save for the District Governor the Immediate Past District Governor, the District Governor Elect, the District Governor Nominee and the District Governor Nominee Designate whose tenure is determined under Rule 25, each District Officer holds office until the end of the Rotary Year next after the date of his or her appointment.

25.7 In the event of a casual vacancy in any District Office, (other than District Governor, District Governor Elect, District Governor Nominee or District Governor Nominee Designate) the District Governor may make an appointment of a District Rotarian to the vacant office and the District Rotarian thus appointed may continue in office up to and including the conclusion of the Rotary Year next following the date of the appointment.

25.8 The District Governor shall be responsible for the following activities in the district:

- (1) organizing new clubs;
- (2) strengthening existing clubs;
- (3) promoting membership growth by working with district leaders and club presidents to establish realistic membership goals for each club in the district;
- (4) supporting The Rotary Foundation with respect to program participation and financial contributions;
- (5) promoting cordial relations among the clubs and between the clubs and RI;
- (6) planning for and presiding at the district conference and assisting the governor-elect in the planning and preparation for the presidents-elect training seminar and the District Training Assembly;
- (7) providing for an official visit meeting individually or in multi-club meetings conducted throughout the year to take place at a time that maximizes the governor's presence for the purpose of:
 - (a) focusing attention on important Rotary issues;
 - (b) providing special attention to weak and struggling clubs;
 - (c) motivating Rotarians to participate in service activities;

- (d) ensuring that the constitution and bylaws of the clubs comply with the constitutional documents, especially following councils on legislation; and
- (e) personally recognizing the outstanding contributions of Rotarians in the district;
- (8) issuing a monthly letter to each club president and secretary in the district;
- (9) reporting promptly to RI as may be required by the president or the board;
- (10) supplying the governor-elect, as soon as possible following his or her election prior to the international assembly, full information as to the condition of clubs with recommended action for strengthening clubs;
- (11) assuring that district nominations and elections are conducted in accordance with the RI constitution, these bylaws, and the established policies of RI;
- (12) inquiring on a regular basis about the activities of Rotarian organizations operating in the district (Friendship Exchanges, intercountry committees, Global Networking Groups, etc.);
- (13) transferring continuing district files to the governor-elect; and
- (14) performing such other duties as are inherent as the officer of RI.

26 The District Vice-Governor

The nominating committee for the appointment of the District Governor will select one available past governor to be named District Vice-Governor. The role of the District Vice-Governor will be to replace the District Governor in case of temporary or permanent inability to continue in the performance of the District Governor's duties.

27 The DFC

27.1 The following persons (each of whom must be a District Rotarian) comprise the DFC:-

- (1) The District Governor;
- (2) The Immediate Past District Governor;
- (3) The District Governor Elect;
- (4) The District Governor Nominee;
- (5) The District Secretary;
- (6) The District Treasurer;
- (7) Not more than two (2) additional District Rotarians.

27.2 Electing the DFC

- (1) A member of the DFC (other than the District Governor, the Immediate Past District Governor, the District Governor Elect and the District Governor Nominee who shall always automatically be members of the DFC), the District Secretary and the District Treasurer who shall be appointed by the District Governor Elect in consultation with the District Governor, may only be elected as follows:
 - (a) any two (2) Members of the Association may nominate an Associate Member (the "candidate") to serve as a member of the DFC;
 - (b) the nomination must be:-

- (i) in writing; and
 - (ii) signed by the candidate and the Members who nominated him; and
 - (iii) approved in writing by the District Governor; and
 - (iv) given to the District Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to be held; and
- (c) each Member present at the Annual General Meeting may vote for any number of candidates not more than the number of vacancies;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.;
 - (e) If there are more than 2 nominations then the provisions of Rule 27.2 (3) apply.
- (2) At least seven (7) days immediately preceding the Annual General Meeting, the District Secretary must prepare a list of the candidates' names in alphabetical order, with the names of the Members who nominated each candidate and send such list in writing to each Ordinary Member, post this in a conspicuous place in the office or usual place of meeting of the Association.
 - (3) The District Secretary must prepare for voting at the Annual General Meeting a Balloting List containing the names of the candidates in alphabetical order.

27.3 Resignation or Removal from Office of a Member of the DFC

- (1) A member of the DFC may resign from the DFC by giving written notice of resignation to the District Secretary.
- (2) The resignation takes effect on:-
 - (a) the day and at the time the notice is received by the District Secretary; or
 - (b) if a later day is stated in the notice – the later day.
- (3) The District Governor may by notice in writing remove any member of the DFC (other than the District Governor Elect, the District Governor Nominee, the District Governor Nominee Designate and the immediate Past District Governor) from office.
- (4) Before the District Governor removes any such member of the DFC from Office:-
 - (a) the DFC must give the member a full and fair opportunity to show why he should not be so removed;
 - (b) the DFC must give the District Governor the opportunity to show why the member should be so removed;
 - (c) the District Governor must consider the views of the members of the DFC and of the member in relation to the matter;
- (5) A member has no right of appeal against the member's removal from office under this Rule.

28 Functions and Duties of the DFC

28.1 Subject to these Rules, the DFC:-

- (1) Has the general control and management of the administration of the affairs, property and funds of the Association, and
- (2) Is authorised to interpret the meaning of these Rules and the District By-Laws and any matter relating to the Association on which these rules are silent.

28.2 The duties of the DFC are:-

- (1) To assist the District Governor generally in the performance of his duties and responsibilities;
- (2) To attain the objects of the Association;
- (3) To review the budget of District expenditures submitted by the District Governor under Rule 6.3 with the District Governor and prepare any comment or recommendation concerning the budget prior to and for the benefit of the General Meeting at which the Membership Fees are to be determined;
- (4) To ensure that proper records of income and expenditure are kept;
- (5) To prepare an audited yearly financial report for the Association as at 30th June each year no later than three (3) months after the completion of the year to be circulated to District Clubs prior to 31st October each year;
- (6) To ensure that:-
 - (a) appropriate signatories to the Association bank account(s) e.g. the District Treasurer, the District Governor, the District Governor Elect and the District Secretary (any two (2) of whom may sign cheques) are appointed and registered with the Association's banking institution;
 - (b) the bank account(s) are held in the name of "Rotary International District 9630 Inc.";
 - (c) that the number of Association's bank accounts is unlimited;
- (7) To report to the District Governor on such matters as he refers to it for consideration.

29 Committees and Delegation of Powers

29.1 The District Governor is authorised to appoint:-

- (1) Individual District Rotarians as District Officers; and
- (2) District Rotarians in groups to act as District Committees,

to perform particular tasks for District 9630 in accordance with these Rules and the District By-Laws.

29.2 The District Governor is to appoint and has authority to remove the Chairman, and where the District Governor considers it necessary, the Vice Chairman and any other member of any such Committee.

- 29.3 The District Governor is authorised to determine the annual activities of District 9630 in accordance with the requirements of RI, and is to appoint District Officers and District Committees accordingly.
- 29.4 With the consent of the District Governor, the Chairman of a District Committee may appoint additional District Rotarians as members of such District Committee;
- 29.5 The District Governor is an ex-officio member of all District Committees and:-
- (1) Is to receive copies of Minutes of all District Committee Meetings;
 - (2) Is to be informed of all proposed activities of each District Committee or Officer; and
 - (3) Has the right to augment, amend, diminish or cancel the activities of any District Committee or District Officer (other than the District Governor Elect, the District Governor Nominee or the District Governor Nominee Designate) at any time.
- 29.6 No District Committee is to seek to separately incorporate its activities without written approval of the District Governor.
- 29.7 Subject to these Rules, each member of a District Committee is to hold office until the end of the Rotary Year following the date of his or her appointment.
- 29.8 In the event of a casual vacancy occurring in any District Office (other than that of District Governor, District Governor Elect, the District Governor Nominee or District Governor Nominee Designate) or in the office of a member of any District Committee, the District Governor may appoint a further District Officer to fill the vacancy and the District Officer so appointed is to hold office, subject to these Rules, until the conclusion of the Rotary Year next following the date of the appointment.
- 29.9 The District Governor:-
- (1) Is to supervise and manage the business and affairs of the Association;
 - (2) Subject to the Act, the regulations, and these Rules, is authorised to exercise all the powers and functions of the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association; and
 - (3) Subject to the Act, the regulations and these Rules, has power to perform all such acts and things as appear to the District Governor to be incidental or conducive to the attainment of the objects of the Association and the proper management of its business and affairs.

30 Commitments

- 30.1 Where deemed desirable by the District Governor, appointments of District Officers (other than the District Governor, the District Governor Elect, the District Governor Nominee and the District Governor Nominee Designate) and District Committees may extend beyond one (1) Rotary Year, or may be in a manner of automatic succession (eg: the Vice-Chairman may move to the position of Chairman in the following year), provided however that such appointment is not in conflict with the requirements of RI.
- 30.2 The operation of Rule 30.1 does not diminish the authority of the incoming District Governor who may in his absolute discretion review the activities of a District Committee

and make such amendments as he or she deems appropriate.

30.3 Where deemed desirable by the District Governor, project commitments may be made which extend beyond a Rotary Year and:-

- (1) Successive District Governors are to honour those commitments;
- (2) But where a function is deemed by the District Governor to have been completed or to be no longer appropriate or relevant or affordable, that commitment may be terminated; and
- (3) Such termination is subject to right of appeal through resolution at any General Meeting.

30.4 In accordance with the usual Rotary practice, in the matter of the Rotary Foundation of Rotary International, a District Governor is authorised to make fiscal and project commitments to RI on behalf of District 9630, the succeeding District Governor, and the next succeeding District Governor, and these commitments are not the subject of subsequent termination or Appeal.

30.5 At all times the District Governor, the District Governor Elect, the District Governor Nominee and the District Governor Nominee Designate must use their best endeavours to work together as a team to provide:-

- (1) Continuity of leadership and direction for the District Clubs; and
- (2) A united position in District 9630 for the Australian Council of Governors.

31 Vacancies

31.1 Subject to Rule 25 and the Bylaws of Rotary International, the office of any District Officer becomes vacant if the officer:-

- (1) Ceases to be a District Rotarian; or
- (2) Becomes bankrupt or an insolvent under administration within the meaning of the Corporations Act ; or
- (3) Resigns from office by notice in writing given to the District Secretary.

32 Meetings of the DFC

32.1 The DFC must meet at least three (3) times in each year at such place and such times as the District Governor may determine, the costs of such meetings to be an expense of the Association;

32.2 Special Meetings of the DFC can be convened by the District Governor or by any four (4) members of the DFC.

32.3 The DFC may hold a meeting at two (2) or more places using any technology which gives the members attending a reasonable opportunity to participate.

32.4 A written resolution signed by each member of the DFC for the time being entitled to receive notice of a DFC meeting is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

- 32.5 A resolution mentioned in Rule 32.4 may consist of several documents in like form, each signed by one (1) or more members of the Committee.

33 Notice of DFC Meetings

- 33.1 Written notice of each DFC Meeting must be given to each member of the DFC at least two (2) business days before the date of the Meeting.
- 33.2 Written notice must be given to members of the DFC of any special Meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a Meeting.

34 Quorum for DFC Meetings

- 34.1 Any five (5) members of the DFC constitute a quorum for the conduct of the business of a Meeting of the DFC.
- 34.2 No business may be conducted unless a quorum is present.
- 34.3 If within half an hour of the time appointed for the Meeting a quorum is not present:-
- (1) In the case of a special Meeting, the Meeting lapses;
 - (2) In any other case, the Meeting shall stand adjourned to the same place and the same time and day in the following week.
- 34.4 The DFC may act notwithstanding any vacancy on the DFC.

35 Presiding at DFC Meetings

- 35.1 At Meetings of the DFC:-
- (1) The District Governor or, in the District Governor's absence;
 - (2) The District Governor Elect; or if the District Governor and the District Governor Elect are absent, or are unable to preside;
 - (3) A District Officer nominated by the District Governor or failing such nomination, nominated by the Meeting.

is to preside.

36 Voting at DFC Meetings

- 36.1 Questions arising at a Meeting of the DFC, or at a Meeting of any sub-Committee appointed by the DFC, are to be determined on a show of hands or, if a Committee Member requests, by a poll taken in such manner as the person presiding at that Meeting may determine.
- 36.2 Each Committee Member present at a Meeting of the DFC, or at a Meeting of any sub-committee appointed by the DFC (including the person presiding at the Meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

37 Minutes of Meetings

The District Secretary or his nominee must keep Minutes of the resolutions and proceedings of each General Meeting, and each DFC Meeting, together with a record of the names of persons present at such Meetings.

38 Documents

The District Governor is to provide for the safe custody of the books, documents instruments of title and securities of the Association.

39 Accounts

39.1 Proper books and accounts are to be kept and maintained either in written, printed or electronic form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in the books of a like nature.

39.2 As soon as practicable after the end of each Rotary Year the District Treasurer is to cause to be prepared a statement containing the particulars of:-

- (1) The income and expenditure for the Rotary Year just ended; and
- (2) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

39.3 The District Auditor must examine the statement prepared under Rule 39.2 and present a report on it to the District Secretary before the next Annual General Meeting following the financial year for which the audit is made.

39.4 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

40 Funds

40.1 The District Treasurer must:-

- (1) Collect and receive all moneys due to the Association and make all payments authorised by these Rules or the District By-Laws on behalf of the Association; and
- (2) Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

40.2 All cheques, drafts, bills of exchange, promissory notes, other negotiable instruments drawn and all electronic funds transfers on the accounts of the Association must be authorised or signed as provided in Rule 7.

41 Notices to Ordinary Members

Except for the requirement in Rule 13, any notice that is required to be given to an Ordinary Member, by or on behalf of the Association, under these Rules may be given by:-

- (1) Delivering the notice to the District Secretary or Delegate of the Ordinary Member personally; or
- (2) Sending it by prepaid post addressed to the Ordinary Member at that Member's address shown in the Register of Members; or
- (3) Facsimile transmission, if the Ordinary Member has provided a facsimile address or requested that the notice be given in this manner; or
- (4) Electronic transmission, if the Ordinary Member has provided an electronic address.

42 Custody and Inspection of Books and Records

- 42.1 Except as otherwise provided in these Rules, the District Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 42.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any Ordinary Member upon request.
- 42.3 An Ordinary Member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

43 Other Legislation

Where any provision of the corporate documents of District 9630 Inc. is not in conformity with the constitution, bylaws or policies of Rotary International, the terms of constitution, bylaws or policies of Rotary International shall prevail at all times provided that such conduct and administration is not inconsistent with the laws of the State of Queensland.

44 Seal

- 44.1 The common seal of the Association must be kept in the custody of the District Secretary.
- 44.2 The common seal must not be affixed to any instrument except by the authority of the District Governor and the affixing of the common seal must be attested by the signature of the District Governor, or by the signatures either of two (2) Members of the DFC or, of one (1) Member of the DFC and of the public officer of the Association.

45 District By-Laws

- 45.1 The District Governor is authorised:-
 - (1) to accept suggestions from the Members, for additions or amendments to the District By-Laws, and
 - (2) to recommend additions or amendments to the District By-Laws, not inconsistent with these Rules, for the internal management of the Association.
- 45.2 Any recommendation to change the District By-Laws must be submitted to the next general meeting of the Association for discussion and a vote taken to accept or reject the change.

46 Annual Report

The district governor shall report annually to the Ordinary Members on the status of the Association.

47 Winding Up

47.1 In the event of the winding up or the cancellation of the Incorporation of the Association, the surplus assets are not to be distributed to its Members but must be disposed of to another Rotary entity that:-

- (1) has objects similar to the Association's objects;
- (2) the rules of which prohibit the distribution of the entity's income and assets to its Members;
- (3) is exempt under the taxation laws of Australia as to the payment of income tax.

47.2 The Association must immediately and automatically cease operations and begin the process of winding up upon either:-

- (1) the directive of the RI Board; or
- (2) upon the approval of three-fourths of the Ordinary Members in a vote at a General Meeting or in a ballot-by-mail.

47.3 Any such ballot by mail must follow as near as possible the procedures set out therefore in the Bylaws of Rotary International.

47.4 The District Governor must give the RI Board:-

- (1) notice of any decision by the Ordinary Members to wind up the Association; and
- (2) a final report upon the completion of the process of winding up the Association.