



ROTARY INTERNATIONAL DISTRICT 9600 LTD

ABN: 80 125 588 696

District Governor 2018-19: Wendy Protheroe
District Administrator 2018-19: Ian Hope

Postal address:
PO Box 820,
North Lakes, QLD, 4509

NOTICE IS HEREBY GIVEN for the ELEVENTH ANNUAL GENERAL MEETING of the Company to be held at 9am on Sunday 18 November 2018 at St Columban's College, 100 McKean Street, Caboolture Qld 4510.

AGENDA:

1. The consideration of the annual financial report, directors' report and auditor's report (as Attachment A with this notice);
2. The confirmation in office of the Board of Directors selected in accordance with the Constitution for the next Rotary Year;
3. The appointment of the auditor and the fixing of the auditor's remuneration; and
4. The status of the Company's incorporation.
5. **Rotary International District 9600 Ltd Constitution**

Following a review of the current Constitution; particularly the need to amend the Constitution to meet the requirements for the impending merger of Rotary International Districts 9600, 9630 and 9640 into the new Rotary International District 9620, the Board has endorsed the following resolution be presented at this business meeting. Please refer to the relevant attached documents and the Explanatory Notes covering the Agenda;

Proposed Special Resolution:

"That the constitution of ROTARY INTERNATIONAL DISTRICT 9600 LIMITED be amended by substituting the constitution at Attachment B in the Notice of Meeting for the existing constitution.";

Note for members:

The proposed constitution is Attachment B in these Meeting Papers.

For comparison, the existing Constitution (dated 21 April 2018) is Attachment C in these meeting Papers.

Attachment D indicates most of the changes being made.

Attachment E provides a summary of further changes not listed in Attachment D

- 6 Immediate Past District Governor's Statement of Financial Activity
Rotary International requires the immediate Past District Governor to present for the information of the District a statement of how Rotary International's District Governor's allocation was expensed.

In order for each Rotary Club to be able to vote at the AGM and to ensure the meeting has a quorum, please submit the attached form; Advice of Electors or Proxy; to the Secretary districtsecretary@rotary9600.org as soon as possible but no later than 5pm Thursday 15 November 2018.

Relevant provisions of the Company's Constitution are reproduced below for information of members.

NOTE: For the meeting to be valid there will need to be a quorum comprising at least one-half of the total number of District Clubs [which are financial] present and represented by their Electors or proxies.

Ian Hope

District Administrator

(0457 388 757)

districtsecretary@rotary9600.org

ADVICE OF ELECTOR(S) OR PROXY

TO BE RETURNED TO District Administrator (districtsecretary@rotary9600.org)
BY 5PM THURSDAY 15 NOVEMBER 2018

AUTHORITY FOR THE ANNUAL GENERAL MEETING AT CABOOLTURE ON 18 NOVEMBER 2018

ROTARY CLUB OF _____
CLUB ADDRESS _____

A District Club is not entitled to vote at a General Meeting unless all sums presently payable by the District Club in respect of membership of the Company and Rotary International have been paid in full.

A District Club may only vote at a General Meeting of the Company by its Elector or if no Elector is able to attend, a duly appointed proxy.

On each matter submitted to a vote at any General Meeting, each District Club is entitled to 1 vote plus one 1 additional vote for each additional 25 (or major fraction) thereof of its District Rotarians. (For example, a club with a membership of up to 37 members is entitled to one elector, a club with 38 to 62 members is entitled to two electors, a club with 63 to 87 members is entitled to three electors and so on.)

The membership of a District Club is to be determined by the number of Rotarians who are members in the District Club as at the date of the most recent semi-annual payment to Rotary International preceding the date on which the vote is to be held.

A District Club entitled to cast more than 1 vote may either appoint Electors equal in number to the number of its votes or authorise 1 Elector to exercise all its votes.

NUMBER OF MEMBERS IN THE CLUB: _____

OUR CLUB IS ENTITLED TO: _____ VOTES.

OUR CLUB'S ELECTOR(S) IS / ARE:

ALTERNATIVELY, OUR PROXY IS:

(if none specified, it will be taken as the Chairman of the meeting)

CLUB PRESIDENT

CLUB SECRETARY

DATE

MUST BE SIGNED BY BOTH

Relevant Sections from Constitution of Rotary International District 9600 Limited

General Meetings

19. Convening meetings

19.1. The Company must, in each Rotary Year, hold:

- (1) an Annual General Meeting; and
- (2) General Meetings which may be held in conjunction with the District Training Assembly and the District Conference and District Resolutions may be dealt with at any General Meeting (including Annual General Meeting).

19.2. The District Governor may determine the date, time and place of those meetings in his or her District Governor's Year but the Annual General Meeting must be held at least once in each calendar year and within 5 months of the end of each Rotary Year unless the Australian Securities and Investment Commission approves otherwise.

19.3. The notice convening the Annual General Meeting must be given at least 21 days in advance of the Annual General Meeting and specify that the meeting is an Annual General Meeting. The ordinary business to be conducted at the Annual General Meeting is:

- (1) the consideration of the annual financial report, Directors' report and auditor's report;
- (2) the confirmation in office of the Board of Directors selected in accordance with these Rules (as the case requires) for the current and/or next Rotary Year;
- (3) the appointment of the auditor;
- (4) the fixing of the auditor's remuneration; and
- (5) the status of the Company's incorporation.

19.4. The District Governor or any three Directors may convene a General Meeting whenever the District Governor or those Directors think fit by giving at least 21 days notice, provided that those same Directors may not convene more than one extraordinary general meeting in any six (6) month period.

19.5. The Directors who convene a general meeting under Rule 19.4 may, with the agreement of the District Governor, cancel that meeting by notice in writing to all District Clubs, but no meeting convened on the requisition of District Clubs may be cancelled without the consent of each convening District Club.

19.6. The District Governor may postpone a General Meeting or change the place at which it is to be held by notice not later than 72 hours prior to the time of the meeting to all persons to whom the notice of meeting (the first notice) was given. The postponing notice must specify the place, date and time of the further meeting. The meeting is taken to be duly convened under the first notice.

19.7. The District Governor must, on request in writing of the District Clubs representing not less than 10% of the total number of District Clubs convene a General Meeting of the Company;

19.8. A request by District Clubs for a General Meeting pursuant to Rule 19.7 must:

- (1) be in writing and state the objects of the meeting;
- (2) be signed by the Presidents of the District Clubs requesting the meeting; and
- (3) be sent to the registered office of the Company and the District Governor.

19.9. If the District Governor does not cause a General Meeting to be held within 1 month after the date on which the request is sent to the registered office of the Company, the District Clubs which make a request under Rule 19.7 may request the Secretary to convene a General Meeting to be held not later than 3 months after that date and the Secretary must then convene a General Meeting.

19.10. If a General Meeting is convened by District Clubs in accordance with this Rule 19, it must be convened in the same manner so far as possible as a meeting convened by three Directors.

20. Notice of General Meetings

20.1. Each notice convening a General Meeting must contain the information required by the Act.

20.2. The non-receipt of a notice convening a General Meeting by, or the accidental omission to give notice to, any person entitled to receive notice does not invalidate the proceedings at or any resolution passed at the meeting.

21. Telephonic and electronic/direct voting

21.1. A District Club which is located more than 100 kilometres from the venue of a proposed meeting may request to have its Elector(s) present at the proposed meeting by teleconference. If a majority of Directors consent to a District Clubs' Elector(s) being present at that meeting by teleconference, the Directors must (subject to appropriate teleconferencing facilities being available) use their best endeavours to facilitate the attendance of those District Clubs' Electors at the meeting by teleconference. A District Club Elector present via teleconference will be responsible for making the telephone call to the meeting, bear those telephone call charges and pay the proportionate cost of setting up teleconferencing facilities if there is more than one District Club present via teleconference, or the whole cost where there is only one member present via teleconference. A District Club

Elector present via teleconference must be permitted to vote by indicating orally whether they vote for or against a resolution.

21.2. A District Club's Elector present via teleconference at the meeting is deemed to be present at the meeting.

21.3. In addition to voting by a District Club's Elector(s) indicating orally whether they vote for or against a resolution in a permitted teleconference, the Directors may determine that at any General Meeting, District Clubs' Elector(s) who are entitled to attend that meeting are entitled to a direct vote without physically attending the General Meeting. A "direct vote" includes a vote delivered to the Secretary of the Company by post, fax or other electronic means approved by the Directors from time to time. The Directors may from time to time, specify the form, method and timing of giving a direct vote at a General Meeting in order for the vote to be valid.

21.4. If voting orally in a teleconference conducted pursuant to this Rule 21 or voting electronically pursuant to rule 21.3 involves any matters referred to in Rule 27.3, the arrangement set out in Rules 21.1, 21.2 and 21.3 (as applicable) shall apply equally to Provisional District Clubs and their Elector(s) in the same manner as those arrangements apply to District Clubs and Electors of District Clubs respectively.

22. Business of General Meetings

22.1. Unless the District Clubs' Electors present (and in the case of a General Meeting dealing with the matters referred to in Rule 27 .3, also the Provisional District Clubs' Electors) agree by majority otherwise, business must not be transacted at any General Meeting except as set out in the notice of meeting.

23. Quorum

23.1. Business must not be transacted at a General Meeting unless there is a quorum of District Club Electors present at the time when the meeting proceeds to business.

23.2. Except as otherwise provided in this Constitution, at least one half of the total number of District Clubs of the Company present by their Electors or proxy constitutes a quorum.

23.3. At any General Meeting dealing with the matters referred to in Rule 27.3, the quorum will be at least one half of the total number of District Clubs of the Company present by their Electors or proxy and one half of the total number of Provisional District Clubs present by their Electors or proxy.

24. If quorum not present

24.1. If a quorum is not present within 30 minutes after the time appointed for the meeting:

(1) where the meeting is convened on the requisition of District Clubs, the proposed meeting is automatically dissolved (subject to Rule 26.1);

(2) in any other case:

(a) the meeting stands adjourned to a day and at a time and place as the Directors decide or, if no decision is made by the Directors, to the same day in the next week at the same time and place ("the adjourned meeting"); and

(b) if at the adjourned meeting a quorum is not present within 20 minutes after the time appointed for the meeting, the meeting is automatically dissolved.

25. Chair of meetings

25.1. At every General Meeting:

(1) the District Governor, or in the District Governor's absence;

(2) the Vice Governor, or in the Vice Governor's absence;

(3) the District Governor-elect, or in the District Governor-elect's absence;

(4) a Director as chosen by Directors present at the meeting, or in the absence of all Directors;

(5) an Elector of a District Club as elected by District Clubs' Electors present at the meeting;

is to preside as Chairman.

26. Adjournments

26.1. The chairman may and must if so directed by the meeting, adjourn the meeting from time to time and from place to place.

26.2. The only business which may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

26.3. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

26.4. Except as provided by Rule 26.3, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

27. Voting at General Meetings

27.1. The provisions of the Rotary International By-Laws from time to time which determine (in respect of each District Club) such things as:

(1) The selection, certification and sending of Electors;

(2) The number of Electors and votes to which each such club is entitled; and

(3) How those Electors must cast such votes,

at any District Conference or District Resolutions Meeting (if one is held separately) ("the meeting rules") shall, with all necessary amendments, apply to any General Meeting of the Company and this Constitution shall be read subject to and applied consistently with the meeting rules.

27.2. Subject to Rules 21 and 27.3, any resolution to be considered at a General Meeting is to be decided on a show of hands of the District Rotarians in attendance.

27.3. For any General Meeting before the Restructure Year at which the issues listed in Rule 27.4 hereof are to be dealt with, Provisional District Clubs are to be given notice of the meeting in the same manner as District Clubs are to be given such notice and at any such General Meeting, Provisional District Clubs and Provisional District Rotarians shall, notwithstanding anything else in this Constitution or provided elsewhere, have the same voting rights as District Clubs and District Rotarians respectively, with respect to attending and participating in any vote in relation to the matters listed in Rule 27.4 hereof.

27.4. A District Rotarian may not vote or be heard on (except as an Elector) at a General Meeting on matters submitted to a vote in respect of:

- (1) the selection of a District Governor-nominee;
- (2) election of a member and alternate member of the nominating committee for director;
- (3) composition and terms of reference of the nominating committee for District Governor;
- (4) election of the representative and alternate representative of District 9600 to the Council on Legislation; and
- (5) the amount of the per capita levy.

27.5. A declaration by the chairman that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting are conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.

27.6. Despite the Act, any Elector has the right to demand a poll upon any matter presented to a General Meeting.

27.7. All decisions and elections which would otherwise be taken or held at a General Meeting may be made by the District Clubs by a ballot-by-mail which must be signed by all members entitled to vote.

27.8. A ballot-by-mail must follow as nearly as possible the procedures set out in the Constitutional Documents.

28. Procedure for polls

28.1. A poll when demanded must be taken in the manner and at the time provided for in the Constitutional Documents.

28.2. The result of the poll is a resolution of the meeting at which the poll was demanded.

28.3. If a poll has been demanded at a meeting, the meeting may continue with the transaction of business other than the resolution on which the poll was demanded.

29. Chairman's casting vote

29.1. In the case of an equality of votes on a show of hands or on a poll the chairman of the meeting will have a casting vote.

30. Representation and voting of District Clubs

30.1. A District Club may only vote at a General Meeting of the Company by its Elector or if no Elector is able to attend, a duly appointed proxy or attorney. At any General Meeting of the nature referred to in Rule 27.3, a Provisional District Club may only vote at such meeting by its Elector and if no Elector is able to attend, a duly appointed proxy or attorney.

30.2. On each matter submitted to a vote to which this Rule 30 applies at any General Meeting, each District Club must vote in accordance with the meeting rules referred to in Rule 27.1.

30.3. A District Club entitled to cast more than 1 vote may either:

- (1) appoint Electors equal in number to the number of votes to which it is entitled; or
- (2) authorise 1 Elector to exercise all its votes.

30.4. The Elector(s) of a District Club at a General Meeting of the Company is or are:

- (1) its President if present at any General Meeting of the Company (except District Training Assembly);
- (2) its President Elect (or his or her duly authorised designated representative pursuant to the Constitutional Documents in the absence of the President Elect) at the District Training Assembly; or
- (3) 1 or more District Rotarians who are members of and duly selected and certified by that District Club as its Elector(s) pursuant to the Constitutional Documents for the relevant meeting.

30.5. A District Club must give formal written notice of appointment of;

- (1) the designated representative appointed under Rule 30.4 (2); and
- (2) its Elector(s) appointed under Rule 30.4 (3)

in accordance with the meeting rules and comply with the provisions of Rule 30 as to notice to the Company but is not otherwise required to give such notice.

30.6. If a District Club is entitled to vote at a General Meeting, its Elector(s) must cast such vote(s) in the manner required by the Constitutional Documents.

30.7. An Elector or proxy appointed to attend and vote for a District Club at a General Meeting has the same rights as a District Club:

- (1) to be heard at the meeting;
- (2) to vote (but subject to any limitations imposed in the appointment, the meeting rules and these Rules); and
- (3) to demand a poll.

30.8. Notice of the appointment of an Elector, may be given by formal notice of such appointment duly signed on behalf of the District Club by its President and its Secretary or by the Elector signing the attendance book maintained to record attendance at such meeting.

30.9. The formal notice or, as the case requires, the attendance book must contain the following information:

- (1) the District Club's name;
- (2) the Elector's name or the name of the office held by the Elector;
- (3) the meetings at which the appointment may be used; and
- (4) the number of votes which the Elector is authorised to cast.

30.10. The following rules apply to such appointments:

- (1) an appointment may be a standing one and may authorise an Elector to vote at his or her discretion;
- (2) an undated appointment is taken to have been dated on the day it is given to the Company;
- (3) an appointment may specify the way the Elector is to vote on a particular resolution. If it does, the Elector must vote accordingly;
- (4) an appointment does not have to be witnessed; and
- (5) a later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

30.11. A District Club is not entitled to vote at a General Meeting unless all sums presently payable by the District Club in respect of membership of the Company and Rotary International have been paid in full.

31. Objections to qualification to vote

31.1. An objection to the qualification of a District Club to vote may be raised only at the meeting or adjourned meeting at which the vote objected to is tendered.

31.2. Any objection must be referred to the chairman of the meeting, whose decision is final.

31.3. A vote allowed after an objection is valid for all purposes.

32. Proxies

32.1. A District Club may designate a proxy for its absent Elector(s) at any General Meeting of the Company.

32.2. The proxy must be a District Rotarian and may be a member of the designating District Club.

32.3. The proxy designation must be certified by the president and secretary of the relevant club.

32.4. The proxy is entitled to vote as proxy for the non-attending Elector of a District Club.

33. Form of proxy

33.1. An instrument appointing a proxy must be in writing and signed by the president and secretary of the District Club on whose behalf the appointment is made.

33.2. A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting has been indicated to the proxy by the District Club appointing the proxy.

33.3. An instrument appointing a proxy may be in any form that the Directors may accept or stipulate.

34. Lodgement of powers of attorney and proxies

34.1. For an instrument appointing an attorney to act on behalf of a District Club at all meetings of the Company (or at all meetings for a specified period) to be effective, the following documents must be received by the Company not less than 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting or adjourned meeting at which the attorney proposes to vote:

- (1) the power of attorney or a certified copy of that power of attorney; and
- (2) any evidence that the Directors may reasonably require of the validity and non- revocation of that power of attorney.

34.2. For the purposes of Rule 34.1, the Company receives these documents when they are received at any of the following:

- (1) the Company's registered office;
- (2) a fax number at the Company's registered office; or
- (3) a place, fax number or electronic address specified by the Company for the purpose in the notice of meeting.

34.3. For an instrument (other than a power of attorney) appointing an Elector or proxy of a District Club to be effective, it must be received by the Company (at the place, fax number or electronic address specified by the Company for the purpose in the notice convening the meeting) not less than 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting or adjourned meeting at which the proxy proposes to vote.

35. Validity of proxies

35.1. A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite the revocation of the instrument (or of the authority under which the instrument was executed) or the power if no notice in writing of the revocation has been received by the Company at its registered office at least 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.

35.2. A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

36. Where proxy is incomplete

36.1. No instrument appointing a proxy is treated as invalid merely because it does not contain:

- (1) the address of the appointor or of a proxy;
- (2) the proxy's name or the name of the office held by the proxy; or
- (3) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.

36.2. Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the chairman of the meeting.

ATTACHMENT

A

Amended Version

Dated 1st September 2018

**Constitution of
Rotary International District 9600
Limited**

Table of Contents

1. General	1
2. Inconsistency.....	4
3. Replaceable Rules	5
4. Actions authorised under the Act and compliance with the Act.....	5
5. Objects	5
6. Rotary International.....	6
7. Application of income and property.....	6
8. Administration and Standing Procedures.....	7
9. District Governor Role and Selection of the District Governor Nominee Designate	8
10. Other Officers.....	10
11. Limited Liability.....	10
12. Extent of Liability	10
13. Members	10
14. Membership fee and annual subscription	11
15. Winding Up.....	11
16. Indemnity.....	12
17. Common Seal.....	12
18. Convening meetings.....	13
19. Notice of General Meetings	14
20. Telephonic and electronic/direct voting.....	14
21. Business of General Meetings	14
22. Quorum.....	15
23. If quorum not present	15
24. Chair of meetings.....	15
25. Adjournments.....	15
26. Voting at General Meetings	16
27. Procedure for polls and secret ballot	16
28. Chair's casting vote	17
29. Representation and voting of District Clubs.....	17
30. Objections to qualification to vote.....	18
31. Proxies.....	18
32. Form of proxy.....	18
33. Lodgment of powers of attorney and proxies	19
34. Validity of proxies	19
35. Where proxy is incomplete.....	19
36. Rights of officers and advisers to attend General Meeting.....	20
37. Composition of the Board of Directors.....	20

38.	Vacation of office	20
39.	Validity of actions	20
40.	Appointments cease	21
41.	Powers of Directors	21
42.	Appointment of attorneys.....	21
43.	Negotiable instruments	21
44.	Proceedings	21
45.	Meetings via technology.....	22
46.	Quorum at meetings	22
47.	Vacancies	22
48.	Proceedings at meetings.....	22
49.	Director's Interest.....	23
50.	Alternate Directors	24
51.	Committees	24
52.	Written resolutions by Directors.....	24
53.	Defects in appointments.....	25
54.	Standing Procedures	25
55.	Not Used	25
56.	Executive Committee	25
57.	Appointment of agents	26
58.	Notices generally	26
59.	Notices for General Meetings.....	27
60.	Dispute Resolution	27

Company limited by guarantee and not having a share capital

Constitution of

Rotary International District 9600 Limited

Introduction

1. General

1.1 Definitions

In this Constitution, unless the contrary intention appears:

- (1) **Additional Territory** means any geographical area not a part of District 9600 as at 1 July 2018, but which, as a consequence of the Restructure, is included in the geographical area to form part of Rotary District 9620.
- (2) **Act** means the Corporations Act 2001 and includes any amendment or re-enactment of it or any legislation passed in substitution for it;
- (3) **Annual General Meeting** means the annual meeting of the members of the Company required to be held each year under the Act and this Constitution;
- (4) **Assistant Governors** are appointed by the District Governor-elect with responsibilities as detailed in 17.030.1 of the Rotary Code of Policies.
- (5) **Board of Directors or Board** means collectively the Directors of the Company so described in this Constitution;
- (6) **Constitutional Documents** means the Rotary International Constitution, the Rotary International By-Laws, the Standard Rotary Club Constitution, the Rotary Code of Policies and the Rotary International Manual of Procedure as amended from time to time;
- (7) **Committee** means a body established in accordance with Rule 51 to assist in the administration of the affairs of District 9600 and, upon the Restructure, District 9620;
- (8) **Company** means Rotary International District 9600 Limited, known by that name or which may be known upon the Restructure, as Rotary International District 9620 Limited;
- (9) **Corporation** means any body corporate whether incorporated in the Commonwealth of Australia or elsewhere;
- (10) **Director** means a Director of the Company and includes all members of the Board;
- (11) **District** means a geographical area in which Rotary Clubs are grouped for Rotary International administrative purposes, pursuant to the Constitutional Documents;
- (12) **District Club** means a Rotary Club that has its Club locality within District 9600 and upon the Restructure, shall mean a Rotary Club, which has its Club locality within District 9620;
- (13) **District Governor** means the Officer of Rotary International duly elected pursuant to the Constitutional Documents to the office of Governor of District 9600 provided that in and after

the Restructure Year, it shall mean the Officer of Rotary International duly elected pursuant to the Constitutional Documents to the office of Governor of District 9620;

- (14) **District Governor-elect** means the person who, pursuant to the Constitutional Documents, has been appointed to serve as Governor of District 9600 in the next Rotary Year provided that in and after the Restructure Year, it shall mean the person who, pursuant to the Constitutional Documents, has been appointed to serve as District Governor-elect of District 9620;
- (15) **District Governor-nominee** means the person who, pursuant to the Constitutional Documents, has been appointed to serve as District Governor-elect of District 9600 in the next Rotary Year provided that in and after the Restructure Year it shall mean the person who, pursuant to the Constitutional Documents, has been appointed to serve as District Governor Nominee of District 9620;
- (16) **District Governor's Year** means the Rotary Year in which a District Rotarian serves as District Governor;
- (17) **District Rotarian** means a Rotarian who is a member of a District Club;
- (18) **District 9600** means the geographical area promulgated by the President of Rotary International from time to time that constitutes Rotary International District 9600.
- (19) **District 9620** means the geographical area promulgated by the President of Rotary International from time to time that constitutes Rotary International District 9620 upon the Restructure.
- (20) **Elector** means the District Rotarian(s) duly authorised to cast a vote or votes on behalf of his or her District Club at a General Meeting of the Company and in the case of any General Meeting of the nature referred to in Rule 26 hereof;
- (21) **General Meeting** means any meeting of the District Clubs at any time, which may be
 - (a) but is not limited to meetings known as District Conference, District Resolutions Meeting
 - (b) (if one is held separately), and District Training Assembly;
- (22) **Immediate Past District Governor** means:
 - (a) subject to Rule 1.1, 21(b), the person who, pursuant to the Constitutional Documents, served as the District Governor of District 9600, and, upon the Restructure, of District 9620 in the Rotary Year immediately preceding a current Rotary Year;
 - (b) in the Restructure Year only, the Immediate Past District Governors of the Company shall be the persons who served in the Rotary Year immediately preceding the Restructure Year as the District Governors for Districts 9600, 9630 and 9640;
- (23) **Member** means a District Club and where the context permits (and is appropriate in the reasonable opinion of the Board), a Provisional District Club;
- (24) **Month** means a calendar month;
- (25) **Notice** includes any communication in writing or email;
- (26) **Objects** of the Company means the objects of the Company set out in Rule 5.1;

- (27) **Officer** of the Company has the meaning set out in the Act;
- (28) **Prescribed Rate** means the base rate charged by the Company's principal banker to corporate customers from time to time in respect of overdraft loans in excess of one hundred thousand dollars (\$100,000.00) calculated on a daily basis and a year comprised of 365 days;
- (29) **Provisional District** means a District of Rotary International as at 1 January 2018 which is not District 9600 but which is contiguous with it and which, the Board reasonably believes, based on information provided to it by Rotary International, will be affected by the Restructure;
- (30) **Provisional District Club** means a Rotary Club that is in a Provisional District;
- (31) **Provisional District Rotarian** means a Rotarian who is a member of a Provisional District Club;
- (32) **Register** means the register of District Clubs kept pursuant to Rule 14.5 and the Act;
- (33) **Restructure** means the formal implementation of changes to the legal identity and geographical area of Rotary International Districts 9600, 9630 and 9640 to be promulgated by the President of Rotary International in 2021 to form District 9620;
- (34) **Restructure Year** means the Rotary Year commencing when or immediately after the Restructure is implemented;
- (35) **Rotarian** means a person who is a member (other than an honorary member) in good standing of a Rotary Club;
- (36) **Rotary Club** means a body of Rotarians which:
- (a) has been admitted to membership of Rotary International; and
 - (b) is functioning and remains a member in good standing of Rotary International;
- (37) **Rotary International** means the association of Rotary Clubs throughout the world known as Rotary International registered in the United States of America under the Illinois general *Not for Profit Corporation Act of 1996*;
- (38) **Rotary International By-Laws** means the by-laws adopted by Rotary International as amended from time to time;
- (39) **Rotary International Constitution** means the Constitution adopted by Rotary International as amended from time to time;
- (40) **Rotary International Manual of Procedure** means the compilation of statements of policies and procedures adopted by Conventions, the Council on Legislation, the Rotary International Board of Directors and the Trustees of the Rotary Foundation of Rotary International, which also incorporates the other Constitutional Documents and other legal documents;
- (41) **Rotary Year** means the year ending 30 June;
- (42) **Rules** means the provisions of this Constitution as amended from time to time and a reference to a provision of these Rules is a reference to that provision as amended from time to time;

- (43) **Seal** means the Common Seal (if any) of District 9600 and, after the Restructure, District 9620;
- (44) **Standing Procedures** means the Standing Procedures for the management of the District adopted by District 9600 as amended from time to time; and

1.2 Subject to Rule 2, unless the context otherwise requires:

- (1) Terms or expressions defined or in common use in the Constitutional Documents have a similar meaning in these Rules.
- (2) Subject to the requirements of the Act, where any such term or expression defined, used or incorporated by reference in these Rules, or its meaning is varied or changed in accordance with the requirements of the Constitutional Documents from time to time, then these Rules shall be construed as if they have been similarly varied or changed.

1.3 Interpretation

- (1) Where the context permits, the words "District 9600" will read "District 9620" for all relevant purposes from 1 July, 2021 to give effect to the Restructure;
- (2) Reference to:
 - (a) one gender includes the others;
 - (b) the singular includes the plural and the plural includes the singular; and
 - (c) a person includes a body corporate.
- (3) Except so far as the contrary intention appears in this Constitution:
 - (a) an expression in this Constitution has the same meaning as in the Act; and
 - (b) if an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (4) "Including" and similar expressions are not words of limitation.
- (5) Headings and any table of contents or index are for convenience only and do not form part of this Constitution or affect its interpretation.
- (6) All references to money are taken to be in Australian Dollars, unless otherwise stated.
- (7) "In writing" and "written" includes all modes of reproducing or representing words in a visible form including all electronic means.

2. Inconsistency

2.1 To the extent that there is any inconsistency between a provision in any of the documents referred to in Rule 2.1(2) and other provisions in any of them or between a provision in any of those documents and a provision in any other document referred to in any of them:

- (1) a specific provision takes precedence over a general provision; and

(2) otherwise, to the extent necessary to resolve the inconsistency but subject always to the requirements of the Act, the following order of precedence applies:

- (a) the Rotary International Constitution;
- (b) the Rotary International By-laws;
- (c) the Rotary International Manual of Procedure;
- (d) the Rotary Code of Policies;
- (e) these Rules; and
- (f) the Standing Procedures.

3. Replaceable Rules

3.1 The replaceable rules contained in the Act do not apply to the Company.

4. Actions authorised under the Act and compliance with the Act

4.1 Where the Act authorises or permits a Company to do any matter or thing if so authorised by its constitution, the Company is and will be taken by this Rule to be authorised and permitted to do that matter or thing, provided it complies with Rule 5, despite any other provisions of this Constitution.

5. Objects

5.1 The Objects of the Company are:

- (1) To further the Object of Rotary by:
 - (a) providing leadership and supervision of the District Clubs;
 - (b) helping the individual District Clubs advance the Object of Rotary;
 - (c) owning, leasing or otherwise holding assets or an interest in assets for the benefit of the District and/or one or more District Clubs, as the Board determines in its sole discretion from time to time, including for example but without limitation, plant and equipment and real property; and
 - (d) holding, maintaining and utilizing cash or other financial reserves or provisions for the benefit of the District and/or one or more District Clubs, as the Board determines in its sole discretion from time to time;
- (2) to encourage, promote, extend and support District Clubs and to co-ordinate their activities;
- (3) to assist the District Governor in coordinating the activities of District Clubs and in the performance of his or her duties and responsibilities under the Constitutional Documents, these Rules, the Standing Procedures and the District Strategic Plan;
- (4) to ensure continuity within District 9600 and, upon the Restructure, District 9620 by working with the past, current and incoming District leaders in fostering effective District Clubs;
- (5) to assemble and disseminate information and knowledge about matters affecting Rotary International, District 9600 and, upon the Restructure, District 9620, the Rotary Foundation of Rotary International and District Clubs to District Rotarians and the public;

- (6) to work with the District Clubs and their leaders to encourage participation in the District Strategic Plan(s);
 - (7) to provide inspiration and motivation to the District Clubs;
 - (8) to promote, demonstrate, advance and encourage interest and participation in the administration, meetings, happenings and events involving District Clubs and District Rotarians;
 - (9) to co-operate with any Government or private body in fostering the Objects of the Company and Rotary International;
 - (10) not to diminish the services provided by District Clubs and District Rotarians on a local level;
 - (11) to raise funds, undertake projects and receive donations or grants in the furtherance of its Objects;
 - (12) to expend all monies and funds raised or received for the furtherance of its Objects;
 - (13) not to conduct the Company activities for the direct or indirect profit or gain for its Members;
 - (14) generally to do all things which in the opinion of the Board of Directors are incidental or conducive to the attainment of the above Objects or any of them; and
 - (15) on 1 July, 2021 or as soon as practical thereafter, to change its name to Rotary International District 9620 Limited if so decided in a General Meeting of the Company to give effect to the Restructure;
 - (16) upon the Restructure, to take over the assets and liabilities of District 9630 and 9640 and to change the Company name to Rotary International District 9620 Limited.
- 5.2 Nothing in this Rule 5 will be construed to limit the manner in which the Company may exercise its powers to pursue the Objects stated in Rule 5.1.
- 5.3 The Company can only exercise its powers under the Act to:
- (1) carry out the Objects in Rule 5.1; and
 - (2) do all things incidental or convenient in relation to the exercise of power under Rule 5.1.
- 5.4 When interpreting the Objects in Rule 5.1, each Object may be construed jointly or separately and independently of any other Objects, as the case requires.

6. Rotary International

- 6.1 This Company has been formed with the express approval of Rotary International and its operation is subject to the continued approval by Rotary International. If the approval of Rotary International is withdrawn this Company must wind itself up or cease all association with Rotary International as well as change its name so it no longer refers to Rotary or Rotary International.

Income and Property

7. Application of income and property

- 7.1 The Company may only act as a non-profit and non-share capital corporation.

- 7.2 Subject to Rules 7.3 and 7.4, income and property of the Company must be applied solely towards the promotion of the Objects of the Company set out in Rule 5 and no portion of it may be paid or transferred, directly or indirectly, to any District Club, Rotarian, Director or other Officer of the Company whether by way of dividend, bonus or otherwise.
- 7.3 Nothing in Rules 7.1 or 7.2 prevents any payment in good faith by the Company of:
- (1) reasonable and proper remuneration to any District Club or District Rotarian for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
 - (2) payment or reimbursement of out-of-pocket expenses incurred by a District Club or District Rotarian on behalf of the Company where the amount payable does not exceed an amount previously approved by the Directors or where the incurring of the expense is ratified by the Directors;
 - (3) moneys to a District Rotarian, being a person engaged in any profession or business, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service; or
 - (4) interest at a rate not exceeding the Prescribed Rate on money borrowed from a District Club.
- 7.4 The Company must not pay fees to Directors, however the Company may make payments in good faith for:
- (1) the payment or reimbursement of out-of-pocket expenses incurred by a Director in the performance of the Director's duties to the Company where the amount payable does not exceed an amount previously approved by the Directors or where the Directors ratify the incurring of the expense;
 - (2) moneys owing to any Director, being a person engaged in any profession or business, for all usual professional or other charges for work done by that person or that person's firm or employer where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service;
 - (3) an insurance premium in respect of a contract insuring a Director to which subsection 212(1) of the Act refers or the provision of a financial benefit to a Director which would be permitted by the Act were the Company a public company; and
 - (4) any other payment to any Director approved for good cause in furtherance of the Objects of the Company approved by the other Directors.
- 7.5 Nothing in these Rules prevents the District Governor or other Officer of the Company from receiving and retaining any moneys paid or allowed to them by Rotary International in the course of their service to Rotary International.

8. Administration and Standing Procedures

- 8.1 The Company will be managed by or under the direction of a Board of Directors.
- 8.2 The Board of Directors shall comprise not less than 6 nor more than 9 District Rotarians and the Board will be responsible for the internal administration of the Company.

8.3 The District Rotarians holding the positions of:

- (1) District Governor;
- (2) the Immediate Past District Governor who served in District 9600;
- (3) in the Restructure Year only, each Immediate Past District Governor who served as the District Governor for each Provisional District;
- (4) the District Governor-elect;
- (5) District Governor-nominee;
- (6) District Secretary;
- (7) District Treasurer

in each Rotary Year shall always be members of the Board of Directors and Officers of the Company.

8.4 The District Governor-elect must within a reasonable time preceding his or her District Governor's year give notice in writing to the District Secretary and Company Secretary of the full names, addresses and other relevant particulars of the District Rotarians who are to serve as members of the Board of Directors in the next Rotary year.

8.5 In accordance with Rotary International Code of policy 17.020.1 9) the District Governor shall report annually to the Clubs on the state of the District incorporation.

8.6 A new Board of Directors (constituted as provided in this Rule) shall take office at the commencement of each Rotary year.

8.7 The Board may make, amend or repeal Standing Procedures, not inconsistent with this Constitution for the good order, business conduct and management of the Company.

8.8 The Board shall notify District Clubs of any changes to the Standing Procedures.

8.9 A Standing Procedure may be set aside or amended at a General Meeting.

9. District Governor Role and Selection of the District Governor Nominee Designate

9.1 The District Governor is:

- (1) the officer of Rotary International in the District functioning under the general control and supervision of the Board of Rotary International;
- (2) charged by Rotary International with the duty of furthering the Object of Rotary by providing leadership and supervision of the District Clubs; and
- (3) the highest-ranking Officer of the Company.

9.2 Notwithstanding anything to the contrary contained in the Act:

- (1) the District Governor is the Chair of the Company; and
- (2) where the word "Chair" is used, it refer to the District Governor for the time being during the period he or she holds office as District Governor.

- 9.3 The powers, duties and obligations of the District Governor are as set out in the Constitutional Documents and may also be contained in the Standing Procedures and the District Leadership Plan.
- 9.4 The District Governor will appoint and at his or her discretion delegate functions of the management of the Company to Assistant Governors and Committees.
- 9.5 Despite Rules 9.1, 9.2, 9.3 and 9.4, the powers of the Chair do not include the powers of the Board that must be exercised by the Board. The Board shall not divest its future exercise of discretions whether conferred by the Act or this Constitution.
- 9.6 The District Governor Nominee Designate shall be appointed by the District Nominating Committee.
- 9.7 The District Nominating Committee for that purpose shall comprise:
- (a) The District Governor (Category 1);
 - (b) The District Governor-elect (Category 2);
 - (c) The Immediate Past District Governor of District 9600, who shall be Chair (Category 3);
 - (d) One District Rotarian who has held the office of Assistant Governor or who has served as Chair of one of the District Committees for a full term during the five years prior to the nomination of the Committee (Category 4);
 - (e) Two District Rotarians who have held office for a full term as President of a District Club during the five years prior to nomination of the Committee provided that there shall be no more than one such person from any particular Club (Category 5).
 - (f) On and after the Restructure the nominating panel for the first two District Governor Nominee of District 9620 will be as follows:
 - An immediate Past District Governor of either Rotary District 9600, 9630 or 9640, who shall be the Chair of the nominating committee. Selection of the Chair will be a majority decision of the District Governors;
 - The District Governors and District Governors-Elect of each Rotary Districts 9600, 9630 and 9640;
 - A District Rotarian, who has held the office of Assistant Governor, or who has served as Chair of one of the District Committees for three years in either Rotary District 9600 or 9630 or 9640 during the five years prior to the meeting of this nominating committee. Selection of this Rotarian will be made by a majority decision of a committee consisting of the Chair and the District Governors;
 - Two District Rotarians who have held office for one year within the previous five years as President of a Rotary Club in either Rotary District 9600 or 9630 or 9640. Selection of these Rotarians will be made by a majority decision of a committee consisting of the Chair and the District Governors, provided that both Rotarians have not been Presidents of Rotary Clubs in the same District.
- 9.8 The composition of the Nominating Committee must be finalized before 30 November.

Nominations for the position of District Governor Nominee will be called no later than 31 December.

Applications for the position of District Governor Nominee will close on 20 February.

Selection of the District Governor Nominee will be announced no later than the 1 April.

10. Other Officers

- 10.1 A District Rotarian will, in accordance with the Act, be appointed by the Board of Directors to the position of Company Secretary upon such conditions as the Board may think fit and any person so appointed may be removed by the Board.
- 10.2 The Board of Directors may appoint an Acting Secretary as temporary substitute for the Company Secretary. Whilst exercising such office, the Acting Secretary will be deemed to be the Company Secretary for the purpose of this Constitution.
- 10.3 A District Rotarian will, in accordance with the *Income Tax Assessment Act 1936*, be appointed by the Board to the position of Public Officer of the Company upon such conditions as the Board may think fit and any person so appointed may be removed by the Board.
- 10.4 Except as provided for in Rules 10.1, 10.2 and 10.3, the Board of Directors may from time to time:
- (1) create any position or positions in the Company conferred with any powers or responsibilities as the District Governor may from time to time determine; and
 - (2) appoint any person, whether or not a Director, to any position or positions created under Rule 10.4(1).
- 10.5 The District Governor may at any time terminate the appointment of a person holding a position created under Rule 10.4 and may abolish the position if lawfully permitted to do so.
- 10.6 Each Officer of the Company and any person appointed under Rule 10.1, 10.2, 10.3 and 10.4(2) must be a District Rotarian.

Liability

11. Limited Liability

- 11.1 The liability of the Members is limited.

12. Extent of Liability

- 12.1 Each Member undertakes to contribute to the property of the Company if the Company is wound up while it is a member or within 1 year after it ceases to be a member, for payment of the Company's debts and liabilities contracted before it ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding \$10.00.

Membership

13. Members

- 13.1 The number of District Clubs with which the Company proposes to be registered or which shall be Members of the Company is not limited.
- 13.2 The membership of the Company shall comprise and be strictly limited to District Clubs including, after the Restructure, those Provisional District Clubs which become District Clubs upon the Restructure.

- 13.3 A District Club (including, after the Restructure, a Provisional Club which becomes a District Club) may consent to become a member of the Company and have its membership entered on the Register once that District Club provides evidence satisfactory to the Company that:
- (1) Rotary International has granted to that District Club a Certificate of Membership in Rotary International; and
 - (2) It has paid any applicable membership fee to the Company.
- 13.4 The admission to or removal from membership of Rotary International of a District Club immediately and automatically results in a corresponding change in the Membership of the Company.
- 13.5 The Company Secretary must cause a Register to be kept in accordance with the Act in which will be entered the names and addresses of all District Clubs admitted to membership of the Company and the date of admission.

14. Membership fee and annual subscription

- 14.1 Fees and subscriptions will be established through the process of budget estimates for the succeeding Rotary Year, such estimates being prepared by the District Governor-elect for their District Governor's Year in consultation with the District Finance Committee, notice of which must be provided to District Clubs at least 28 days prior to the General Meeting at which that budget is to be considered and approved or amended.
- 14.2 The District 9600 and, upon Restructure, District 9620 budget shall be financed by the District Clubs by way of a per capita levy on the members of those clubs. The amount of the levy shall be decided in accordance with the relevant provisions of the Rotary International By-Laws in force from time to time.
- 14.3 The per capita levy is mandatory on all District Clubs.

15. Winding Up

- 15.1 The Company must immediately and automatically cease operations and must be wound up in accordance with the Act after the following has occurred: -
- (1) the directive of the Rotary International board; or
 - (2) the approval of two-thirds of the District Clubs in a vote at the General Meeting to be held at the District Conference, at any other Special General Meeting convened under the Act or in a ballot-by-mail.
- 15.2 The District Governor must give the Rotary International board:
- (1) notice of any decision by the District Clubs to wind up the Company; and
 - (2) a final report upon the completion of the process of winding up the Company.
- 15.3 If, upon the winding-up or dissolution of the Company in accordance with the Act there remains, after satisfaction of all its debts and liabilities, any property of any kind (surplus) then that surplus must not be paid to, or distributed among the District Clubs, but must be given or transferred to some other organisation(s) or institution(s) having objects similar to the Objects of the Company which continue(s) to perform the Company's activities in respect to the District Clubs (for example some other Rotary District(s)), or if there is no such entity, one or more organisations or institutions with objects similar to those of the Company provided the relevant organisation or institution has a

memorandum of association or constitution which prohibits distribution of its or their income and property among its members to an extent at least as great as is imposed on the Company under Rule 7.2 of this Constitution, any organisation(s) or institution(s) to be determined by the District Clubs at or before the time of dissolution, and in default of any such determination by application to the Supreme Court of Queensland for determination.

16. Indemnity

- 16.1 To the extent permitted by the Act and without limiting the powers of the Company, the Company must indemnify and indemnifies each person who is, or has been, an Officer of the Company against any liability which results directly or indirectly from facts or circumstances relating to the person serving or having served in that capacity in relation to the Company:
- (1) whether or not the liability arises from a prior contingent liability, and provided that the liability does not arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and
 - (2) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted, or in connection with any application in relation to proceedings in which the court grants relief to the person under the Act.
- 16.2 The Company need not indemnify a person as provided for in Rule 16.1 in respect of a liability to the extent that the person is entitled to an indemnity in respect of that liability under a contract of insurance.
- 16.3 To the extent permitted by the Act and without limiting the powers of the Company, the Directors may authorise the Company to, and the Company may enter into any:
- (1) documentary indemnity in favour of; or
 - (2) insurance policy for the benefit of, a person who is, or has been, an employee or Officer of the Company, which indemnity or insurance policy may be in such terms as the Directors approve and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.
- 16.4 The benefits of each indemnity given in Rule 16.1 continues, even after its terms or the terms of this Rule 16 are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

17. Common Seal

- 17.1 The Company may have a common seal. If the Company has a common seal it may also have a duplicate common seal.
- 17.2 A seal may only be used by the authority of the District Governor or a resolution of the Board. Every document to which the seal is affixed must be signed by the District Governor (or in his or her absence, the immediate Past District Governor) and the District Treasurer (or in his or her absence, one other Director).
- 17.3 This Rule 17 does not limit the ways in which the Company may execute a document.
- 17.4 This Rule 17 does not otherwise limit the ways in which the Company may execute a document provided always that any deed or other document intended to bind the Company to a contractual or

similar legal obligation or pursuant to which the Company will incur an indebtedness in excess of \$1,000.00 must be signed in the same manner as Rule 17.2.

General Meetings

18. Convening meetings

18.1 The Company must, in each Rotary Year, hold:

- (1) an Annual General Meeting; and
- (2) General Meetings convened in accordance with these Rules or the Act including any such meeting that may be held in conjunction with the District Training Assembly and the District Conference.

18.2 The District Governor may determine the date, time and place of those meetings in his or her District Governor's Year but the Annual General Meeting must be held at least once in each calendar year and within 5 months of the end of each Rotary Year unless the Australian Securities and Investment Commission approves otherwise.

18.3 The notice convening the Annual General Meeting must be given at least 21 days in advance of the Annual General Meeting and specify that the meeting is an Annual General Meeting. The ordinary business to be conducted at the Annual General Meeting is:

- (1) the consideration of the annual financial report, Directors' report and auditor's report;
- (2) the confirmation in office of the Board of Directors selected in accordance with these Rules (as the case requires) for the current and/or next Rotary Year;
- (3) the appointment of the auditor;
- (4) the fixing of the auditor's remuneration; and
- (5) the status of the Company's incorporation.

18.4 The District Governor or any three Directors may convene a General Meeting whenever the District Governor or those Directors think fit by giving at least 21 days' notice, provided that those same Directors may not convene more than one extraordinary general meeting in any six (6) month period.

18.5 The Directors who convene a general meeting under Rule 18.4 may, with the agreement of the District Governor, cancel that meeting by notice in writing to all District Clubs, but no meeting convened on the requisition of District Clubs may be cancelled without the consent of each convening District Club.

18.6 The District Governor may postpone a General Meeting or change the place at which it is to be held by notice not later than 72 hours prior to the time of the meeting to all persons to whom the notice of meeting (the first notice) was given. The postponing notice must specify the place, date and time of the further meeting. The meeting is taken to be duly convened under the first notice.

18.7 The District Governor must, on request in writing of the District Clubs representing not less than 10% of the total number of District Clubs convene a General Meeting of the Company;

18.8 A request by District Clubs for a General Meeting pursuant to Rule 18.7 must:

- (1) be in writing and state the objects of the meeting;

- (2) be signed by the Presidents of the District Clubs requesting the meeting; and
- (3) be sent to the registered office of the Company and the District Governor.

18.9 If the District Governor does not cause a General Meeting to be held within 1 month after the date on which the request is sent to the registered office of the Company, the District Clubs which make a request under Rule 18.7 may request the Company Secretary to convene a General Meeting to be held not later than 3 months after that date and the Company Secretary must then convene a General Meeting.

18.10 If a General Meeting is convened by District Clubs in accordance with Rule 18.7, it must be convened in the same manner so far as possible as a meeting convened under Rule 18.4.

19. Notice of General Meetings

19.1 Each notice convening a General Meeting must contain the information required by the Act.

19.2 The non-receipt of a notice convening a General Meeting by, or the accidental omission to give notice to, any person entitled to receive notice does not invalidate the proceedings at or any resolution passed at the meeting.

20. Telephonic and electronic/direct voting

20.1 A District Club may request to have its Elector(s) present at a General Meeting by teleconference. If a majority of Directors consent to Elector(s) being present at that meeting by teleconference, the Directors must (subject to appropriate teleconferencing facilities being available) use their best endeavours to facilitate the attendance of those Electors at the meeting by teleconference. An Elector present via teleconference will be responsible for making the telephone call to the meeting and an Elector present via teleconference must be permitted to vote by indicating orally whether they vote for or against a resolution.

20.2 An Elector present via teleconference at the meeting is deemed to be present at the meeting.

20.3 In addition to voting by Elector(s) indicating orally whether they vote for or against a resolution in a permitted teleconference, the Directors may determine that at any General Meeting, Elector(s) who are entitled to attend that meeting are entitled to a direct vote without physically attending the General Meeting. A "direct vote" includes a vote delivered to the Company Secretary of the Company by post, fax, email or other electronic means approved by the Directors from time to time. The Directors may from time to time, specify the form, method and timing of giving a direct vote at a General Meeting in order for the vote to be valid.

20.4 If voting orally in a teleconference conducted pursuant to this Rule 20 or voting electronically pursuant to rule 20.3 involves any matters referred to in Rule 26.3, the arrangement set out in Rules 20.1, 20.2 and 20.3 (as applicable) shall apply equally to Provisional District Clubs and their Elector(s) in the same manner as those arrangements apply to District Clubs and Electors of District Clubs respectively.

21. Business of General Meetings

21.1 Unless the Electors present (and in the case of a General Meeting dealing with the matters referred to in Rule 26.3, also the Provisional District Clubs' Electors) agree by majority otherwise, business must not be transacted at any General Meeting except as set out in the notice of meeting.

22. Quorum

- 22.1 Business must not be transacted at a General Meeting unless there is a quorum of Electors present at the time when the meeting proceeds to business.
- 22.2 Except as otherwise provided in this Constitution, at least one half of the total number of District Clubs of the Company present by their Electors or proxy constitutes a quorum.
- 22.3 At any General Meeting dealing with the matters referred to in Rule 26.3, the quorum will be at least one half of the total number of District Clubs of the Company present by their Electors or proxy and one half of the total number of Provisional District Clubs present by their Electors or proxy.

23. If quorum not present

- 23.1 If a quorum is not present within 30 minutes after the time appointed for the meeting:
- (1) where the meeting is convened on the requisition of District Clubs, the proposed meeting is automatically dissolved (subject to Rule 25.1);
 - (2) in any other case:
 - (a) the meeting stands adjourned to a day and at a time and place as the Directors decide or, if no decision is made by the Directors, to the same day in the next week at the same time and place ("the adjourned meeting"); and
 - (b) if at the adjourned meeting a quorum is not present within 20 minutes after the time appointed for the meeting, the meeting is automatically dissolved.

24. Chair of meetings

- 24.1 At every General Meeting:
- (1) the District Governor, or in the District Governor's absence;
 - (2) the District Governor-elect, or in the District Governor-elect's absence;
 - (3) a Director as chosen by Directors present at the meeting, or in the absence of all Directors;
 - (4) an Elector of a District Club as elected by District Clubs' Electors present at the meeting;
- is to preside as Chair.

25. Adjournments

- 25.1 The Chair may and must if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- 25.2 The only business, which may be transacted at any adjourned meeting, is the business left unfinished at the meeting from which the adjournment took place.
- 25.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 25.4 Except as provided by Rule 25.3, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

26. Voting at General Meetings

26.1 The provisions of the Rotary International By-Laws from time to time which determine (in respect of each District Club) such things as:

- (1) the selection, certification and sending of Electors;
- (2) the number of Electors and votes to which each such District Club is entitled; and
- (3) how those Electors must cast such votes,

at any District Conference or District Resolutions Meeting (if one is held separately) (“the meeting rules”) shall, with all necessary amendments, apply to any General Meeting of the Company and this Constitution shall be read subject to and applied consistently with the meeting rules.

26.2 Subject to Rules 20 and 26.3, any resolution to be considered at a General Meeting is to be decided on a show of hands of the Electors in attendance. For the avoidance of doubt, a proxy appointed under Rule 31 or an attorney appointed under Rule 33 may vote on a show of hands if authorised to be present and to vote under this Constitution.

26.3 For any General Meeting before the Restructure Year at which the issues listed in Rule 25.4 hereof are to be dealt with, Provisional District Clubs are to be given notice of the meeting in the same manner as District Clubs are to be given such notice and at any such General Meeting, Provisional District Clubs and Provisional District Electors shall, notwithstanding anything else in this Constitution or provided elsewhere, have the same voting rights as District Clubs and District Rotarians respectively, with respect to attending and participating in any vote in relation to the matters listed in Rule 26.4 hereof.

26.4 Unless as an Elector, a District Rotarian may not vote but can be heard at a General Meeting on matters submitted to a vote in respect of:

- (1) the selection of a District Governor-nominee;
- (2) election of a member and alternate member of the nominating committee for director;
- (3) composition and terms of reference of the nominating committee for District Governor;
- (4) election of the representative and alternate representative of District 9600 and, upon the Restructure, District 9620, to the Council on Legislation; and
- (5) the amount of the per capita levy.

26.5 A declaration by the Chair that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting are conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.

26.6 District Clubs have the right to demand a poll upon any resolution presented to a General Meeting in accordance with the Act.

26.7 District Clubs have the right to demand and the Chair has the right to require that any resolution presented to a General Meeting is to be decided by secret ballot.

27. Procedure for polls and secret ballot

27.1 A poll or secret ballot must be taken in the manner and at the time as determined by the Chair.

27.2 The result of the poll or secret ballot is a resolution of the meeting at which the poll or secret ballot took place.

27.3 If a poll or secret ballot has been demanded or is required at a meeting, the meeting may continue with the transaction of business other than the resolution on which the poll or secret ballot was demanded or required.

28. Chair's casting vote

28.1 In the case of an equality of votes on a show of hands or on a poll the Chair will have a casting vote.

29. Representation and voting of District Clubs

29.1 A District Club may only vote at a General Meeting of the Company by its Elector or if no Elector is able to attend, a duly appointed proxy or attorney. At any General Meeting of the nature referred to in Rule 26.3, a Provisional District Club may only vote at such meeting by its Elector and if no Elector is able to attend, a duly appointed proxy or attorney.

29.2 On each matter submitted to a vote to which this Rule 29 applies at any General Meeting, each District Club must vote in accordance with the meeting rules referred to in Rule 26.1.

29.3 The Elector(s) of a District Club at a General Meeting of the Company is or are:

- (1) its President if present at any General Meeting of the Company (except District Training Assembly);
- (2) its President Elect (or his or her duly authorised designated representative pursuant to the Constitutional Documents in the absence of the President Elect) at the District Training Assembly; or
- (3) 1 or more District Rotarians who are members of and duly selected and certified by that District Club as its Elector(s) pursuant to the Constitutional Documents for the relevant meeting.

29.4 A District Club must give formal written notice of appointment of:

- (1) the designated representative appointed under Rule 29.4 (2); and
- (2) its Elector(s) appointed under Rule 29.4 (3),

in accordance with the meeting rules and comply with the provisions of Rule 30 as to notice to the Company but is not otherwise required to give such notice.

29.5 If a District Club is entitled to vote at a General Meeting, its Elector must cast such vote in the manner required by the Constitutional Documents.

29.6 An Elector, proxy or attorney appointed to attend and vote for a District Club at a General Meeting has the same rights as a District Club:

- (1) to be heard at the meeting;
- (2) to vote (but subject to any limitations imposed in the appointment, the meeting rules and these Rules); and
- (3) to demand a poll.

29.7 Notice of the appointment of an Elector, may be given by formal notice of such appointment duly signed on behalf of the District Club by its President and its Company Secretary or by the Elector signing the attendance book maintained to record attendance at such meeting.

29.8 The formal notice or, as the case requires, the attendance book must contain the following information:

- (1) the District Club's name;
- (2) the Elector's name or the name of the office held by the Elector; and
- (3) the meetings at which the appointment may be used.

29.9 The following rules apply to such appointments:

- (1) an appointment may be a standing one and may authorise an Elector to vote at his or her discretion;
- (2) an undated appointment is taken to have been dated on the day it is given to the Company;
- (3) an appointment may specify the way the Elector is to vote on a particular resolution. If it does, the Elector must vote accordingly;
- (4) an appointment does not have to be witnessed; and
- (5) a later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

29.10 A District Club is not entitled to vote at a General Meeting unless all sums presently payable by the District Club in respect of membership of the Company and Rotary International have been paid in full.

30. Objections to qualification to vote

30.1 An objection to the qualification of a District Club to vote may be raised only at the meeting or adjourned meeting at which the vote objected to is tendered.

30.2 Any objection must be referred to the Chair, whose decision is final.

30.3 A vote allowed after an objection is valid for all purposes.

31. Proxies

31.1 A District Club may designate a proxy for its absent Elector(s) at any General Meeting of the Company.

31.2 The proxy must be a District Rotarian and may be a member of the designating District Club.

31.3 The proxy designation must be certified by the president and secretary of the relevant club.

31.4 The proxy is entitled to vote as proxy for the non-attending Elector of a District Club.

32. Form of proxy

32.1 An instrument appointing a proxy must be in writing and signed by the president and secretary of the District Club on whose behalf the appointment is made.

32.2 A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting has been indicated to the proxy by the District Club appointing the proxy.

32.3 An instrument appointing a proxy may be in any form that the Directors may accept or stipulate.

33. Lodgment of powers of attorney and proxies

33.1 For an instrument appointing an attorney to act on behalf of a District Club at all meetings of the Company (or at all meetings for a specified period) to be effective, the following documents must be received by the Company not less than 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting or adjourned meeting at which the attorney proposes to vote:

- (1) the power of attorney or a certified copy of that power of attorney; and
- (2) any evidence that the Directors may reasonably require of the validity and non-revocation of that power of attorney.

33.2 For the purposes of Rule 33.1, the Company receives these documents when they are received at any of the following:

- (1) the Company's registered office;
- (2) a fax number at the Company's registered office; or
- (3) a place, fax number or electronic address specified by the Company for the purpose in the notice of meeting.

33.3 For an instrument (other than a power of attorney) appointing an Elector or proxy of a District Club to be effective, it must be received by the Company (at the place, fax number or electronic address specified by the Company for the purpose in the notice convening the meeting) not less than 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting or adjourned meeting at which the proxy proposes to vote.

34. Validity of proxies

34.1 A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite the revocation of the instrument (or of the authority under which the instrument was executed) or the power if no notice in writing of the revocation has been received by the Company at its registered office at least 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.

34.2 A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

35. Where proxy is incomplete

35.1 No instrument appointing a proxy is treated as invalid merely because it does not contain:

- (1) the address of the appointer or of a proxy;
- (2) the proxy's name or the name of the office held by the proxy; or
- (3) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.

35.2 Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the chairman of the meeting.

36. Rights of officers and advisers to attend General Meeting

36.1 Any person (whether a District Club Elector or not) permitted by the Directors to attend any General Meeting is entitled to be present and, at the request of the Chair, to be heard at that General Meeting.

Membership, appointment, removal and remuneration of Directors

37. Composition of the Board of Directors

37.1 All Company Officers must be District Rotarians.

37.2 All members of the Board of Directors (other than the District Governor, the most recent Past District Governor, the District Governor-elect, the District Governor-nominee (who will always automatically be members of the Board of Directors) and the Company Secretary (who is to be selected by the Board of Directors as provided in Rule 10.1) are to be notified to the Company Secretary by the District Governor-elect as provided in Rule 8.5 to serve as Directors during his or her District Governor's Year.

37.3 A member of the Board of Directors may resign from the Board by giving written notice of resignation to the Company Secretary.

37.4 The resignation takes effect on:

- (1) the day and at the time the notice is received by the Company Secretary; or
- (2) if a later day is stated in the notice – the later day.

38. Vacation of office

38.1 In addition to the circumstances in which the office of a Director becomes vacant under the Act, the office of a Director becomes vacant if the Director:

- (1) becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under any legislation relating to mental health;
- (2) resigns by notice in writing to the Company;
- (3) ceases to be a District Rotarian;
- (4) is absent for a continuous period of 6 months (without the consent of the other Directors) from meetings of Directors; or
- (5) dies.

39. Validity of actions

39.1 This Rule 39 applies if any Provisional District Club does not become a District Club or any Provisional District Rotarian does not become a District Rotarian for whatever reason (for example but without limitation, because the Restructure did not proceed or did not proceed as contemplated or the person ceased to be a member of a District Club or a Provisional District Club prior to the implementation of the Restructure).

39.2 If Rule 39.1 applies, any vote or action taken by or participated in by a Provisional District Club (directly or through its Elector), which does not become a District Club or by a Provisional District Rotarian who does not become a District Rotarian, will nevertheless be valid and effective and any action taken by the District, the Board, any Committee or Officer of the Company, any District Club, any District Rotarian or any Provisional District Club or Provisional District Rotarian, shall nevertheless be effective in terms of this Constitution, the Act and at law generally.

40. Appointments cease

40.1 Notwithstanding Rule 39, any Provisional District Rotarian who is elected or appointed to any office of the District but who thereafter ceases to be a Provisional District Rotarian shall upon ceasing to be a Provisional District Rotarian, cease to hold any such office and such office shall be deemed to be vacant unless, at the time they ceased to be a Provisional District Rotarian, they became or were a District Rotarian.

Powers and duties of Directors

41. Powers of Directors

41.1 Subject to the Act and Rule 9 of this Constitution, the business of the Company is managed by or under the direction of a Board of Directors, who may exercise all powers of the Company except those which are, by the Act or this Constitution, required to be exercised by the Company in General Meeting.

41.2 Without limiting the generality of Rule 39.1, the Board of Directors may exercise all the powers of the Company:

- (1) to borrow money, to charge any property or business of the Company or all or any of the Company's uncalled capital; and
- (2) to issue debentures or give any other security for a debt, liability or obligation of the Company.

42. Appointment of attorneys

42.1 The Board of Directors may, by power of attorney, appoint any person to be the attorney of the Company for the purposes, and with the powers, authorities and discretions vested in or exercisable by the Board for any period and subject to any conditions as determined by the Directors.

42.2 Any appointment under Rule 42.1 may be made on terms for the protection and convenience of persons dealing with the attorney as the Board of Directors thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

43. Negotiable instruments

43.1 All negotiable instruments of the Company must be executed by the persons and in the manner set out in Rule 17.4.

44. Proceedings

44.1 The Board of Directors is to meet together not less than once in each 2 calendar months for the dispatch of business and adjourn and otherwise regulate its meetings as the Board thinks fit.

44.2 At any time, a Director with the approval of the District Governor or any three Directors without such approval, may request the Company Secretary to convene a meeting of the Directors and the Company Secretary must then convene a meeting of the Directors.

44.3 Reasonable notice must be given to every Director of the place, date and time of every meeting of the Directors. Where any Director is for the time being outside of Australia, notice need only be given to that Director if contact details have been given.

45. Meetings via technology

45.1 For the purposes of the Act, each Director, on becoming a Director, consents to the use of the following technology for calling or holding meetings of Directors:

- (1) video conference;
- (2) telephone;
- (3) electronic mail;
- (4) any other technology that permits each Director to communicate with every other Director; or
- (5) any combination of the technologies described in the above paragraphs.

45.2 Where the Directors are not personally all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:

- (1) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Directors, taken to be assembled together at a meeting and to be present at that meeting; and
- (2) all proceedings of those Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were present.

46. Quorum at meetings

46.1 At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is at least one half of Directors entitled to vote. Unless the Directors determine otherwise, the quorum need only be present at the time when the meeting proceeds to business.

47. Vacancies

47.1 The Directors may act even in the event of a vacancy or vacancies in the office of a Director or offices of Directors, but if the number of Directors is not sufficient to constitute a quorum at a meeting of Directors, the Directors may act only to appoint a sufficient number of Directors to constitute a quorum.

48. Proceedings at meetings

48.1 The District Governor must be appointed Chair at a meeting of Directors. In his or her absence the provisions of Rules 24.1(1), (2) and (3) (with all necessary modifications) shall apply.

48.2 Subject to this Constitution, questions arising at a meeting of Directors are decided by a majority of votes of Directors present and voting and for all purposes any such decision is taken to be a decision of the Directors.

- 48.3 If there is an even number of votes, the Chair of the meeting will have a casting vote in addition to the Chair's deliberative vote.
- 48.4 For the avoidance of doubt, notwithstanding that a Director may hold two Board positions or offices (for example as Company Secretary and as District Administration Officer) that Director is entitled to one deliberative vote only at meetings of the Board Director's Interest

49. Director's Interest

- 49.1 Except where permitted by the Act a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:
- (1) must not be counted in a quorum;
 - (2) must not vote on the matter; and
 - (3) must not be present while the matter is being considered at the meeting.
- 49.2 If a Director who has a material personal interest in a matter that is being considered at a meeting of the Directors is not prohibited by the Act from being present at the meeting and voting, the Director may be present, be counted in the quorum and may be heard but may not vote on the matter.
- 49.3 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of the interest at a meeting of the Directors or by written notice to the Company Secretary.
- 49.4 A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Director must declare at a meeting of the Directors of the Company or by written notice to the Company Secretary the fact and the nature, character and extent of the conflict.
- 49.5 For the purposes of rules 49.3 and 49.4, a Director's interest or any conflict must be disregarded if it arises from or relates solely to:
- (1) a guarantee to be given by the Director (or by persons including the Director or by a body corporate of which the Director is a member or officer) in respect of a loan to the Company; or
 - (2) the position of the Director as a director of a related body corporate.
- 49.6 If a Director has an interest in a contract or proposed contract with the Company (other than as a member), or a conflicting interest or duty in relation to any other matter being considered by the Directors, and the Director discloses the nature and extent of the interest or duty at a meeting of the Directors or by written notice to the Company Secretary::
- (1) if the disclosure is made before the contract is entered into:
 - (a) the Director may retain benefits under the contract even though the Director has an interest in the contract;
 - (b) the Company cannot avoid the contract merely because of the existence of the interest; and
 - (c) the Director is not disqualified from the office of Director.

49.7 For the purposes of rule 49.6 contract includes an arrangement, dealing or other transaction.

49.8 Without limiting rules 49.1 to 49.7, a Director may to the extent permitted by the Act:

- (1) hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with the office of Director;
- (2) be interested in any operation, undertaking or business undertaken or assisted by the Company or in which the Company is or may be interested.

50. Alternate Directors

50.1 A Director may not appoint an alternate Director.

51. Committees

51.1 The Board of Directors may, delegate any of its powers to a Committee or Committees consisting of such number of them and/or other District Rotarians as they think fit. A Committee may consist of one or more but usually 3 persons.

51.2 A Committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board of Directors. A power so exercised is taken to be exercised by the Board.

51.3 Rules 41 (except as to the frequency of meetings), 42, 45, 46, 48 and 49 (with any necessary modifications) apply to any Committee as if each reference in those Rules to the Directors was a reference to the members of the Committee and each reference to a meeting of Directors was to a meeting of the Committee.

51.4 The number of members whose presence at a meeting of the Committee is necessary to constitute a quorum is the number determined by the Board of Directors and, if not so determined, is 2. Unless the Board determines otherwise the quorum need only be present at the time when the meeting proceeds to business.

51.5 The minutes of all the proceedings and decisions of every Committee must be made entered and signed in the same manner in all respects as minutes of proceedings of the Directors are required by the Act to be made, entered and signed.

52. Written resolutions by Directors

52.1 The Directors of the Company may pass a resolution without a directors' meeting being held if a document containing the resolution:

- (1) is circulated to all those entitled to receive notice of a meeting to consider the resolution;
- (2) contains a statement that the signatories to it are in favour of that resolution;
- (3) sets out or identifies the terms of the resolution; and
- (4) has been signed by all of the Directors entitled to vote on that resolution.

52.2 In the event requirements of Rule 52.1 are met a resolution in those terms shall be deemed to have been passed on the day on which and at the time at which the document was signed by the last of the Directors to so sign and the document has effect as a minute of the resolution.

52.3 For the purposes of Rule 52.1:

- (1) two or more separate documents containing statements in identical terms, each of which is signed by one or more Directors, are together taken to constitute one document containing a statement in those terms signed by those Directors on the day on which and at the time at which the last of those documents to be signed was signed by the Director; and
- (2) a facsimile, which is received by the Company or an agent of the Company and is sent for or on behalf of a Director is taken to be signed by that Director not later than the day and time of receipt of the fax by the Company or its agent in legible written form.

53. Defects in appointments

53.1 All acts done by any meeting of Directors or meeting of a Committee are as valid as if each person was duly appointed and qualified to be a Director or a member of the Committee.

53.2 Rule 53.1 applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of a Committee that a person so appointed was disqualified.

54. Standing Procedures

54.1 The Board may adopt by-laws called Standing Procedures not inconsistent with the Act, this Constitution and the Constitutional Documents embodying additional provisions for the governance of the Company.

54.2 Such Standing Procedures may be amended from time to time as therein provided.

55. Not Used

56. Executive Committee

56.1 The Board of Directors may appoint an executive Committee subject to the following:

- (1) The Executive Committee shall comprise the District Governor, District Governor elect, the District Treasurer and the District Administration Officer;
- (2) The powers of the Executive Committee are limited to those delegated by the Board of Directors and may include:
 - (a) to consider and recommend matters of policy to the Board;
 - (b) to deal with and be responsible for the day to day running of the Company and the affairs of District 9600 and, upon the Restructure, District 9620;
 - (c) to supervise all committees of the Board; and
 - (d) to attend to matters of urgency which cannot at that time be practically dealt with by the Board as a whole provided that such powers must be exercised subject to any prior Board policies and resolutions;
- (3) The Executive Committee must report fully to each meeting of the Board of Directors on matters which it has dealt with and where necessary must seek ratification of decisions by the Board.

57. Appointment of agents

- 57.1 The Board of Directors may from time to time by resolution or power of attorney under Seal of the Company appoint any person to be the agent of the Company:
- (1) for the purposes;
 - (2) with the powers, authorities and discretions (not exceeding those exercisable by the Board of Directors under this Constitution);
 - (3) for the period; and
 - (4) subject to the conditions, determined by the Board.
- 57.2 An appointment by the Board of Directors of an agent of the Company may be made in favour of:
- (1) any Corporation; or
 - (2) the members, Directors, nominees or managers of any Corporation or firm.
- 57.3 The Board of Directors may appoint attorneys or agents by facsimile transmission or electronic mail to act for and on behalf of the Company.
- 57.4 An agent appointed under this Rule 56 may, be authorised by the Board of Directors to sub-delegate all or any of the powers, authorities or discretions for the time being vested in him, her or it.

58. Notices generally

- 58.1 Any District Club which has not left at or sent to the registered office, a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of the Company may be served or sent is not entitled to receive any notice.
- 58.2 A notice may be given by the Company to any District Club by:
- (1) serving it on the District Club's President and Company Secretary personally;
 - (2) sending it by post to the District Club or leaving it at the District Club's address as shown in the register or the address supplied by the District Club to the Company for the giving of notices;
 - (3) fax to the fax number supplied by the District Club to the Company for the giving of notices; or
 - (4) transmitting it electronically to the electronic mail address supplied by the District Club to the Company for the giving of notices.
- 58.3 A District Club may, by written notice to the Company Secretary left at or sent to the registered office, require that all notices to be given by the Company or the Directors be served on the District Club's attorney at an address specified in the notice.
- 58.4 Notice to a District Club whose address for service of notices is outside Australia must be sent by airmail, fax or electronic mail.
- 58.5 Where a notice is sent by post, service of the notice is taken to be effected by properly addressing, prepaying and posting a letter enclosing the notice and to have been effected:

- (1) in the case of a notice of a meeting, on the second business day after the date of its posting; and
- (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

58.6 Where a notice is sent by fax or electronic transmission, service of the notice is taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the day it is sent.

If a notice is to be given to or sent by a Provisional Club the provisions of this Rule 58 shall apply as if the Provisional Club was a District Club.

59. Notices for General Meetings

59.1 Notice of every General Meeting must be given:

- (1) in the manner as required by Rules 18 and 19;
- (2) to every District Club and to each Director; and
- (3) in the event of the General Meeting is the Annual General Meeting, to the auditor of the Company (if any).

59.2 No other person is entitled to receive notice of General Meetings, but notice may be given to other persons at the direction of the District Governor.

59.3 Notwithstanding anything else in this Constitution, in the Rotary Year immediately preceding the Restructure Year:

- (1) Provisional District Clubs shall have the same rights, limitations and obligations in respect of General Meetings of the Company and under Rules 13, 58 and 59 as District Clubs, and
- (2) Provisional District Rotarians shall have the same rights, limitations and obligations in respect of General Meetings of the Company as District Rotarians.

60. Dispute Resolution

60.1 After the Restructure, if a dispute arises between any of the Company, the Directors, District Clubs or District Rotarians as to any matter touching on the operation of the Company, administration of District 9620, administration of a District Club, membership of District 9620 or a District Club, the Constitutional Documents or any other matter relating to Rotary International, then:

- (1) the parties must act in good faith to attempt to resolve the dispute;
- (2) the District Governor shall be entitled to intervene to attempt to mediate a resolution;
- (3) if the District Governor is a direct party to the dispute, the immediate Past District Governor shall similarly be entitled to intervene;
- (4) if the Constitutional Documents provide a method of dispute resolution, any party may require this to apply;
- (5) failing resolution, whether or not Rule 60.1(4) applies, any party may require the matter to be referred to formal mediation, with the mediator to be nominated by the Queensland Chapter

of the Resolution Institute or its successor, to be conducted in accordance with the rules of that body with the cost shared equally between the parties to the dispute; and

- (6) no party shall commence any form of Court proceedings, save for urgent interlocutory relief, until they have made a *bona fide* attempt to resolve the dispute and have genuinely engaged in mediation under Rule 60.1(5).

Draft

ATTACHMENT

B

Amended Version

Dated 1st September 2018

**Constitution of
Rotary International District 9600
Limited**

Table of Contents

1. General	1
2. Inconsistency.....	4
3. Replaceable Rules	5
4. Actions authorised under the Act and compliance with the Act.....	5
5. Objects	5
6. Rotary International.....	6
7. Application of income and property.....	6
8. Administration and Standing Procedures.....	7
9. District Governor Role and Selection of the District Governor Nominee Designate	8
10. Other Officers.....	10
11. Limited Liability.....	10
12. Extent of Liability	10
13. Members	10
14. Membership fee and annual subscription	11
15. Winding Up.....	11
16. Indemnity.....	12
17. Common Seal.....	12
18. Convening meetings.....	13
19. Notice of General Meetings	14
20. Telephonic and electronic/direct voting.....	14
21. Business of General Meetings	14
22. Quorum.....	15
23. If quorum not present	15
24. Chair of meetings.....	15
25. Adjournments.....	15
26. Voting at General Meetings	16
27. Procedure for polls and secret ballot	16
28. Chair's casting vote	17
29. Representation and voting of District Clubs.....	17
30. Objections to qualification to vote.....	18
31. Proxies.....	18
32. Form of proxy.....	18
33. Lodgment of powers of attorney and proxies	19
34. Validity of proxies	19
35. Where proxy is incomplete.....	19
36. Rights of officers and advisers to attend General Meeting.....	20
37. Composition of the Board of Directors.....	20

38.	Vacation of office	20
39.	Validity of actions	20
40.	Appointments cease	21
41.	Powers of Directors	21
42.	Appointment of attorneys.....	21
43.	Negotiable instruments	21
44.	Proceedings	21
45.	Meetings via technology.....	22
46.	Quorum at meetings	22
47.	Vacancies	22
48.	Proceedings at meetings.....	22
49.	Director's Interest.....	23
50.	Alternate Directors	24
51.	Committees	24
52.	Written resolutions by Directors	24
53.	Defects in appointments.....	25
54.	Standing Procedures	25
55.	Not Used	25
56.	Executive Committee	25
57.	Appointment of agents	26
58.	Notices generally	26
59.	Notices for General Meetings.....	27
60.	Dispute Resolution	27

Company limited by guarantee and not having a share capital

Constitution of

Rotary International District 9600 Limited

Introduction

1. General

1.1 Definitions

In this Constitution, unless the contrary intention appears:

- (1) **Additional Territory** means any geographical area not a part of District 9600 as at 1 July 2018, but which, as a consequence of the Restructure, is included in the geographical area to form part of Rotary District 9620.
- (2) **Act** means the Corporations Act 2001 and includes any amendment or re-enactment of it or any legislation passed in substitution for it;
- (3) **Annual General Meeting** means the annual meeting of the members of the Company required to be held each year under the Act and this Constitution;
- (4) **Assistant Governors** are appointed by the District Governor-elect with responsibilities as detailed in 17.030.1 of the Rotary Code of Policies.
- (5) **Board of Directors or Board** means collectively the Directors of the Company so described in this Constitution;
- (6) **Constitutional Documents** means the Rotary International Constitution, the Rotary International By-Laws, the Standard Rotary Club Constitution, the Rotary Code of Policies and the Rotary International Manual of Procedure as amended from time to time;
- (7) **Committee** means a body established in accordance with Rule 51 to assist in the administration of the affairs of District 9600 and, upon the Restructure, District 9620;
- (8) **Company** means Rotary International District 9600 Limited, known by that name or which may be known upon the Restructure, as Rotary International District 9620 Limited;
- (9) **Corporation** means any body corporate whether incorporated in the Commonwealth of Australia or elsewhere;
- (10) **Director** means a Director of the Company and includes all members of the Board;
- (11) **District** means a geographical area in which Rotary Clubs are grouped for Rotary International administrative purposes, pursuant to the Constitutional Documents;
- (12) **District Club** means a Rotary Club that has its Club locality within District 9600 and upon the Restructure, shall mean a Rotary Club, which has its Club locality within District 9620;
- (13) **District Governor** means the Officer of Rotary International duly elected pursuant to the Constitutional Documents to the office of Governor of District 9600 provided that in and after

the Restructure Year, it shall mean the Officer of Rotary International duly elected pursuant to the Constitutional Documents to the office of Governor of District 9620;

- (14) **District Governor-elect** means the person who, pursuant to the Constitutional Documents, has been appointed to serve as Governor of District 9600 in the next Rotary Year provided that in and after the Restructure Year, it shall mean the person who, pursuant to the Constitutional Documents, has been appointed to serve as District Governor-elect of District 9620;
- (15) **District Governor-nominee** means the person who, pursuant to the Constitutional Documents, has been appointed to serve as District Governor-elect of District 9600 in the next Rotary Year provided that in and after the Restructure Year it shall mean the person who, pursuant to the Constitutional Documents, has been appointed to serve as District Governor Nominee of District 9620;
- (16) **District Governor's Year** means the Rotary Year in which a District Rotarian serves as District Governor;
- (17) **District Rotarian** means a Rotarian who is a member of a District Club;
- (18) **District 9600** means the geographical area promulgated by the President of Rotary International from time to time that constitutes Rotary International District 9600.
- (19) **District 9620** means the geographical area promulgated by the President of Rotary International from time to time that constitutes Rotary International District 9620 upon the Restructure.
- (20) **Elector** means the District Rotarian(s) duly authorised to cast a vote or votes on behalf of his or her District Club at a General Meeting of the Company and in the case of any General Meeting of the nature referred to in Rule 26 hereof;
- (21) **General Meeting** means any meeting of the District Clubs at any time, which may be
 - (a) but is not limited to meetings known as District Conference, District Resolutions Meeting
 - (b) (if one is held separately), and District Training Assembly;
- (22) **Immediate Past District Governor** means:
 - (a) subject to Rule 1.1, 21(b), the person who, pursuant to the Constitutional Documents, served as the District Governor of District 9600, and, upon the Restructure, of District 9620 in the Rotary Year immediately preceding a current Rotary Year;
 - (b) in the Restructure Year only, the Immediate Past District Governors of the Company shall be the persons who served in the Rotary Year immediately preceding the Restructure Year as the District Governors for Districts 9600, 9630 and 9640;
- (23) **Member** means a District Club and where the context permits (and is appropriate in the reasonable opinion of the Board), a Provisional District Club;
- (24) **Month** means a calendar month;
- (25) **Notice** includes any communication in writing or email;
- (26) **Objects** of the Company means the objects of the Company set out in Rule 5.1;

- (27) **Officer** of the Company has the meaning set out in the Act;
- (28) **Prescribed Rate** means the base rate charged by the Company's principal banker to corporate customers from time to time in respect of overdraft loans in excess of one hundred thousand dollars (\$100,000.00) calculated on a daily basis and a year comprised of 365 days;
- (29) **Provisional District** means a District of Rotary International as at 1 January 2018 which is not District 9600 but which is contiguous with it and which, the Board reasonably believes, based on information provided to it by Rotary International, will be affected by the Restructure;
- (30) **Provisional District Club** means a Rotary Club that is in a Provisional District;
- (31) **Provisional District Rotarian** means a Rotarian who is a member of a Provisional District Club;
- (32) **Register** means the register of District Clubs kept pursuant to Rule 14.5 and the Act;
- (33) **Restructure** means the formal implementation of changes to the legal identity and geographical area of Rotary International Districts 9600, 9630 and 9640 to be promulgated by the President of Rotary International in 2021 to form District 9620;
- (34) **Restructure Year** means the Rotary Year commencing when or immediately after the Restructure is implemented;
- (35) **Rotarian** means a person who is a member (other than an honorary member) in good standing of a Rotary Club;
- (36) **Rotary Club** means a body of Rotarians which:
- (a) has been admitted to membership of Rotary International; and
 - (b) is functioning and remains a member in good standing of Rotary International;
- (37) **Rotary International** means the association of Rotary Clubs throughout the world known as Rotary International registered in the United States of America under the Illinois general *Not for Profit Corporation Act of 1996*;
- (38) **Rotary International By-Laws** means the by-laws adopted by Rotary International as amended from time to time;
- (39) **Rotary International Constitution** means the Constitution adopted by Rotary International as amended from time to time;
- (40) **Rotary International Manual of Procedure** means the compilation of statements of policies and procedures adopted by Conventions, the Council on Legislation, the Rotary International Board of Directors and the Trustees of the Rotary Foundation of Rotary International, which also incorporates the other Constitutional Documents and other legal documents;
- (41) **Rotary Year** means the year ending 30 June;
- (42) **Rules** means the provisions of this Constitution as amended from time to time and a reference to a provision of these Rules is a reference to that provision as amended from time to time;

- (43) **Seal** means the Common Seal (if any) of District 9600 and, after the Restructure, District 9620;
- (44) **Standing Procedures** means the Standing Procedures for the management of the District adopted by District 9600 as amended from time to time; and

1.2 Subject to Rule 2, unless the context otherwise requires:

- (1) Terms or expressions defined or in common use in the Constitutional Documents have a similar meaning in these Rules.
- (2) Subject to the requirements of the Act, where any such term or expression defined, used or incorporated by reference in these Rules, or its meaning is varied or changed in accordance with the requirements of the Constitutional Documents from time to time, then these Rules shall be construed as if they have been similarly varied or changed.

1.3 Interpretation

- (1) Where the context permits, the words “District 9600” will read “District 9620” for all relevant purposes from 1 July, 2021 to give effect to the Restructure;
- (2) Reference to:
 - (a) one gender includes the others;
 - (b) the singular includes the plural and the plural includes the singular; and
 - (c) a person includes a body corporate.
- (3) Except so far as the contrary intention appears in this Constitution:
 - (a) an expression in this Constitution has the same meaning as in the Act; and
 - (b) if an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (4) “Including” and similar expressions are not words of limitation.
- (5) Headings and any table of contents or index are for convenience only and do not form part of this Constitution or affect its interpretation.
- (6) All references to money are taken to be in Australian Dollars, unless otherwise stated.
- (7) “In writing” and “written” includes all modes of reproducing or representing words in a visible form including all electronic means.

2. Inconsistency

2.1 To the extent that there is any inconsistency between a provision in any of the documents referred to in Rule 2.1(2) and other provisions in any of them or between a provision in any of those documents and a provision in any other document referred to in any of them:

- (1) a specific provision takes precedence over a general provision; and

(2) otherwise, to the extent necessary to resolve the inconsistency but subject always to the requirements of the Act, the following order of precedence applies:

- (a) the Rotary International Constitution;
- (b) the Rotary International By-laws;
- (c) the Rotary International Manual of Procedure;
- (d) the Rotary Code of Policies;
- (e) these Rules; and
- (f) the Standing Procedures.

3. Replaceable Rules

3.1 The replaceable rules contained in the Act do not apply to the Company.

4. Actions authorised under the Act and compliance with the Act

4.1 Where the Act authorises or permits a Company to do any matter or thing if so authorised by its constitution, the Company is and will be taken by this Rule to be authorised and permitted to do that matter or thing, provided it complies with Rule 5, despite any other provisions of this Constitution.

5. Objects

5.1 The Objects of the Company are:

- (1) To further the Object of Rotary by:
 - (a) providing leadership and supervision of the District Clubs;
 - (b) helping the individual District Clubs advance the Object of Rotary;
 - (c) owning, leasing or otherwise holding assets or an interest in assets for the benefit of the District and/or one or more District Clubs, as the Board determines in its sole discretion from time to time, including for example but without limitation, plant and equipment and real property; and
 - (d) holding, maintaining and utilizing cash or other financial reserves or provisions for the benefit of the District and/or one or more District Clubs, as the Board determines in its sole discretion from time to time;
- (2) to encourage, promote, extend and support District Clubs and to co-ordinate their activities;
- (3) to assist the District Governor in coordinating the activities of District Clubs and in the performance of his or her duties and responsibilities under the Constitutional Documents, these Rules, the Standing Procedures and the District Strategic Plan;
- (4) to ensure continuity within District 9600 and, upon the Restructure, District 9620 by working with the past, current and incoming District leaders in fostering effective District Clubs;
- (5) to assemble and disseminate information and knowledge about matters affecting Rotary International, District 9600 and, upon the Restructure, District 9620, the Rotary Foundation of Rotary International and District Clubs to District Rotarians and the public;

- (6) to work with the District Clubs and their leaders to encourage participation in the District Strategic Plan(s);
 - (7) to provide inspiration and motivation to the District Clubs;
 - (8) to promote, demonstrate, advance and encourage interest and participation in the administration, meetings, happenings and events involving District Clubs and District Rotarians;
 - (9) to co-operate with any Government or private body in fostering the Objects of the Company and Rotary International;
 - (10) not to diminish the services provided by District Clubs and District Rotarians on a local level;
 - (11) to raise funds, undertake projects and receive donations or grants in the furtherance of its Objects;
 - (12) to expend all monies and funds raised or received for the furtherance of its Objects;
 - (13) not to conduct the Company activities for the direct or indirect profit or gain for its Members;
 - (14) generally to do all things which in the opinion of the Board of Directors are incidental or conducive to the attainment of the above Objects or any of them; and
 - (15) on 1 July, 2021 or as soon as practical thereafter, to change its name to Rotary International District 9620 Limited if so decided in a General Meeting of the Company to give effect to the Restructure;
 - (16) upon the Restructure, to take over the assets and liabilities of District 9630 and 9640 and to change the Company name to Rotary International District 9620 Limited.
- 5.2 Nothing in this Rule 5 will be construed to limit the manner in which the Company may exercise its powers to pursue the Objects stated in Rule 5.1.
- 5.3 The Company can only exercise its powers under the Act to:
- (1) carry out the Objects in Rule 5.1; and
 - (2) do all things incidental or convenient in relation to the exercise of power under Rule 5.1.
- 5.4 When interpreting the Objects in Rule 5.1, each Object may be construed jointly or separately and independently of any other Objects, as the case requires.

6. Rotary International

- 6.1 This Company has been formed with the express approval of Rotary International and its operation is subject to the continued approval by Rotary International. If the approval of Rotary International is withdrawn this Company must wind itself up or cease all association with Rotary International as well as change its name so it no longer refers to Rotary or Rotary International.

Income and Property

7. Application of income and property

- 7.1 The Company may only act as a non-profit and non-share capital corporation.

- 7.2 Subject to Rules 7.3 and 7.4, income and property of the Company must be applied solely towards the promotion of the Objects of the Company set out in Rule 5 and no portion of it may be paid or transferred, directly or indirectly, to any District Club, Rotarian, Director or other Officer of the Company whether by way of dividend, bonus or otherwise.
- 7.3 Nothing in Rules 7.1 or 7.2 prevents any payment in good faith by the Company of:
- (1) reasonable and proper remuneration to any District Club or District Rotarian for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
 - (2) payment or reimbursement of out-of-pocket expenses incurred by a District Club or District Rotarian on behalf of the Company where the amount payable does not exceed an amount previously approved by the Directors or where the incurring of the expense is ratified by the Directors;
 - (3) moneys to a District Rotarian, being a person engaged in any profession or business, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service; or
 - (4) interest at a rate not exceeding the Prescribed Rate on money borrowed from a District Club.
- 7.4 The Company must not pay fees to Directors, however the Company may make payments in good faith for:
- (1) the payment or reimbursement of out-of-pocket expenses incurred by a Director in the performance of the Director's duties to the Company where the amount payable does not exceed an amount previously approved by the Directors or where the Directors ratify the incurring of the expense;
 - (2) moneys owing to any Director, being a person engaged in any profession or business, for all usual professional or other charges for work done by that person or that person's firm or employer where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service;
 - (3) an insurance premium in respect of a contract insuring a Director to which subsection 212(1) of the Act refers or the provision of a financial benefit to a Director which would be permitted by the Act were the Company a public company; and
 - (4) any other payment to any Director approved for good cause in furtherance of the Objects of the Company approved by the other Directors.
- 7.5 Nothing in these Rules prevents the District Governor or other Officer of the Company from receiving and retaining any moneys paid or allowed to them by Rotary International in the course of their service to Rotary International.

8. Administration and Standing Procedures

- 8.1 The Company will be managed by or under the direction of a Board of Directors.
- 8.2 The Board of Directors shall comprise not less than 6 nor more than 9 District Rotarians and the Board will be responsible for the internal administration of the Company.

8.3 The District Rotarians holding the positions of:

- (1) District Governor;
- (2) the Immediate Past District Governor who served in District 9600;
- (3) in the Restructure Year only, each Immediate Past District Governor who served as the District Governor for each Provisional District;
- (4) the District Governor-elect;
- (5) District Governor-nominee;
- (6) District Secretary;
- (7) District Treasurer

in each Rotary Year shall always be members of the Board of Directors and Officers of the Company.

8.4 The District Governor-elect must within a reasonable time preceding his or her District Governor's year give notice in writing to the District Secretary and Company Secretary of the full names, addresses and other relevant particulars of the District Rotarians who are to serve as members of the Board of Directors in the next Rotary year.

8.5 In accordance with Rotary International Code of policy 17.020.1 9) the District Governor shall report annually to the Clubs on the state of the District incorporation.

8.6 A new Board of Directors (constituted as provided in this Rule) shall take office at the commencement of each Rotary year.

8.7 The Board may make, amend or repeal Standing Procedures, not inconsistent with this Constitution for the good order, business conduct and management of the Company.

8.8 The Board shall notify District Clubs of any changes to the Standing Procedures.

8.9 A Standing Procedure may be set aside or amended at a General Meeting.

9. District Governor Role and Selection of the District Governor Nominee Designate

9.1 The District Governor is:

- (1) the officer of Rotary International in the District functioning under the general control and supervision of the Board of Rotary International;
- (2) charged by Rotary International with the duty of furthering the Object of Rotary by providing leadership and supervision of the District Clubs; and
- (3) the highest-ranking Officer of the Company.

9.2 Notwithstanding anything to the contrary contained in the Act:

- (1) the District Governor is the Chair of the Company; and
- (2) where the word "Chair" is used, it refer to the District Governor for the time being during the period he or she holds office as District Governor.

- 9.3 The powers, duties and obligations of the District Governor are as set out in the Constitutional Documents and may also be contained in the Standing Procedures and the District Leadership Plan.
- 9.4 The District Governor will appoint and at his or her discretion delegate functions of the management of the Company to Assistant Governors and Committees.
- 9.5 Despite Rules 9.1, 9.2, 9.3 and 9.4, the powers of the Chair do not include the powers of the Board that must be exercised by the Board. The Board shall not divest its future exercise of discretions whether conferred by the Act or this Constitution.
- 9.6 The District Governor Nominee Designate shall be appointed by the District Nominating Committee.
- 9.7 The District Nominating Committee for that purpose shall comprise:
- (a) The District Governor (Category 1);
 - (b) The District Governor-elect (Category 2);
 - (c) The Immediate Past District Governor of District 9600, who shall be Chair (Category 3);
 - (d) One District Rotarian who has held the office of Assistant Governor or who has served as Chair of one of the District Committees for a full term during the five years prior to the nomination of the Committee (Category 4);
 - (e) Two District Rotarians who have held office for a full term as President of a District Club during the five years prior to nomination of the Committee provided that there shall be no more than one such person from any particular Club (Category 5).
 - (f) On and after the Restructure the nominating panel for the first two District Governor Nominee of District 9620 will be as follows:
 - An immediate Past District Governor of either Rotary District 9600, 9630 or 9640, who shall be the Chair of the nominating committee. Selection of the Chair will be a majority decision of the District Governors;
 - The District Governors and District Governors-Elect of each Rotary Districts 9600, 9630 and 9640;
 - A District Rotarian, who has held the office of Assistant Governor, or who has served as Chair of one of the District Committees for three years in either Rotary District 9600 or 9630 or 9640 during the five years prior to the meeting of this nominating committee. Selection of this Rotarian will be made by a majority decision of a committee consisting of the Chair and the District Governors;
 - Two District Rotarians who have held office for one year within the previous five years as President of a Rotary Club in either Rotary District 9600 or 9630 or 9640. Selection of these Rotarians will be made by a majority decision of a committee consisting of the Chair and the District Governors, provided that both Rotarians have not been Presidents of Rotary Clubs in the same District.
- 9.8 The composition of the Nominating Committee must be finalized before 30 November.

Nominations for the position of District Governor Nominee will be called no later than 31 December.

Applications for the position of District Governor Nominee will close on 20 February.

Selection of the District Governor Nominee will be announced no later than the 1 April.

10. Other Officers

- 10.1 A District Rotarian will, in accordance with the Act, be appointed by the Board of Directors to the position of Company Secretary upon such conditions as the Board may think fit and any person so appointed may be removed by the Board.
- 10.2 The Board of Directors may appoint an Acting Secretary as temporary substitute for the Company Secretary. Whilst exercising such office, the Acting Secretary will be deemed to be the Company Secretary for the purpose of this Constitution.
- 10.3 A District Rotarian will, in accordance with the *Income Tax Assessment Act 1936*, be appointed by the Board to the position of Public Officer of the Company upon such conditions as the Board may think fit and any person so appointed may be removed by the Board.
- 10.4 Except as provided for in Rules 10.1, 10.2 and 10.3, the Board of Directors may from time to time:
 - (1) create any position or positions in the Company conferred with any powers or responsibilities as the District Governor may from time to time determine; and
 - (2) appoint any person, whether or not a Director, to any position or positions created under Rule 10.4(1).
- 10.5 The District Governor may at any time terminate the appointment of a person holding a position created under Rule 10.4 and may abolish the position if lawfully permitted to do so.
- 10.6 Each Officer of the Company and any person appointed under Rule 10.1, 10.2, 10.3 and 10.4(2) must be a District Rotarian.

Liability

11. Limited Liability

- 11.1 The liability of the Members is limited.

12. Extent of Liability

- 12.1 Each Member undertakes to contribute to the property of the Company if the Company is wound up while it is a member or within 1 year after it ceases to be a member, for payment of the Company's debts and liabilities contracted before it ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding \$10.00.

Membership

13. Members

- 13.1 The number of District Clubs with which the Company proposes to be registered or which shall be Members of the Company is not limited.
- 13.2 The membership of the Company shall comprise and be strictly limited to District Clubs including, after the Restructure, those Provisional District Clubs which become District Clubs upon the Restructure.

- 13.3 A District Club (including, after the Restructure, a Provisional Club which becomes a District Club) may consent to become a member of the Company and have its membership entered on the Register once that District Club provides evidence satisfactory to the Company that:
- (1) Rotary International has granted to that District Club a Certificate of Membership in Rotary International; and
 - (2) It has paid any applicable membership fee to the Company.
- 13.4 The admission to or removal from membership of Rotary International of a District Club immediately and automatically results in a corresponding change in the Membership of the Company.
- 13.5 The Company Secretary must cause a Register to be kept in accordance with the Act in which will be entered the names and addresses of all District Clubs admitted to membership of the Company and the date of admission.

14. Membership fee and annual subscription

- 14.1 Fees and subscriptions will be established through the process of budget estimates for the succeeding Rotary Year, such estimates being prepared by the District Governor-elect for their District Governor's Year in consultation with the District Finance Committee, notice of which must be provided to District Clubs at least 28 days prior to the General Meeting at which that budget is to be considered and approved or amended.
- 14.2 The District 9600 and, upon Restructure, District 9620 budget shall be financed by the District Clubs by way of a per capita levy on the members of those clubs. The amount of the levy shall be decided in accordance with the relevant provisions of the Rotary International By-Laws in force from time to time.
- 14.3 The per capita levy is mandatory on all District Clubs.

15. Winding Up

- 15.1 The Company must immediately and automatically cease operations and must be wound up in accordance with the Act after the following has occurred: -
- (1) the directive of the Rotary International board; or
 - (2) the approval of two-thirds of the District Clubs in a vote at the General Meeting to be held at the District Conference, at any other Special General Meeting convened under the Act or in a ballot-by-mail.
- 15.2 The District Governor must give the Rotary International board:
- (1) notice of any decision by the District Clubs to wind up the Company; and
 - (2) a final report upon the completion of the process of winding up the Company.
- 15.3 If, upon the winding-up or dissolution of the Company in accordance with the Act there remains, after satisfaction of all its debts and liabilities, any property of any kind (surplus) then that surplus must not be paid to, or distributed among the District Clubs, but must be given or transferred to some other organisation(s) or institution(s) having objects similar to the Objects of the Company which continue(s) to perform the Company's activities in respect to the District Clubs (for example some other Rotary District(s)), or if there is no such entity, one or more organisations or institutions with objects similar to those of the Company provided the relevant organisation or institution has a

memorandum of association or constitution which prohibits distribution of its or their income and property among its members to an extent at least as great as is imposed on the Company under Rule 7.2 of this Constitution, any organisation(s) or institution(s) to be determined by the District Clubs at or before the time of dissolution, and in default of any such determination by application to the Supreme Court of Queensland for determination.

16. Indemnity

- 16.1 To the extent permitted by the Act and without limiting the powers of the Company, the Company must indemnify and indemnifies each person who is, or has been, an Officer of the Company against any liability which results directly or indirectly from facts or circumstances relating to the person serving or having served in that capacity in relation to the Company:
- (1) whether or not the liability arises from a prior contingent liability, and provided that the liability does not arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and
 - (2) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted, or in connection with any application in relation to proceedings in which the court grants relief to the person under the Act.
- 16.2 The Company need not indemnify a person as provided for in Rule 16.1 in respect of a liability to the extent that the person is entitled to an indemnity in respect of that liability under a contract of insurance.
- 16.3 To the extent permitted by the Act and without limiting the powers of the Company, the Directors may authorise the Company to, and the Company may enter into any:
- (1) documentary indemnity in favour of; or
 - (2) insurance policy for the benefit of, a person who is, or has been, an employee or Officer of the Company, which indemnity or insurance policy may be in such terms as the Directors approve and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.
- 16.4 The benefits of each indemnity given in Rule 16.1 continues, even after its terms or the terms of this Rule 16 are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

17. Common Seal

- 17.1 The Company may have a common seal. If the Company has a common seal it may also have a duplicate common seal.
- 17.2 A seal may only be used by the authority of the District Governor or a resolution of the Board. Every document to which the seal is affixed must be signed by the District Governor (or in his or her absence, the immediate Past District Governor) and the District Treasurer (or in his or her absence, one other Director).
- 17.3 This Rule 17 does not limit the ways in which the Company may execute a document.
- 17.4 This Rule 17 does not otherwise limit the ways in which the Company may execute a document provided always that any deed or other document intended to bind the Company to a contractual or

similar legal obligation or pursuant to which the Company will incur an indebtedness in excess of \$1,000.00 must be signed in the same manner as Rule 17.2.

General Meetings

18. Convening meetings

18.1 The Company must, in each Rotary Year, hold:

- (1) an Annual General Meeting; and
- (2) General Meetings convened in accordance with these Rules or the Act including any such meeting that may be held in conjunction with the District Training Assembly and the District Conference.

18.2 The District Governor may determine the date, time and place of those meetings in his or her District Governor's Year but the Annual General Meeting must be held at least once in each calendar year and within 5 months of the end of each Rotary Year unless the Australian Securities and Investment Commission approves otherwise.

18.3 The notice convening the Annual General Meeting must be given at least 21 days in advance of the Annual General Meeting and specify that the meeting is an Annual General Meeting. The ordinary business to be conducted at the Annual General Meeting is:

- (1) the consideration of the annual financial report, Directors' report and auditor's report;
- (2) the confirmation in office of the Board of Directors selected in accordance with these Rules (as the case requires) for the current and/or next Rotary Year;
- (3) the appointment of the auditor;
- (4) the fixing of the auditor's remuneration; and
- (5) the status of the Company's incorporation.

18.4 The District Governor or any three Directors may convene a General Meeting whenever the District Governor or those Directors think fit by giving at least 21 days' notice, provided that those same Directors may not convene more than one extraordinary general meeting in any six (6) month period.

18.5 The Directors who convene a general meeting under Rule 18.4 may, with the agreement of the District Governor, cancel that meeting by notice in writing to all District Clubs, but no meeting convened on the requisition of District Clubs may be cancelled without the consent of each convening District Club.

18.6 The District Governor may postpone a General Meeting or change the place at which it is to be held by notice not later than 72 hours prior to the time of the meeting to all persons to whom the notice of meeting (the first notice) was given. The postponing notice must specify the place, date and time of the further meeting. The meeting is taken to be duly convened under the first notice.

18.7 The District Governor must, on request in writing of the District Clubs representing not less than 10% of the total number of District Clubs convene a General Meeting of the Company;

18.8 A request by District Clubs for a General Meeting pursuant to Rule 18.7 must:

- (1) be in writing and state the objects of the meeting;

- (2) be signed by the Presidents of the District Clubs requesting the meeting; and
- (3) be sent to the registered office of the Company and the District Governor.

18.9 If the District Governor does not cause a General Meeting to be held within 1 month after the date on which the request is sent to the registered office of the Company, the District Clubs which make a request under Rule 18.7 may request the Company Secretary to convene a General Meeting to be held not later than 3 months after that date and the Company Secretary must then convene a General Meeting.

18.10 If a General Meeting is convened by District Clubs in accordance with Rule 18.7, it must be convened in the same manner so far as possible as a meeting convened under Rule 18.4.

19. Notice of General Meetings

19.1 Each notice convening a General Meeting must contain the information required by the Act.

19.2 The non-receipt of a notice convening a General Meeting by, or the accidental omission to give notice to, any person entitled to receive notice does not invalidate the proceedings at or any resolution passed at the meeting.

20. Telephonic and electronic/direct voting

20.1 A District Club may request to have its Elector(s) present at a General Meeting by teleconference. If a majority of Directors consent to Elector(s) being present at that meeting by teleconference, the Directors must (subject to appropriate teleconferencing facilities being available) use their best endeavours to facilitate the attendance of those Electors at the meeting by teleconference. An Elector present via teleconference will be responsible for making the telephone call to the meeting and an Elector present via teleconference must be permitted to vote by indicating orally whether they vote for or against a resolution.

20.2 An Elector present via teleconference at the meeting is deemed to be present at the meeting.

20.3 In addition to voting by Elector(s) indicating orally whether they vote for or against a resolution in a permitted teleconference, the Directors may determine that at any General Meeting, Elector(s) who are entitled to attend that meeting are entitled to a direct vote without physically attending the General Meeting. A "direct vote" includes a vote delivered to the Company Secretary of the Company by post, fax, email or other electronic means approved by the Directors from time to time. The Directors may from time to time, specify the form, method and timing of giving a direct vote at a General Meeting in order for the vote to be valid.

20.4 If voting orally in a teleconference conducted pursuant to this Rule 20 or voting electronically pursuant to rule 20.3 involves any matters referred to in Rule 26.3, the arrangement set out in Rules 20.1, 20.2 and 20.3 (as applicable) shall apply equally to Provisional District Clubs and their Elector(s) in the same manner as those arrangements apply to District Clubs and Electors of District Clubs respectively.

21. Business of General Meetings

21.1 Unless the Electors present (and in the case of a General Meeting dealing with the matters referred to in Rule 26.3, also the Provisional District Clubs' Electors) agree by majority otherwise, business must not be transacted at any General Meeting except as set out in the notice of meeting.

22. Quorum

- 22.1 Business must not be transacted at a General Meeting unless there is a quorum of Electors present at the time when the meeting proceeds to business.
- 22.2 Except as otherwise provided in this Constitution, at least one half of the total number of District Clubs of the Company present by their Electors or proxy constitutes a quorum.
- 22.3 At any General Meeting dealing with the matters referred to in Rule 26.3, the quorum will be at least one half of the total number of District Clubs of the Company present by their Electors or proxy and one half of the total number of Provisional District Clubs present by their Electors or proxy.

23. If quorum not present

- 23.1 If a quorum is not present within 30 minutes after the time appointed for the meeting:
- (1) where the meeting is convened on the requisition of District Clubs, the proposed meeting is automatically dissolved (subject to Rule 25.1);
 - (2) in any other case:
 - (a) the meeting stands adjourned to a day and at a time and place as the Directors decide or, if no decision is made by the Directors, to the same day in the next week at the same time and place ("the adjourned meeting"); and
 - (b) if at the adjourned meeting a quorum is not present within 20 minutes after the time appointed for the meeting, the meeting is automatically dissolved.

24. Chair of meetings

- 24.1 At every General Meeting:
- (1) the District Governor, or in the District Governor's absence;
 - (2) the District Governor-elect, or in the District Governor-elect's absence;
 - (3) a Director as chosen by Directors present at the meeting, or in the absence of all Directors;
 - (4) an Elector of a District Club as elected by District Clubs' Electors present at the meeting;
- is to preside as Chair.

25. Adjournments

- 25.1 The Chair may and must if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- 25.2 The only business, which may be transacted at any adjourned meeting, is the business left unfinished at the meeting from which the adjournment took place.
- 25.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 25.4 Except as provided by Rule 25.3, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

26. Voting at General Meetings

26.1 The provisions of the Rotary International By-Laws from time to time which determine (in respect of each District Club) such things as:

- (1) the selection, certification and sending of Electors;
- (2) the number of Electors and votes to which each such District Club is entitled; and
- (3) how those Electors must cast such votes,

at any District Conference or District Resolutions Meeting (if one is held separately) (“the meeting rules”) shall, with all necessary amendments, apply to any General Meeting of the Company and this Constitution shall be read subject to and applied consistently with the meeting rules.

26.2 Subject to Rules 20 and 26.3, any resolution to be considered at a General Meeting is to be decided on a show of hands of the Electors in attendance. For the avoidance of doubt, a proxy appointed under Rule 31 or an attorney appointed under Rule 33 may vote on a show of hands if authorised to be present and to vote under this Constitution.

26.3 For any General Meeting before the Restructure Year at which the issues listed in Rule 25.4 hereof are to be dealt with, Provisional District Clubs are to be given notice of the meeting in the same manner as District Clubs are to be given such notice and at any such General Meeting, Provisional District Clubs and Provisional District Electors shall, notwithstanding anything else in this Constitution or provided elsewhere, have the same voting rights as District Clubs and District Rotarians respectively, with respect to attending and participating in any vote in relation to the matters listed in Rule 26.4 hereof.

26.4 Unless as an Elector, a District Rotarian may not vote but can be heard at a General Meeting on matters submitted to a vote in respect of:

- (1) the selection of a District Governor-nominee;
- (2) election of a member and alternate member of the nominating committee for director;
- (3) composition and terms of reference of the nominating committee for District Governor;
- (4) election of the representative and alternate representative of District 9600 and, upon the Restructure, District 9620, to the Council on Legislation; and
- (5) the amount of the per capita levy.

26.5 A declaration by the Chair that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting are conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.

26.6 District Clubs have the right to demand a poll upon any resolution presented to a General Meeting in accordance with the Act.

26.7 District Clubs have the right to demand and the Chair has the right to require that any resolution presented to a General Meeting is to be decided by secret ballot.

27. Procedure for polls and secret ballot

27.1 A poll or secret ballot must be taken in the manner and at the time as determined by the Chair.

27.2 The result of the poll or secret ballot is a resolution of the meeting at which the poll or secret ballot took place.

27.3 If a poll or secret ballot has been demanded or is required at a meeting, the meeting may continue with the transaction of business other than the resolution on which the poll or secret ballot was demanded or required.

28. Chair's casting vote

28.1 In the case of an equality of votes on a show of hands or on a poll the Chair will have a casting vote.

29. Representation and voting of District Clubs

29.1 A District Club may only vote at a General Meeting of the Company by its Elector or if no Elector is able to attend, a duly appointed proxy or attorney. At any General Meeting of the nature referred to in Rule 26.3, a Provisional District Club may only vote at such meeting by its Elector and if no Elector is able to attend, a duly appointed proxy or attorney.

29.2 On each matter submitted to a vote to which this Rule 29 applies at any General Meeting, each District Club must vote in accordance with the meeting rules referred to in Rule 26.1.

29.3 The Elector(s) of a District Club at a General Meeting of the Company is or are:

- (1) its President if present at any General Meeting of the Company (except District Training Assembly);
- (2) its President Elect (or his or her duly authorised designated representative pursuant to the Constitutional Documents in the absence of the President Elect) at the District Training Assembly; or
- (3) 1 or more District Rotarians who are members of and duly selected and certified by that District Club as its Elector(s) pursuant to the Constitutional Documents for the relevant meeting.

29.4 A District Club must give formal written notice of appointment of:

- (1) the designated representative appointed under Rule 29.4 (2); and
- (2) its Elector(s) appointed under Rule 29.4 (3),

in accordance with the meeting rules and comply with the provisions of Rule 30 as to notice to the Company but is not otherwise required to give such notice.

29.5 If a District Club is entitled to vote at a General Meeting, its Elector must cast such vote in the manner required by the Constitutional Documents.

29.6 An Elector, proxy or attorney appointed to attend and vote for a District Club at a General Meeting has the same rights as a District Club:

- (1) to be heard at the meeting;
- (2) to vote (but subject to any limitations imposed in the appointment, the meeting rules and these Rules); and
- (3) to demand a poll.

29.7 Notice of the appointment of an Elector, may be given by formal notice of such appointment duly signed on behalf of the District Club by its President and its Company Secretary or by the Elector signing the attendance book maintained to record attendance at such meeting.

29.8 The formal notice or, as the case requires, the attendance book must contain the following information:

- (1) the District Club's name;
- (2) the Elector's name or the name of the office held by the Elector; and
- (3) the meetings at which the appointment may be used.

29.9 The following rules apply to such appointments:

- (1) an appointment may be a standing one and may authorise an Elector to vote at his or her discretion;
- (2) an undated appointment is taken to have been dated on the day it is given to the Company;
- (3) an appointment may specify the way the Elector is to vote on a particular resolution. If it does, the Elector must vote accordingly;
- (4) an appointment does not have to be witnessed; and
- (5) a later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

29.10 A District Club is not entitled to vote at a General Meeting unless all sums presently payable by the District Club in respect of membership of the Company and Rotary International have been paid in full.

30. Objections to qualification to vote

30.1 An objection to the qualification of a District Club to vote may be raised only at the meeting or adjourned meeting at which the vote objected to is tendered.

30.2 Any objection must be referred to the Chair, whose decision is final.

30.3 A vote allowed after an objection is valid for all purposes.

31. Proxies

31.1 A District Club may designate a proxy for its absent Elector(s) at any General Meeting of the Company.

31.2 The proxy must be a District Rotarian and may be a member of the designating District Club.

31.3 The proxy designation must be certified by the president and secretary of the relevant club.

31.4 The proxy is entitled to vote as proxy for the non-attending Elector of a District Club.

32. Form of proxy

32.1 An instrument appointing a proxy must be in writing and signed by the president and secretary of the District Club on whose behalf the appointment is made.

32.2 A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting has been indicated to the proxy by the District Club appointing the proxy.

32.3 An instrument appointing a proxy may be in any form that the Directors may accept or stipulate.

33. Lodgment of powers of attorney and proxies

33.1 For an instrument appointing an attorney to act on behalf of a District Club at all meetings of the Company (or at all meetings for a specified period) to be effective, the following documents must be received by the Company not less than 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting or adjourned meeting at which the attorney proposes to vote:

- (1) the power of attorney or a certified copy of that power of attorney; and
- (2) any evidence that the Directors may reasonably require of the validity and non-revocation of that power of attorney.

33.2 For the purposes of Rule 33.1, the Company receives these documents when they are received at any of the following:

- (1) the Company's registered office;
- (2) a fax number at the Company's registered office; or
- (3) a place, fax number or electronic address specified by the Company for the purpose in the notice of meeting.

33.3 For an instrument (other than a power of attorney) appointing an Elector or proxy of a District Club to be effective, it must be received by the Company (at the place, fax number or electronic address specified by the Company for the purpose in the notice convening the meeting) not less than 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting or adjourned meeting at which the proxy proposes to vote.

34. Validity of proxies

34.1 A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite the revocation of the instrument (or of the authority under which the instrument was executed) or the power if no notice in writing of the revocation has been received by the Company at its registered office at least 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.

34.2 A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

35. Where proxy is incomplete

35.1 No instrument appointing a proxy is treated as invalid merely because it does not contain:

- (1) the address of the appointer or of a proxy;
- (2) the proxy's name or the name of the office held by the proxy; or
- (3) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.

35.2 Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the chairman of the meeting.

36. Rights of officers and advisers to attend General Meeting

36.1 Any person (whether a District Club Elector or not) permitted by the Directors to attend any General Meeting is entitled to be present and, at the request of the Chair, to be heard at that General Meeting.

Membership, appointment, removal and remuneration of Directors

37. Composition of the Board of Directors

37.1 All Company Officers must be District Rotarians.

37.2 All members of the Board of Directors (other than the District Governor, the most recent Past District Governor, the District Governor-elect, the District Governor-nominee (who will always automatically be members of the Board of Directors) and the Company Secretary (who is to be selected by the Board of Directors as provided in Rule 10.1) are to be notified to the Company Secretary by the District Governor-elect as provided in Rule 8.5 to serve as Directors during his or her District Governor's Year.

37.3 A member of the Board of Directors may resign from the Board by giving written notice of resignation to the Company Secretary.

37.4 The resignation takes effect on:

- (1) the day and at the time the notice is received by the Company Secretary; or
- (2) if a later day is stated in the notice – the later day.

38. Vacation of office

38.1 In addition to the circumstances in which the office of a Director becomes vacant under the Act, the office of a Director becomes vacant if the Director:

- (1) becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under any legislation relating to mental health;
- (2) resigns by notice in writing to the Company;
- (3) ceases to be a District Rotarian;
- (4) is absent for a continuous period of 6 months (without the consent of the other Directors) from meetings of Directors; or
- (5) dies.

39. Validity of actions

39.1 This Rule 39 applies if any Provisional District Club does not become a District Club or any Provisional District Rotarian does not become a District Rotarian for whatever reason (for example but without limitation, because the Restructure did not proceed or did not proceed as contemplated or the person ceased to be a member of a District Club or a Provisional District Club prior to the implementation of the Restructure).

39.2 If Rule 39.1 applies, any vote or action taken by or participated in by a Provisional District Club (directly or through its Elector), which does not become a District Club or by a Provisional District Rotarian who does not become a District Rotarian, will nevertheless be valid and effective and any action taken by the District, the Board, any Committee or Officer of the Company, any District Club, any District Rotarian or any Provisional District Club or Provisional District Rotarian, shall nevertheless be effective in terms of this Constitution, the Act and at law generally.

40. Appointments cease

40.1 Notwithstanding Rule 39, any Provisional District Rotarian who is elected or appointed to any office of the District but who thereafter ceases to be a Provisional District Rotarian shall upon ceasing to be a Provisional District Rotarian, cease to hold any such office and such office shall be deemed to be vacant unless, at the time they ceased to be a Provisional District Rotarian, they became or were a District Rotarian.

Powers and duties of Directors

41. Powers of Directors

41.1 Subject to the Act and Rule 9 of this Constitution, the business of the Company is managed by or under the direction of a Board of Directors, who may exercise all powers of the Company except those which are, by the Act or this Constitution, required to be exercised by the Company in General Meeting.

41.2 Without limiting the generality of Rule 39.1, the Board of Directors may exercise all the powers of the Company:

- (1) to borrow money, to charge any property or business of the Company or all or any of the Company's uncalled capital; and
- (2) to issue debentures or give any other security for a debt, liability or obligation of the Company.

42. Appointment of attorneys

42.1 The Board of Directors may, by power of attorney, appoint any person to be the attorney of the Company for the purposes, and with the powers, authorities and discretions vested in or exercisable by the Board for any period and subject to any conditions as determined by the Directors.

42.2 Any appointment under Rule 42.1 may be made on terms for the protection and convenience of persons dealing with the attorney as the Board of Directors thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

43. Negotiable instruments

43.1 All negotiable instruments of the Company must be executed by the persons and in the manner set out in Rule 17.4.

44. Proceedings

44.1 The Board of Directors is to meet together not less than once in each 2 calendar months for the dispatch of business and adjourn and otherwise regulate its meetings as the Board thinks fit.

44.2 At any time, a Director with the approval of the District Governor or any three Directors without such approval, may request the Company Secretary to convene a meeting of the Directors and the Company Secretary must then convene a meeting of the Directors.

44.3 Reasonable notice must be given to every Director of the place, date and time of every meeting of the Directors. Where any Director is for the time being outside of Australia, notice need only be given to that Director if contact details have been given.

45. Meetings via technology

45.1 For the purposes of the Act, each Director, on becoming a Director, consents to the use of the following technology for calling or holding meetings of Directors:

- (1) video conference;
- (2) telephone;
- (3) electronic mail;
- (4) any other technology that permits each Director to communicate with every other Director; or
- (5) any combination of the technologies described in the above paragraphs.

45.2 Where the Directors are not personally all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:

- (1) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Directors, taken to be assembled together at a meeting and to be present at that meeting; and
- (2) all proceedings of those Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were present.

46. Quorum at meetings

46.1 At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is at least one half of Directors entitled to vote. Unless the Directors determine otherwise, the quorum need only be present at the time when the meeting proceeds to business.

47. Vacancies

47.1 The Directors may act even in the event of a vacancy or vacancies in the office of a Director or offices of Directors, but if the number of Directors is not sufficient to constitute a quorum at a meeting of Directors, the Directors may act only to appoint a sufficient number of Directors to constitute a quorum.

48. Proceedings at meetings

48.1 The District Governor must be appointed Chair at a meeting of Directors. In his or her absence the provisions of Rules 24.1(1), (2) and (3) (with all necessary modifications) shall apply.

48.2 Subject to this Constitution, questions arising at a meeting of Directors are decided by a majority of votes of Directors present and voting and for all purposes any such decision is taken to be a decision of the Directors.

- 48.3 If there is an even number of votes, the Chair of the meeting will have a casting vote in addition to the Chair's deliberative vote.
- 48.4 For the avoidance of doubt, notwithstanding that a Director may hold two Board positions or offices (for example as Company Secretary and as District Administration Officer) that Director is entitled to one deliberative vote only at meetings of the Board Director's Interest

49. Director's Interest

- 49.1 Except where permitted by the Act a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:
- (1) must not be counted in a quorum;
 - (2) must not vote on the matter; and
 - (3) must not be present while the matter is being considered at the meeting.
- 49.2 If a Director who has a material personal interest in a matter that is being considered at a meeting of the Directors is not prohibited by the Act from being present at the meeting and voting, the Director may be present, be counted in the quorum and may be heard but may not vote on the matter.
- 49.3 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of the interest at a meeting of the Directors or by written notice to the Company Secretary.
- 49.4 A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Director must declare at a meeting of the Directors of the Company or by written notice to the Company Secretary the fact and the nature, character and extent of the conflict.
- 49.5 For the purposes of rules 49.3 and 49.4, a Director's interest or any conflict must be disregarded if it arises from or relates solely to:
- (1) a guarantee to be given by the Director (or by persons including the Director or by a body corporate of which the Director is a member or officer) in respect of a loan to the Company; or
 - (2) the position of the Director as a director of a related body corporate.
- 49.6 If a Director has an interest in a contract or proposed contract with the Company (other than as a member), or a conflicting interest or duty in relation to any other matter being considered by the Directors, and the Director discloses the nature and extent of the interest or duty at a meeting of the Directors or by written notice to the Company Secretary::
- (1) if the disclosure is made before the contract is entered into:
 - (a) the Director may retain benefits under the contract even though the Director has an interest in the contract;
 - (b) the Company cannot avoid the contract merely because of the existence of the interest; and
 - (c) the Director is not disqualified from the office of Director.

49.7 For the purposes of rule 49.6 contract includes an arrangement, dealing or other transaction.

49.8 Without limiting rules 49.1 to 49.7, a Director may to the extent permitted by the Act:

- (1) hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with the office of Director;
- (2) be interested in any operation, undertaking or business undertaken or assisted by the Company or in which the Company is or may be interested.

50. Alternate Directors

50.1 A Director may not appoint an alternate Director.

51. Committees

51.1 The Board of Directors may, delegate any of its powers to a Committee or Committees consisting of such number of them and/or other District Rotarians as they think fit. A Committee may consist of one or more but usually 3 persons.

51.2 A Committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board of Directors. A power so exercised is taken to be exercised by the Board.

51.3 Rules 41 (except as to the frequency of meetings), 42, 45, 46, 48 and 49 (with any necessary modifications) apply to any Committee as if each reference in those Rules to the Directors was a reference to the members of the Committee and each reference to a meeting of Directors was to a meeting of the Committee.

51.4 The number of members whose presence at a meeting of the Committee is necessary to constitute a quorum is the number determined by the Board of Directors and, if not so determined, is 2. Unless the Board determines otherwise the quorum need only be present at the time when the meeting proceeds to business.

51.5 The minutes of all the proceedings and decisions of every Committee must be made entered and signed in the same manner in all respects as minutes of proceedings of the Directors are required by the Act to be made, entered and signed.

52. Written resolutions by Directors

52.1 The Directors of the Company may pass a resolution without a directors' meeting being held if a document containing the resolution:

- (1) is circulated to all those entitled to receive notice of a meeting to consider the resolution;
- (2) contains a statement that the signatories to it are in favour of that resolution;
- (3) sets out or identifies the terms of the resolution; and
- (4) has been signed by all of the Directors entitled to vote on that resolution.

52.2 In the event requirements of Rule 52.1 are met a resolution in those terms shall be deemed to have been passed on the day on which and at the time at which the document was signed by the last of the Directors to so sign and the document has effect as a minute of the resolution.

52.3 For the purposes of Rule 52.1:

- (1) two or more separate documents containing statements in identical terms, each of which is signed by one or more Directors, are together taken to constitute one document containing a statement in those terms signed by those Directors on the day on which and at the time at which the last of those documents to be signed was signed by the Director; and
- (2) a facsimile, which is received by the Company or an agent of the Company and is sent for or on behalf of a Director is taken to be signed by that Director not later than the day and time of receipt of the fax by the Company or its agent in legible written form.

53. Defects in appointments

53.1 All acts done by any meeting of Directors or meeting of a Committee are as valid as if each person was duly appointed and qualified to be a Director or a member of the Committee.

53.2 Rule 53.1 applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of a Committee that a person so appointed was disqualified.

54. Standing Procedures

54.1 The Board may adopt by-laws called Standing Procedures not inconsistent with the Act, this Constitution and the Constitutional Documents embodying additional provisions for the governance of the Company.

54.2 Such Standing Procedures may be amended from time to time as therein provided.

55. Not Used

56. Executive Committee

56.1 The Board of Directors may appoint an executive Committee subject to the following:

- (1) The Executive Committee shall comprise the District Governor, District Governor elect, the District Treasurer and the District Administration Officer;
- (2) The powers of the Executive Committee are limited to those delegated by the Board of Directors and may include:
 - (a) to consider and recommend matters of policy to the Board;
 - (b) to deal with and be responsible for the day to day running of the Company and the affairs of District 9600 and, upon the Restructure, District 9620;
 - (c) to supervise all committees of the Board; and
 - (d) to attend to matters of urgency which cannot at that time be practically dealt with by the Board as a whole provided that such powers must be exercised subject to any prior Board policies and resolutions;
- (3) The Executive Committee must report fully to each meeting of the Board of Directors on matters which it has dealt with and where necessary must seek ratification of decisions by the Board.

57. Appointment of agents

- 57.1 The Board of Directors may from time to time by resolution or power of attorney under Seal of the Company appoint any person to be the agent of the Company:
- (1) for the purposes;
 - (2) with the powers, authorities and discretions (not exceeding those exercisable by the Board of Directors under this Constitution);
 - (3) for the period; and
 - (4) subject to the conditions, determined by the Board.
- 57.2 An appointment by the Board of Directors of an agent of the Company may be made in favour of:
- (1) any Corporation; or
 - (2) the members, Directors, nominees or managers of any Corporation or firm.
- 57.3 The Board of Directors may appoint attorneys or agents by facsimile transmission or electronic mail to act for and on behalf of the Company.
- 57.4 An agent appointed under this Rule 56 may, be authorised by the Board of Directors to sub-delegate all or any of the powers, authorities or discretions for the time being vested in him, her or it.

58. Notices generally

- 58.1 Any District Club which has not left at or sent to the registered office, a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of the Company may be served or sent is not entitled to receive any notice.
- 58.2 A notice may be given by the Company to any District Club by:
- (1) serving it on the District Club's President and Company Secretary personally;
 - (2) sending it by post to the District Club or leaving it at the District Club's address as shown in the register or the address supplied by the District Club to the Company for the giving of notices;
 - (3) fax to the fax number supplied by the District Club to the Company for the giving of notices; or
 - (4) transmitting it electronically to the electronic mail address supplied by the District Club to the Company for the giving of notices.
- 58.3 A District Club may, by written notice to the Company Secretary left at or sent to the registered office, require that all notices to be given by the Company or the Directors be served on the District Club's attorney at an address specified in the notice.
- 58.4 Notice to a District Club whose address for service of notices is outside Australia must be sent by airmail, fax or electronic mail.
- 58.5 Where a notice is sent by post, service of the notice is taken to be effected by properly addressing, prepaying and posting a letter enclosing the notice and to have been effected:

- (1) in the case of a notice of a meeting, on the second business day after the date of its posting; and
- (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

58.6 Where a notice is sent by fax or electronic transmission, service of the notice is taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the day it is sent.

If a notice is to be given to or sent by a Provisional Club the provisions of this Rule 58 shall apply as if the Provisional Club was a District Club.

59. Notices for General Meetings

59.1 Notice of every General Meeting must be given:

- (1) in the manner as required by Rules 18 and 19;
- (2) to every District Club and to each Director; and
- (3) in the event of the General Meeting is the Annual General Meeting, to the auditor of the Company (if any).

59.2 No other person is entitled to receive notice of General Meetings, but notice may be given to other persons at the direction of the District Governor.

59.3 Notwithstanding anything else in this Constitution, in the Rotary Year immediately preceding the Restructure Year:

- (1) Provisional District Clubs shall have the same rights, limitations and obligations in respect of General Meetings of the Company and under Rules 13, 58 and 59 as District Clubs, and
- (2) Provisional District Rotarians shall have the same rights, limitations and obligations in respect of General Meetings of the Company as District Rotarians.

60. Dispute Resolution

60.1 After the Restructure, if a dispute arises between any of the Company, the Directors, District Clubs or District Rotarians as to any matter touching on the operation of the Company, administration of District 9620, administration of a District Club, membership of District 9620 or a District Club, the Constitutional Documents or any other matter relating to Rotary International, then:

- (1) the parties must act in good faith to attempt to resolve the dispute;
- (2) the District Governor shall be entitled to intervene to attempt to mediate a resolution;
- (3) if the District Governor is a direct party to the dispute, the immediate Past District Governor shall similarly be entitled to intervene;
- (4) if the Constitutional Documents provide a method of dispute resolution, any party may require this to apply;
- (5) failing resolution, whether or not Rule 60.1(4) applies, any party may require the matter to be referred to formal mediation, with the mediator to be nominated by the Queensland Chapter

of the Resolution Institute or its successor, to be conducted in accordance with the rules of that body with the cost shared equally between the parties to the dispute; and

- (6) no party shall commence any form of Court proceedings, save for urgent interlocutory relief, until they have made a *bona fide* attempt to resolve the dispute and have genuinely engaged in mediation under Rule 60.1(5).

Draft

ATTACHMENT

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Final Version

Dated 21 April 2018

Constitution of Rotary International District 9600 Limited

Contents

1.	GENERAL	4
2.	INCONSISTENCY	8
3.	REPLACEABLE RULES.....	8
4.	ACTIONS AUTHORISED UNDER THE ACT AND COMPLIANCE WITH THE ACT	8
5.	OBJECTS	8
6.	ROTARY INTERNATIONAL	10
7.	APPLICATION OF INCOME AND PROPERTY	10
8.	ADMINISTRATION AND STANDING PROCEDURES	11
9.	DISTRICT GOVERNOR ROLE AND SELECTION	12
10.	VICE GOVERNOR	14
11.	OFFICERS.....	15
12.	LIMITED LIABILITY	16
13.	EXTENT OF LIABILITY	16
14.	MEMBERS	16
15.	MEMBERSHIP FEE AND ANNUAL SUBSCRIPTION	16
16.	WINDING UP.....	17
17.	INDEMNITY	17
18.	COMMON SEAL	18
19.	CONVENING MEETINGS	18
20.	NOTICE OF GENERAL MEETINGS.....	19
21.	TELEPHONIC AND ELECTRONIC/DIRECT VOTING	19
22.	BUSINESS OF GENERAL MEETINGS.....	20
23.	QUORUM	20
24.	IF QUORUM NOT PRESENT	20
25.	CHAIR OF MEETINGS.....	21
26.	ADJOURNMENTS	21
27.	VOTING AT GENERAL MEETINGS.....	21
28.	PROCEDURE FOR POLLS	22
29.	CHAIRMAN'S CASTING VOTE.....	22
30.	REPRESENTATION AND VOTING OF DISTRICT CLUBS.....	23
31.	OBJECTIONS TO QUALIFICATION TO VOTE	24
32.	PROXIES	24
33.	FORM OF PROXY	25
34.	LODGEMENT OF POWERS OF ATTORNEY AND PROXIES.....	25
35.	VALIDITY OF PROXIES	25
36.	WHERE PROXY IS INCOMPLETE.....	26
37.	RIGHTS OF OFFICERS AND ADVISERS TO ATTEND GENERAL MEETING.....	26
38.	COMPOSITION OF THE BOARD OF DIRECTORS	26
39.	VACATION OF OFFICE.....	26

40.	VALIDITY OF ACTIONS	27
41.	APPOINTMENTS CEASE.....	27
42.	POWERS OF DIRECTORS.....	27
43.	APPOINTMENT OF ATTORNEYS	27
44.	NEGOTIABLE INSTRUMENTS	28
45.	PROCEEDINGS	28
46.	MEETINGS VIA TECHNOLOGY	28
47.	QUORUM AT MEETINGS.....	28
48.	VACANCIES.....	29
49.	PROCEEDINGS AT MEETINGS	29
50.	DIRECTOR'S INTEREST	29
51.	ALTERNATE DIRECTORS.....	30
52.	COMMITTEES.....	30
53.	WRITTEN RESOLUTIONS BY DIRECTORS	31
54.	DEFECTS IN APPOINTMENTS.....	31
55.	STANDING PROCEDURES	31
56.	EXECUTIVE OFFICER.....	31
57.	EXECUTIVE COMMITTEE.....	32
58.	LOCAL MANAGEMENT	32
59.	APPOINTMENT OF AGENTS.....	32
60.	NOTICES GENERALLY.....	33
61.	NOTICES FOR GENERAL MEETINGS.....	34

Company limited by guarantee and not having a share capital

Constitution of

Rotary International District 9600 Limited

Introduction

1. General

1.1. Definitions

In this Constitution, unless the contrary intention appears:

- (1) **Additional Territory** means any geographical area not a part of District 9600 as at 1 January 2018 but which, as a consequence of the Restructure, is included in the geographical area to form part of a Rotary District which includes, among other geographical areas, the whole of District 9600 as at 1 January 2018 (and which shall be identified by a different District number which hereafter will be referred to as the “**Replacement District Number**”).
- (2) **Act** means the *Corporations Act 2001* and includes any amendment or reenactment of it or any legislation passed in substitution for it;
- (3) **Annual General Meeting** means the annual meeting of the members of the Company required to be held each year under the Act and this Constitution;
- (4) **Board of Directors or Board** means collectively the Directors of the Company;
- (5) **Constitutional Documents** means the Rotary International Constitution, the Rotary International By-Laws, the Standard Rotary Club Constitution, the Rotary Code of Policies and the Rotary International Manual of Procedure as amended from time to time;
- (6) **Committee** means a body established in accordance with Rule 9.4 and Rule 51 to assist in the administration of the affairs of District 9600;
- (7) **Company** means Rotary International District 9600 Limited, known by that name or which may be known, upon the Restructure being implemented, as a Rotary International District identified by the Replacement District Number;
- (8) **Corporation** means any body corporate whether incorporated in the Commonwealth of Australia or elsewhere;
- (9) **Director** means a Director of the Company;
- (10) **District** means a geographical area in which Rotary Clubs are grouped for Rotary International administrative purposes, pursuant to the Constitutional Documents;
- (11) **District Club** means a Rotary Club which has its Club locality within District 9600 and after the Restructure is implemented, shall mean a Rotary Club which has its Club locality within the Rotary District identified by the Replacement District Number;

- (12) **District Governor** means the Officer of Rotary International duly elected pursuant to the Constitutional Documents to the office of Governor of District 9600 provided that in and after the Restructure Year, it shall mean the Officer of Rotary International duly elected pursuant to the Constitutional Documents to the office of Governor of the Rotary District identified by the Replacement District Number, to serve during his or her District Governor's Year;
- (13) **District Governor - elect** means the person who, pursuant to the Constitutional Documents, has been appointed to serve as Governor of District 9600 in the next Rotary Year provided that in and after the Restructure Year, it shall mean the person who, pursuant to the Constitutional Documents, has been appointed to serve as Governor of the District identified by the Replacement District Number in the next Rotary Year;
- (14) **District Governor Nominee** means the person who, pursuant to the Constitutional Documents, has been appointed to serve as District Governor-elect of District 9600 in the next Rotary Year provided that in and after the Restructure Year it shall mean the person who, pursuant to the Constitutional Documents, has been appointed to serve as district Governor-elect of the District identified by the Replacement District Number in the next Rotary Year;
- (15) **District Governor's Year** means the Rotary Year in which a District Rotarian serves as District Governor;
- (16) **District Rotarian** means a Rotarian who is a member of a District Club;
- (17) **District 9600** means the geographical area promulgated by the President of Rotary International from time to time which constitutes Rotary International District 9600 provided that, starting in the Restructure Year a reference to District 9600 in this Constitution shall be taken to mean a reference to the geographical area promulgated by the President of Rotary International as the Rotary District which includes the entire geographical area of District 9600 before the Restructure together with any Additional Territory being a Rotary District which shall be identified by the Replacement District Number;
- (18) **Elector** means the District Rotarian(s) duly authorised to cast a vote or votes on behalf of his or her District Club at a General Meeting of the Company and in the case of any General Meeting of the nature referred to in Rule 27.3 hereof, also means any Provisional District Rotarian duly authorised to cast a vote or votes on behalf of his or her Provisional District Club at such General Meeting of the Company;
- (19) **General Meeting** means any meeting of the District Clubs at any time which may be but is not limited to meetings known as District Conference, District Resolutions Meeting (if one is held separately), and District Training Assembly;
- (20) **Immediate Past District Governor** means: –
- (a) subject to Rule 1.1, 20 (ii), the person who, pursuant to the Constitutional Documents, served as the District Governor of District 9600 in the Rotary Year immediately preceding a current Rotary Year;
 - (b) in the Restructure Year only, the Immediate Past District Governors of the Company shall be the person who served in the Rotary Year immediately preceding the Restructure Year as the District Governor for District 9600 and

each person who, in that year, served as the District Governor for each other District from which Rotary Clubs from a district other than District 9600 shall, after the Restructure, be first included in the Rotary District identified by the Replacement District Number;

- (21) **Member** means a District Club and where the context permits (and is appropriate in the reasonable opinion of the Board), a Provisional District Club;
- (22) **Month** means a calendar month;
- (23) **Notice** includes any communication in writing or email;
- (24) **Objects** of the Company means the objects of the Company set out in Rule 5.1;
- (25) **Prescribed Rate** means the base rate charged by the Company's principal banker to corporate customers from time to time in respect of overdraft loans in excess of one hundred thousand dollars (\$100,000.00) calculated on a daily basis and a year comprised of 365 days;
- (26) **Provisional District** means a District of Rotary International as at 1 January 2018 which is not District 9600 but which is contiguous with it and which, the Board reasonably believes, based on information provided to it by Rotary International, will be affected by the Restructure;
- (27) **Provisional District Club** means a Rotary Club which is in a Provisional District;
- (28) **Provisional District Rotarian** means a Rotarian who is a member of a Provisional District Club;
- (29) **Register** means the register of District Clubs kept pursuant to Rule 14.5 and the Act;
- (30) **Restructure** means changes to the geographical area of Rotary International Districts to be promulgated by the President of Rotary International in or about 2021 impacting on the geographical area of District 9600 and one or more Provisional District, resulting in some or all of the Rotary Clubs in Provisional Districts being in the same District as those in district 9600 after the Restructure;
- (31) **Restructure Year** means the Rotary Year commencing when or immediately after the Restructure is implemented;
- (32) **Rotarian** means a person who is an active member in good standing of a Rotary Club;
- (33) **Rotary Club** means a body of Rotarians which:
 - (a) has been admitted to membership of Rotary International; and
 - (b) is functioning and remains a member in good standing of Rotary International;
- (34) **Rotary International** means the association of Rotary Clubs throughout the world known as Rotary International registered in the United States of America under the Illinois general *Not for Profit Corporation Act of 1996*;
- (35) **Rotary International By-Laws** means the by-laws adopted by Rotary International as amended from time to time;

- (36) **Rotary International Constitution** means the Constitution adopted by Rotary International as amended from time to time;
- (37) **Rotary International Manual of Procedure** means the compilation of statements of policies and procedures adopted by Conventions, the Council on Legislation, the Rotary International Board of Directors and the Trustees of the Rotary Foundation of Rotary International which also incorporates the other Constitutional Documents and other legal documents;
- (38) **Rotary Year** means the year ending 30 June;
- (39) **Rules** means the provisions of this Constitution as amended from time to time and a reference to a provision of these Rules is a reference to that provision as amended from time to time;
- (40) **Seal** means the Common Seal of District 9600 (if any);
- (41) **Standing Procedures** means the Standing Procedures for the management of the District adopted by District 9600 as amended from time to time; and
- (42) **Vice Governor** means the person who, pursuant to the Constitutional Documents, Standing Procedures and the Vice Governor Standing Procedure, has been appointed to serve as Vice Governor of District 9600 in the Rotary Year in question provided that, in the Restructure Year it shall mean the person who, pursuant to the Constitutional Documents, has been appointed to serve as Vice-Governor of the District identified by the Replacement District Number;
- (43) **Vice Governor Standing Procedure** means the policy approved and amended by majority resolution of the Board from time to time which, without limitation, details the rights and responsibilities of the office of Vice Governor and the circumstances in which the Vice Governor acts in the place of the District Governor.

1.2. Subject to Rule 2, unless the context otherwise requires:

- (1) terms or expressions defined or in common use in the Constitutional Documents have a similar meaning in these Rules.
- (2) Subject to the requirements of the Act, where any such term or expression defined, used or incorporated by reference in these Rules, or its meaning is varied or changed in accordance with the requirements of the Constitutional Documents from time to time, then these Rules shall be construed as if they have been similarly varied or changed.
Interpretation
- (3) Reference to:
 - (a) one gender includes the others;
 - (b) the singular includes the plural and the plural includes the singular; and
 - (c) a person includes a body corporate.
- (4) Except so far as the contrary intention appears in this constitution:
 - (a) an expression has in this constitution the same meaning as in the Act; and

- (b) if an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (5) “Including” and similar expressions are not words of limitation.
- (6) Headings and any table of contents or index are for convenience only and do not form part of this constitution or affect its interpretation.
- (7) All references to money are taken to be in Australian Dollars, unless otherwise stated.

2. Inconsistency

- 2.1. To the extent that there is any inconsistency between a provision in any of the documents referred to in Rule 2.1(2) and other provisions in any of them or between a provision in any of those documents and a provision in any other document referred to in any of them:
- (1) a specific provision takes precedence over a general provision; and
 - (2) otherwise, to the extent necessary to resolve the inconsistency but subject always to the requirements of the Act, the following order of precedence applies:
 - (a) the Rotary International Constitution;
 - (b) the Rotary International By-laws;
 - (c) the Rotary International Manual of Procedure;
 - (d) the Rotary Code of Policies;
 - (e) these Rules; and
 - (f) the Standing Procedures.

3. Replaceable Rules

- 3.1. The replaceable rules contained in the Act do not apply to the Company.

4. Actions authorised under the Act and compliance with the Act

- 4.1. Where the Act authorises or permits a Company to do any matter or thing if so authorised by its constitution, the Company is and will be taken by this Rule to be authorised and permitted to do that matter or thing, provided it complies with Rule 5, despite any other provisions of this Constitution.

5. Objects

- 5.1. The objects of the Company are:
- (1) to further the Object of Rotary by:
 - (a) providing leadership and supervision of the District Clubs;

- (b) helping the individual District Clubs advance the Object of Rotary;
 - (c) owning, leasing or otherwise holding assets or an interest in assets for the benefit of the District and/or one or more District Clubs, as the Board determines in its sole discretion from time to time, including for example but without limitation, plant and equipment and real property; and
 - (d) holding, maintaining and utilising cash or other financial reserves or provisions for the benefit of the District and/or one or more District Clubs, as the Board determines in its sole discretion from time to time;
- (2) to encourage, promote, extend and support District Clubs throughout District 9600 and to co-ordinate their activities;
 - (3) to assist the District Governor in coordinating the activities of District Clubs and in the performance of his or her duties and responsibilities under the Constitutional Documents, these Rules, the Standing Procedures and the District Strategic Plan;
 - (4) to ensure continuity within District 9600 by working with the past, current and incoming District leaders in fostering effective District Clubs;
 - (5) to assemble and disseminate information and knowledge about matters affecting Rotary International, District 9600, The Rotary Foundation of Rotary International and District Clubs to District Rotarians and the public;
 - (6) to work with the District Clubs and their leaders to encourage participation in the District Strategic Plan;
 - (7) to provide inspiration and motivation to the District Clubs;
 - (8) to promote demonstrate advance and encourage interest and participation in the administration, meetings, happenings and events involving Rotary District 9600, District Clubs and District Rotarians;
 - (9) to co-operate with any Government or private body in fostering the objects of the Company and Rotary International;
 - (10) not to diminish the services provided by District Clubs and District Rotarians on a local level;
 - (11) to raise funds, undertake projects and receive donations or grants in the furtherance of its objects;
 - (12) to expend all monies and funds raised or received for the furtherance of its objects;
 - (13) not to conduct the Company activities for the direct or indirect profit or gain for its Members; and
 - (14) generally to do all things which in the opinion of the Board of Directors are incidental or conducive to the attainment of the above objects or any of them.

5.2. Nothing in this Rule 5 will be construed to limit the manner in which the Company may exercise its powers to pursue the objects stated in Rule 5.1.

- 5.3. The Company can only exercise its powers under the Act to:
- (1) carry out the objects in Rule 5.1; and
 - (2) do all things incidental or convenient in relation to the exercise of power under Rule 5.1.
- 5.4. When interpreting the objects in this Rule 5, each object may be construed jointly or separately and independently of any other objects, as the case requires.

6. Rotary International

- 6.1. This Company has been formed with the express approval of Rotary International and its operation is subject to the continued approval by Rotary International. If the approval of Rotary International is withdrawn this Company must wind itself up or cease all association with Rotary International as well as change its name so it no longer refers to Rotary or Rotary International.

Income and Property

7. Application of income and property

- 7.1. The Company 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 its Members, its Directors, or any other officer of the Company.
- 7.2. Subject to Rules 7.3 and 7.4, income and property of the Company must be applied solely towards the promotion of the Objects of the Company set out in Rule 5 and no portion of it may be paid or transferred, directly or indirectly, to any District Club whether by way of dividend, bonus or otherwise.
- 7.3. Nothing in Rules 7.1 or 7.2 prevents any payment in good faith by the Company of:
- (1) reasonable and proper remuneration to any District Club for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
 - (2) payment or reimbursement of out-of-pocket expenses incurred by a District Club on behalf of the Company where the amount payable does not exceed an amount previously approved by the Directors or where the incurring of the expense is ratified by the Directors;
 - (3) moneys to a District Rotarian, being a person engaged in any profession or business, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service; or
 - (4) interest at a rate not exceeding the Prescribed Rate on money borrowed from a District Club.
- 7.4. The Company must not pay fees to Directors; however the Company may make payments in good faith for:
- (1) the payment or reimbursement of out-of-pocket expenses incurred by a Director in the performance of the Director's duties to the Company where the amount payable does

not exceed an amount previously approved by the Directors or where the incurring of the expense is ratified by the Directors;

- (2) moneys owing to any Director, being a person engaged in any profession or business, for all usual professional or other charges for work done by that person or that person's firm or employer where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service;
- (3) any salary or wage due to a Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company;
- (4) an insurance premium in respect of a contract insuring a Director to which subsection 212(1) of the Act refers or the provision of a financial benefit to a Director which would be permitted by the Act were the Company a public company; and
- (5) any other payment to any Director approved for good cause in furtherance of the Objects of the Company approved by the other Directors.

7.5. Nothing in these Rules prevents the District Governor or other Officer of the Company from receiving and retaining any moneys paid or allowed to them by Rotary International in the course of their service to Rotary International.

8. Administration and Standing Procedures

- 8.1. The Company will be managed by or under the direction of a Board of Directors.
- 8.2. The Board of Directors shall comprise not less than 6 nor more than 9 District Rotarians and the Board will be responsible for the internal administration of the Company.
- 8.3. The District Rotarians holding the positions of:
 - (1) District Governor;
 - (2) the Immediate Past District Governor who served in District 9600;
 - (3) in the Restructure Year only, the Immediate Past District Governor/s who served as the District Governor for each Provisional District;
 - (4) the District Governor-elect;
 - (5) District Governor-nominee;
 - (6) District Administration Officer (formerly called the District Secretary);
 - (7) Secretary; and
 - (8) District Treasurer

in each Rotary Year shall always be members of the Board of Directors.

8.4. In considering the appointment of the District Rotarian who is to hold office as District Treasurer in his year of office and in the interests of continuity, the District Governor-elect shall give

consideration to appointing a person who will hold office for a term (where possible) of three years.

- 8.5. The District Governor-elect must within a reasonable time preceding his or her District Governor's Year give notice in writing to the Secretary of the full names, addresses and other relevant particulars of the District Rotarians who are to serve as District Administration Officer and the Chairman and other members of the District Finance Advisory Committee during his or her District Governor's Year.
- 8.6. The positions of District Administration Officer and Secretary may be filled by one District Rotarian in any Rotary Year.
- 8.7. A new Board of Directors (constituted as provided in this Rule) shall take office at the commencement of each Rotary year.
- 8.8. The Board may make, amend or repeal Standing Procedures, not inconsistent with this Constitution for the good order, business conduct and management of the Company.
- 8.9. The Board shall notify District Clubs of any changes to the Standing Procedures.
- 8.10. A Standing Procedure may be set aside or amended at a General Meeting.

9. District Governor role and selection

- 9.1. The District Governor is:
 - (1) the officer of Rotary International in the District functioning under the general control and supervision of the Board of Rotary International;
 - (2) charged by Rotary International with the duty of furthering the Object of Rotary by providing leadership and supervision of the District Clubs; and
 - (3) The highest ranking Officer of the Company.
- 9.2. Notwithstanding anything to the contrary contained in the Act or the Constitution:
 - (1) the District Governor is the Governing Director of the Company;
 - (2) where the words "Governing Director" are used, they refer to the District Governor for the time being during the period he or she holds office as District Governor;
 - (3) while the Governing Director continues to hold this office, all powers, authorities and discretions vested in the Board of Directors will be vested in the Governing Director alone and all other Directors of the Company will exercise only those powers which:
 - (a) they possess by virtue of their office in terms of the Constitutional Documents, and/or
 - (b) the Governing Director may delegate to them and (subject only to the specific provisions of the Constitutional Documents) the other Directors will be under the Governing Director's control and direction in regard to the Company's business; and

- (4) While he holds the office of Governing Director, the District Governor will be Chairman of the Directors and Chairman of the Company and in respect of the other directors (subject only to the specific provisions of the Act and the Constitutional Documents) may:
 - (a) define, limit and restrict their powers;
 - (b) fix and determine their duties; and
 - (c) appoint any District Rotarian to fill a casual vacancy on the Board of Directors.
- 9.3. The powers, duties and obligations of the District Governor are as set out in the Constitutional Documents and may also be contained in the Standing Procedures and the District Leadership Plan.
- 9.4. The District Governor will appoint and at his or her discretion delegate functions of the management of the Company to Assistant Governors and Committees.
- 9.5. Despite Rules 9.1, 9.2, 9.3 and 9.4, the powers of the Governing Director do not include the powers of the Board that must be exercised by the Board. The Board shall not divest its future exercise of discretions whether conferred by the Act or this Constitution.
- 9.6. The District Governor shall be appointed by the Nominating Committee for (the next) District Governor.
- 9.7. The Nominating Committee for District Governor shall comprise:
 - (a) The District Governor (Category 1);
 - (b) The District Governor-elect (Category 2);
 - (c) The Immediate Past District Governor of District 9600, who shall be Chairman (Category 3);
 - (d) In the Restructure Year only, the District Governor, District Governor Elect and the Immediate Past District Governor/s of each Provisional District (Category 3).
 - (e) A District Rotarian who has held the office of Assistant Governor or who has served as Chairman of one of the District Committees for a full term during the five years prior to the nomination of the Committee provided that, in the Restructure Year only, nominees for this category shall be selected from Rotarians of District 9600 and the Provisional Districts (Category 4); and
 - (f) Three District Rotarians who have held office for a full term as President of a District Club during the five years prior to nomination of the Committee provided that there shall be no more than one such person from any particular Club and provided further that in the Restructure Year only, nominees for this category shall be selected from such Rotarians of District 9600 and the Provisional Districts (Category 5).
- 9.8. The procedure for selecting Category 4 and Category 5 appointees shall be:
 - (a) The District Governor shall call for nominations of suitably qualified and consenting District Rotarians from District Clubs provided that in the Restructure Year only, the District Government shall call for nominations of suitably qualified consenting Rotarians

from District Clubs and Provisional Clubs. Each District Club (and in the Restructure Year, each Provisional Club) may only make one nomination in each category. A person may not nominate in more than one category. Rotarians with the designation of Past District Governor are not eligible.

- (b) The District Governor shall circulate to all District Clubs (and in the Restructure Year, all Provisional Clubs) the nominations received with a brief biography of each nominee.
- (c) If there are more than the required number of nominees in a category, the District Governor shall conduct a ballot-by-mail in accordance with current Rotary International Bylaws. The nominee(s) gaining the most votes will be elected to the Committee.
- (d) If there are insufficient nominees or a vacancy occurs, the District Governor shall appoint a qualified Rotarian to fill the vacancy(s). If the vacancy relates to Category 1, 2 or 3, the District Governor shall appoint the next most recent Past District Governor who was available and who is still a Rotarian (not honorary) of the District and in the Restructure Year that person shall be chosen from the Past District Governors of District 9600 and the Provisional Districts.
- (e) No member of the Nominating Committee for District Governor shall be eligible to be the District Governor-nominee.
- (f) No member of a District Club or in the Restructure Year, of a Provisional Club, of which the candidate for District Governor is a member or who is a relative of the candidate, as defined by the Rotary International shall be eligible to serve on the Nominating Committee for District Governor.
- (g) By the end of November each year, the District Governor shall call for nominations for Categories 4 and 5 of the Nominating Committee for District Governor from District Rotarians and in the Restructure Year, from District Rotarians and from Provisional District Rotarians and call for nominations for District Governor which shall close on 31 January the following year.
- (h) If there are more nominations than available positions for Categories 4 and/or 5, the District Governor shall conduct and finalise a ballot-by-mail in accordance with the current Rotary International By-laws by the end of February that year provided that in the Restructured Year Provisional District Rotarians shall also be eligible to vote in the ballot-by-mail.
- (i) By the end of March, the Nominating Committee for District Governor shall conduct interviews with all candidates for District Governor.

10. Vice Governor

- 10.1. The Board may prepare and approve by majority resolution a Vice Governor Standing Procedure that deals with matters including, without limitation:
- (1) the rights and obligations of the Vice Governor;
 - (2) the circumstances in which the District Governor will be determined to be unable to perform their duties;
 - (3) procedures for how such a determination is made; and

- (4) the circumstances in which the Vice Governor will assume the role of District Governor.
- 10.2. In the event of a conflict between the Constitutional Documents and the Vice Governor Standing Procedure, the Constitutional Documents shall prevail. During a District Governor's Year in which they are appointed, the Vice Governor is an officer of the Company who shall have the right to receive notices of and attend meetings of the Directors. The Vice Governor must take reasonable steps to attend all such meetings to ensure that the Vice Governor is fully aware and cognisant of the current state of affairs of the Company
- 10.3. Upon the commencement of the District Governor's Year, the District Governor will appoint the Vice Governor to be the District Governor's alternate director. The Vice Governor may only exercise powers as the District Governor's alternate director during any period of the District Governor's Year when the Board has determined, in accordance with the Vice Governor Standing Procedure, that as a consequence of the inability or incapacity of the District Governor to fulfil their duties, the Vice Governor is to act in that capacity.
- 10.4. The Vice Governor Standing Procedure may only be amended by majority resolution of the Board. Notwithstanding any provision of this Constitution, the Vice Governor Standing Procedure may provide for a different manner of appointment of the chair for any meeting of the Board required for the purposes of the Vice Governor Standing Procedure and procedures by which the District Governor is deemed to have applied for, been granted and to have taken mandatory leave absence from the Board until the first to occur of the events as set out in the Vice Governor Standing Procedure
- 10.5. The Vice Governor has no right to vote at meetings of the Directors except when acting as the alternate director for the District Governor pursuant to rule 10.4 and the Vice Governor Standing Procedure.

11. Officers

- 11.1. A District Rotarian will, in accordance with the Act, be appointed by the Board of Directors to the position of Secretary for a term (where possible) of three years, upon such conditions as the Board may think fit and any Secretary so appointed may be removed by the Board.
- 11.2. The Board of Directors may appoint an Acting Secretary as temporary substitute for the Secretary. Whilst exercising such office, the Acting Secretary will be deemed to be the Secretary for the purpose of this Constitution.
- 11.3. Except as provided for in Rules 11.1 and 11.2 the Board of Directors may from time to time:
- (1) create any position or positions in the Company conferred with any powers or responsibilities as the District Governor may from time to time determine; and
 - (2) appoint any person, whether or not a Director, to any position or positions created under Rule 11.3(1).
- 11.4. The District Governor may at any time terminate the appointment of a person holding a position created under Rule 11.3 and may abolish the position.
- 11.5. The Secretary shall be both the company secretary and the public officer and perform those duties traditionally performed by a company secretary and a public officer, in particular, to provide guidance to the Board of Directors in ensuring compliance by the Company with its obligations in terms of the Act.

Liability

12. Limited Liability

12.1. The liability of the Members is limited.

13. Extent of Liability

13.1. Each Member undertakes to contribute to the property of the Company if the Company is wound up while it is a member or within 1 year after it ceases to be a member, for payment of the Company's debts and liabilities contracted before it ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding \$10.00.

Membership

14. Members

14.1. The number of District Clubs with which the Company proposes to be registered is not limited.

14.2. The membership of the Company shall be comprised of and limited to District Clubs including, after the Restructure has been implemented, those Provisional District Clubs which become District Clubs upon the Restructure being implemented.

14.3. A District Club (including, after the Restructure is implemented, a Provisional Club which becomes a District Club when the Restructure is implemented) may consent to become a member of the Company and have its membership entered on the Register once that District Club provides evidence satisfactory to the Company that:

- (1) Rotary International has granted to that District Club a Certificate of Membership in Rotary International; and
- (2) it has paid any applicable membership fee to the Company.

14.4. The admission to or removal from membership of Rotary International of a District Club immediately and automatically results in a corresponding change in the Membership of the Company.

14.5. The Secretary must cause a Register to be kept in accordance with the Act in which will be entered the names and addresses of all District Clubs admitted to membership of the Company and the date of admission.

15. Membership fee and annual subscription

15.1. Fees and subscriptions will be established through the process of budget estimates for the succeeding Rotary Year, such estimates being prepared by the District Governor-elect for their District Governor's Year in consultation with the District Finance Committee, notice of which must be provided to District Clubs at least 28 days prior to the General Meeting at which that budget is to be considered and approved or amended.

15.2. The District 9600 budget shall be financed by the District Clubs by way of a per capita levy on the members of those clubs. The amount of the levy shall be decided in accordance with the relevant provisions of the Rotary International By-Laws in force from time to time.

15.3. The per capita levy is mandatory on all District Clubs.

16. Winding Up

16.1. The Company must immediately and automatically cease operations and begin the process of winding up in accordance with the Act after the following has occurred:-

- (1) the directive of the Rotary International board; or
- (2) the approval of two-thirds of the District Clubs in a vote at the District Conference or in a ballot-by-mail.

16.2. Any such ballot-by-mail must follow as near as possible the procedures set out in the Constitutional Documents.

16.3. The District Governor must give the Rotary International board:

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

16.4. If, upon the winding-up or dissolution of the Company in accordance with the Act there remains, after satisfaction of all its debts and liabilities, any property of any kind (surplus) then that surplus must not be paid to, or distributed among the District Clubs, but must be given or transferred to some other organisation(s) or institution(s) having objects similar to the Objects of the Company which continue(s) to perform the Company's activities in respect to the District Clubs (for example some other Rotary District(s)), or if there is no such entity, one or more organisations or institutions with objects similar to those of the Company provided the relevant organisation or institution has a memorandum of association or constitution which prohibits distribution of its or their income and property among its members to an extent at least as great as is imposed on the Company under Rules 7.1 and 7.2 of this Constitution, any organisation(s) or institution(s) to be determined by the District Clubs at or before the time of dissolution, and in default of any such determination by application to the Supreme Court of Queensland for determination.

17. Indemnity

17.1. To the extent permitted by the Act and without limiting the powers of the Company, the Company must indemnify and indemnifies each person who is, or has been, an Officer of the Company against any liability which results directly or indirectly from facts or circumstances relating to the person serving or having served in that capacity in relation to the Company:

- (1) whether or not the liability arises from a prior contingent liability, and provided that the liability does not arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and
- (2) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted, or in connection with any application in relation to proceedings in which the court grants relief to the person under the Act.

17.2. The Company need not indemnify a person as provided for in Rule 17.1 in respect of a liability to the extent that the person is entitled to an indemnity in respect of that liability under a contract of insurance.

- 17.3. To the extent permitted by the Act and without limiting the powers of the Company, the Directors may authorise the Company to, and the Company may enter into any:
- (1) documentary indemnity in favour of; or
 - (2) insurance policy for the benefit of, a person who is, or has been, an employee or officer of the Company, which indemnity or insurance policy may be in such terms as the Directors approve and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.
- 17.4. The benefits of each indemnity given in Rule 17.1 continues, even after its terms or the terms of this Rule 17 are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

18. Common Seal

- 18.1. The Company may have a common seal. If the Company has a common seal it may also have a duplicate common seal.
- 18.2. A seal may only be used by the authority of the Governing Director or a resolution of the Board of Directors. Every document to which the seal is affixed must be signed by the District Governor or by 2 Directors appointed by the Governing Director or the Board of Directors for the purpose.
- 18.3. This Rule 18 does not limit the ways in which the Company may execute a document.

General Meetings

19. Convening meetings

- 19.1. The Company must, in each Rotary Year, hold:
- (1) an Annual General Meeting; and
 - (2) General Meetings which may be held in conjunction with the District Training Assembly and the District Conference and District Resolutions may be dealt with at any General Meeting (including Annual General Meeting).
- 19.2. The District Governor may determine the date, time and place of those meetings in his or her District Governor's Year but the Annual General Meeting must be held at least once in each calendar year and within 5 months of the end of each Rotary Year unless the Australian Securities and Investment Commission approves otherwise.
- 19.3. The notice convening the Annual General Meeting must be given at least 21 days in advance of the Annual General Meeting and specify that the meeting is an Annual General Meeting. The ordinary business to be conducted at the Annual General Meeting is:
- (1) the consideration of the annual financial report, Directors' report and auditor's report;
 - (2) the confirmation in office of the Board of Directors selected in accordance with these Rules (as the case requires) for the current and/or next Rotary Year;
 - (3) the appointment of the auditor;
 - (4) the fixing of the auditor's remuneration; and

(5) the status of the Company's incorporation.

- 19.4. The District Governor or any three Directors may convene a General Meeting whenever the District Governor or those Directors think fit by giving at least 21 days notice, provided that those same Directors may not convene more than one extraordinary general meeting in any six (6) month period.
- 19.5. The Directors who convene a general meeting under Rule 19.4 may, with the agreement of the District Governor, cancel that meeting by notice in writing to all District Clubs, but no meeting convened on the requisition of District Clubs may be cancelled without the consent of each convening District Club.
- 19.6. The District Governor may postpone a General Meeting or change the place at which it is to be held by notice not later than 72 hours prior to the time of the meeting to all persons to whom the notice of meeting (the first notice) was given. The postponing notice must specify the place, date and time of the further meeting. The meeting is taken to be duly convened under the first notice.
- 19.7. The District Governor must, on request in writing of the District Clubs representing not less than 10% of the total number of District Clubs convene a General Meeting of the Company;
- 19.8. A request by District Clubs for a General Meeting pursuant to Rule 19.7 must:
- (1) be in writing and state the objects of the meeting;
 - (2) be signed by the Presidents of the District Clubs requesting the meeting; and
 - (3) be sent to the registered office of the Company and the District Governor.
- 19.9. If the District Governor does not cause a General Meeting to be held within 1 month after the date on which the request is sent to the registered office of the Company, the District Clubs which make a request under Rule 19.7 may request the Secretary to convene a General Meeting to be held not later than 3 months after that date and the Secretary must then convene a General Meeting.
- 19.10. If a General Meeting is convened by District Clubs in accordance with this Rule 19, it must be convened in the same manner so far as possible as a meeting convened by three Directors.

20. Notice of General Meetings

- 20.1. Each notice convening a General Meeting must contain the information required by the Act.
- 20.2. The non-receipt of a notice convening a General Meeting by, or the accidental omission to give notice to, any person entitled to receive notice does not invalidate the proceedings at or any resolution passed at the meeting.

21. Telephonic and electronic/direct voting

- 21.1. A District Club which is located more than 100 kilometres from the venue of a proposed meeting may request to have its Elector(s) present at the proposed meeting by teleconference. If a majority of Directors consent to a District Clubs' Elector(s) being present at that meeting by teleconference, the Directors must (subject to appropriate teleconferencing facilities being available) use their best endeavours to facilitate the attendance of those District Clubs' Electors at the meeting by teleconference. A District Club Elector present via teleconference will be responsible for making the telephone call to the meeting, bear those telephone call charges and

pay the proportionate cost of setting up teleconferencing facilities if there is more than one District Club present via teleconference, or the whole cost where there is only one member present via teleconference. A District Club Elector present via teleconference must be permitted to vote by indicating orally whether they vote for or against a resolution.

- 21.2. A District Club's Elector present via teleconference at the meeting is deemed to be present at the meeting.
- 21.3. In addition to voting by a District Club's Elector(s) indicating orally whether they vote for or against a resolution in a permitted teleconference, the Directors may determine that at any General Meeting, District Clubs' Elector(s) who are entitled to attend that meeting are entitled to a direct vote without physically attending the General Meeting. A "direct vote" includes a vote delivered to the Secretary of the Company by post, fax or other electronic means approved by the Directors from time to time. The Directors may from time to time, specify the form, method and timing of giving a direct vote at a General Meeting in order for the vote to be valid.
- 21.4. If voting orally in a teleconference conducted pursuant to this Rule 21 or voting electronically pursuant to rule 21.3 involves any matters referred to in Rule 27.3, the arrangement set out in Rules 21.1, 21.2 and 21.3 (as applicable) shall apply equally to Provisional District Clubs and their Elector(s) in the same manner as those arrangements apply to District Clubs and Electors of District Clubs respectively.

22. Business of General Meetings

- 22.1. Unless the District Clubs' Electors present (and in the case of a General Meeting dealing with the matters referred to in Rule 27 .3, also the Provisional District Clubs' Electors) agree by majority otherwise, business must not be transacted at any General Meeting except as set out in the notice of meeting.

23. Quorum

- 23.1. Business must not be transacted at a General Meeting unless there is a quorum of District Club Electors present at the time when the meeting proceeds to business.
- 23.2. Except as otherwise provided in this Constitution, at least one half of the total number of District Clubs of the Company present by their Electors or proxy constitutes a quorum.
- 23.3. At any General Meeting dealing with the matters referred to in Rule 27.3, the quorum will be at least one half of the total number of District Clubs of the Company present by their Electors or proxy and one half of the total number of Provisional District Clubs present by their Electors or proxy.

24. If quorum not present

- 24.1. If a quorum is not present within 30 minutes after the time appointed for the meeting:
- (1) where the meeting is convened on the requisition of District Clubs, the proposed meeting is automatically dissolved (subject to Rule 26.1);
 - (2) in any other case:

- (a) the meeting stands adjourned to a day and at a time and place as the Directors decide or, if no decision is made by the Directors, to the same day in the next week at the same time and place (“the adjourned meeting”); and
- (b) if at the adjourned meeting a quorum is not present within 20 minutes after the time appointed for the meeting, the meeting is automatically dissolved.

25. Chair of meetings

25.1. At every General Meeting:

- (1) the District Governor, or in the District Governor's absence;
- (2) the Vice Governor, or in the Vice Governor's absence;
- (3) the District Governor-elect, or in the District Governor-elect's absence;
- (4) a Director as chosen by Directors present at the meeting, or in the absence of all Directors;
- (5) an Elector of a District Club as elected by District Clubs' Electors present at the meeting;

is to preside as Chairman.

26. Adjournments

- 26.1. The chairman may and must if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- 26.2. The only business which may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 26.3. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 26.4. Except as provided by Rule 26.3, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

27. Voting at General Meetings

27.1. The provisions of the Rotary International By-Laws from time to time which determine (in respect of each District Club) such things as:

- (1) The selection, certification and sending of Electors;
- (2) The number of Electors and votes to which each such club is entitled; and
- (3) How those Electors must cast such votes,

at any District Conference or District Resolutions Meeting (if one is held separately) (“the meeting rules”) shall, with all necessary amendments, apply to any General Meeting of the Company and this Constitution shall be read subject to and applied consistently with the meeting rules.

- 27.2. Subject to Rules 21 and 27.3, any resolution to be considered at a General Meeting is to be decided on a show of hands of the District Rotarians in attendance.
- 27.3. For any General Meeting before the Restructure Year at which the issues listed in Rule 27.4 hereof are to be dealt with, Provisional District Clubs are to be given notice of the meeting in the same manner as District Clubs are to be given such notice and at any such General Meeting, Provisional District Clubs and Provisional District Rotarians shall, notwithstanding anything else in this Constitution or provided elsewhere, have the same voting rights as District Clubs and District Rotarians respectively, with respect to attending and participating in any vote in relation to the matters listed in Rule 27.4 hereof.
- 27.4. A District Rotarian may not vote or be heard on (except as an Elector) at a General Meeting on matters submitted to a vote in respect of:
- (1) the selection of a District Governor-nominee;
 - (2) election of a member and alternate member of the nominating committee for director;
 - (3) composition and terms of reference of the nominating committee for District Governor;
 - (4) election of the representative and alternate representative of District 9600 to the Council on Legislation; and
 - (5) the amount of the per capita levy.
- 27.5. A declaration by the chairman that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting are conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.
- 27.6. Despite the Act, any Elector has the right to demand a poll upon any matter presented to a General Meeting.
- 27.7. All decisions and elections which would otherwise be taken or held at a General Meeting may be made by the District Clubs by a ballot-by-mail which must be signed by all members entitled to vote.
- 27.8. A ballot-by-mail must follow as nearly as possible the procedures set out in the Constitutional Documents.

28. Procedure for polls

- 28.1. A poll when demanded must be taken in the manner and at the time provided for in the Constitutional Documents.
- 28.2. The result of the poll is a resolution of the meeting at which the poll was demanded.
- 28.3. If a poll has been demanded at a meeting, the meeting may continue with the transaction of business other than the resolution on which the poll was demanded.

29. Chairman's casting vote

- 29.1. In the case of an equality of votes on a show of hands or on a poll the chairman of the meeting will have a casting vote.

30. Representation and voting of District Clubs

- 30.1. A District Club may only vote at a General Meeting of the Company by its Elector or if no Elector is able to attend, a duly appointed proxy or attorney. At any General Meeting of the nature referred to in Rule 27.3, a Provisional District Club may only vote at such meeting by its Elector and if no Elector is able to attend, a duly appointed proxy or attorney.
- 30.2. On each matter submitted to a vote to which this Rule 30 applies at any General Meeting, each District Club must vote in accordance with the meeting rules referred to in Rule 27.1.
- 30.3. A District Club entitled to cast more than 1 vote may either:
- (1) appoint Electors equal in number to the number of votes to which it is entitled; or
 - (2) authorise 1 Elector to exercise all its votes.
- 30.4. The Elector(s) of a District Club at a General Meeting of the Company is or are:
- (1) its President if present at any General Meeting of the Company (except District Training Assembly);
 - (2) its President Elect (or his or her duly authorised designated representative pursuant to the Constitutional Documents in the absence of the President Elect) at the District Training Assembly; or
 - (3) 1 or more District Rotarians who are members of and duly selected and certified by that District Club as its Elector(s) pursuant to the Constitutional Documents for the relevant meeting.
- 30.5. A District Club must give formal written notice of appointment of;
- (1) the designated representative appointed under Rule 30.4 (2); and
 - (2) its Elector(s) appointed under Rule 30.4 (3)
- in accordance with the meeting rules and comply with the provisions of Rule 30 as to notice to the Company but is not otherwise required to give such notice.
- 30.6. If a District Club is entitled to vote at a General Meeting, its Elector(s) must cast such vote(s) in the manner required by the Constitutional Documents.
- 30.7. An Elector or proxy appointed to attend and vote for a District Club at a General Meeting has the same rights as a District Club:
- (1) to be heard at the meeting;
 - (2) to vote (but subject to any limitations imposed in the appointment, the meeting rules and these Rules); and
 - (3) to demand a poll.
- 30.8. Notice of the appointment of an Elector, may be given by formal notice of such appointment duly signed on behalf of the District Club by its President and its Secretary or by the Elector signing the attendance book maintained to record attendance at such meeting.

- 30.9. The formal notice or, as the case requires, the attendance book must contain the following information:
- (1) the District Club's name;
 - (2) the Elector's name or the name of the office held by the Elector;
 - (3) the meetings at which the appointment may be used; and
 - (4) the number of votes which the Elector is authorised to cast.
- 30.10. The following rules apply to such appointments:
- (1) an appointment may be a standing one and may authorise an Elector to vote at his or her discretion;
 - (2) an undated appointment is taken to have been dated on the day it is given to the Company;
 - (3) an appointment may specify the way the Elector is to vote on a particular resolution. If it does, the Elector must vote accordingly;
 - (4) an appointment does not have to be witnessed; and
 - (5) a later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.
- 30.11. A District Club is not entitled to vote at a General Meeting unless all sums presently payable by the District Club in respect of membership of the Company and Rotary International have been paid in full.

31. Objections to qualification to vote

- 31.1. An objection to the qualification of a District Club to vote may be raised only at the meeting or adjourned meeting at which the vote objected to is tendered.
- 31.2. Any objection must be referred to the chairman of the meeting, whose decision is final.
- 31.3. A vote allowed after an objection is valid for all purposes.

32. Proxies

- 32.1. A District Club may designate a proxy for its absent Elector(s) at any General Meeting of the Company.
- 32.2. The proxy must be a District Rotarian and may be a member of the designating District Club.
- 32.3. The proxy designation must be certified by the president and secretary of the relevant club.
- 32.4. The proxy is entitled to vote as proxy for the non-attending Elector of a District Club.

33. Form of proxy

- 33.1. An instrument appointing a proxy must be in writing and signed by the president and secretary of the District Club on whose behalf the appointment is made.
- 33.2. A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting has been indicated to the proxy by the District Club appointing the proxy.
- 33.3. An instrument appointing a proxy may be in any form that the Directors may accept or stipulate.

34. Lodgement of powers of attorney and proxies

- 34.1. For an instrument appointing an attorney to act on behalf of a District Club at all meetings of the Company (or at all meetings for a specified period) to be effective, the following documents must be received by the Company not less than 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting or adjourned meeting at which the attorney proposes to vote:
- (1) the power of attorney or a certified copy of that power of attorney; and
 - (2) any evidence that the Directors may reasonably require of the validity and non-revocation of that power of attorney.
- 34.2. For the purposes of Rule 34.1, the Company receives these documents when they are received at any of the following:
- (1) the Company's registered office;
 - (2) a fax number at the Company's registered office; or
 - (3) a place, fax number or electronic address specified by the Company for the purpose in the notice of meeting.
- 34.3. For an instrument (other than a power of attorney) appointing an Elector or proxy of a District Club to be effective, it must be received by the Company (at the place, fax number or electronic address specified by the Company for the purpose in the notice convening the meeting) not less than 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting or adjourned meeting at which the proxy proposes to vote.

35. Validity of proxies

- 35.1. A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite the revocation of the instrument (or of the authority under which the instrument was executed) or the power if no notice in writing of the revocation has been received by the Company at its registered office at least 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.
- 35.2. A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

36. Where proxy is incomplete

- 36.1. No instrument appointing a proxy is treated as invalid merely because it does not contain:
- (1) the address of the appointor or of a proxy;
 - (2) the proxy's name or the name of the office held by the proxy; or
 - (3) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.
- 36.2. Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the chairman of the meeting.

37. Rights of officers and advisers to attend General Meeting

- 37.1. Any person (whether a District Club Elector or not) permitted by the Directors to attend any General Meeting is entitled to be present and, at the request of the chair, to be heard at that General Meeting.

Membership, appointment, removal and remuneration of Directors

38. Composition of the Board of Directors

- 38.1. All Company Officers must be District Rotarians.
- 38.2. All members of the Board of Directors (other than the District Governor, the most recent Past District Governor, the District Governor-elect, the District Governor-nominee (who will always automatically be members of the Board of Directors) and the Secretary (who is to be selected by the Board of Directors as provided in Rule 11.1) are to be notified to the Secretary by the District Governor-elect as provided in Rule 8.5 to serve as Directors during his or her District Governor's Year.
- 38.3. A member of the Board of Directors may resign from the Board by giving written notice of resignation to the Secretary.
- 38.4. The resignation takes effect on:
- (1) the day and at the time the notice is received by the Secretary; or
 - (2) if a later day is stated in the notice – the later day.

39. Vacation of office

- 39.1. In addition to the circumstances in which the office of a Director becomes vacant under the Act, the office of a Director becomes vacant if the Director:
- (1) becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under the Act relating to mental health;
 - (2) resigns by notice in writing to the Company;
 - (3) ceases to be a District Rotarian;

- (4) is absent for a continuous period of 6 months (without the consent of the other Directors) from meetings of Directors; or
- (5) dies.

40. Validity of actions

- 40.1. This Rule 40 applies if any Provisional District Club does not become a District Club or any Provisional District Rotarian does not become a District Rotarian for whatever reason (for example but without limitation, because the Restructure did not proceed or did not proceed as contemplated or the person ceased to be a member of Rotary prior to the implementation of the Restructure).
- 40.2. If Rule 40 applies, any vote or action taken by or participated in by a Provisional District Club (directly or through its Elector), thereof which does not become a District Club or by a Provisional District Rotarian who does not become a District Rotarian, will nevertheless be valid and effective and any action taken by the District, the Board, any Committee or Officer of the District, any District Club, any District Rotarian or any Provisional District Club or Provisional District Rotarian, shall nevertheless be effective in terms of the Constitution, the Act and at law generally.

41. Appointments cease

- 41.1. Notwithstanding Rule 40, any Provisional District Rotarian who is elected or appointed to any office of the District but who thereafter ceases to be a Provisional District Rotarian shall upon ceasing to be a Provisional District Rotarian, cease to hold any such office and such office shall be deemed to be vacant unless, at the time they ceased to be a Provisional District Rotarian, they became or were a District Rotarian.

Powers and duties of Directors

42. Powers of Directors

- 42.1. Subject to the Act and Rule 9 of this Constitution, the business of the Company is managed by or under the direction of a Board of Directors, who may exercise all powers of the Company except those which are, by the Act or this Constitution, required to be exercised by the Company in General Meeting.
- 42.2. Without limiting the generality of Rule 40.1, the Board of Directors may exercise all the powers of the Company:
 - (1) to borrow money, to charge any property or business of the Company or all or any of the Company's uncalled capital; and
 - (2) to issue debentures or give any other security for a debt, liability or obligation of the Company.

43. Appointment of attorneys

- 43.1. The Board of Directors may, by power of attorney, appoint any person to be the attorney of the Company for the purposes, and with the powers, authorities and discretions vested in or exercisable by the Board for any period and subject to any conditions as determined by the Directors.

- 43.2. Any appointment under Rule 41.1 may be made on terms for the protection and convenience of persons dealing with the attorney as the Board of Directors thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

44. Negotiable instruments

- 44.1. All negotiable instruments of the Company must be executed by the persons and in the manner determined by the Board of Directors from time to time.

45. Proceedings

- 45.1. The Board of Directors is to meet together not less than once in each 2 calendar months for the dispatch of business and adjourn and otherwise regulate its meetings as the Board thinks fit.
- 45.2. At any time, a Director with the approval of the District Governor or any three Directors without such approval, may request the Secretary to convene a meeting of the Directors and the Secretary must then convene a meeting of the Directors.
- 45.3. Reasonable notice must be given to every Director of the place, date and time of every meeting of the Directors. Where any Director is for the time being outside of Australia, notice need only be given to that Director if contact details have been given.

46. Meetings via technology

- 46.1. For the purposes of the Act, each Director, on becoming a Director, consents to the use of the following technology for calling or holding meetings of Directors:
- (1) video conference;
 - (2) telephone;
 - (3) electronic mail;
 - (4) any other technology which permits each Director to communicate with every other Director; or
 - (5) any combination of the technologies described in the above paragraphs.
- 46.2. Where the Directors are not personally all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
- (1) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Directors, taken to be assembled together at a meeting and to be present at that meeting; and
 - (2) all proceedings of those Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were present.

47. Quorum at meetings

- 47.1. At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is at least one half of Directors entitled to vote. Unless the Directors determine otherwise, the quorum need only be present at the time when the meeting proceeds to business.

48. Vacancies

- 48.1. The Directors may act even in the event of a vacancy or vacancies in the office of a Director or offices of Directors, but if the number of Directors is not sufficient to constitute a quorum at a meeting of Directors, the Directors may act only to appoint a sufficient number of Directors to constitute a quorum.

49. Proceedings at meetings

- 49.1. The District Governor must be appointed chair at a meeting of Directors. In his or her absence the provisions of Rules 25.1(1), (2) and (3) (with all necessary modifications) shall apply.
- 49.2. Subject to this Constitution, questions arising at a meeting of Directors are decided by a majority of votes of Directors present and voting and for all purposes any such decision is taken to be a decision of the Directors.
- 49.3. If there is an even number of votes, the chair of the meeting will have a casting vote in addition to the chair's deliberative vote.
- 49.4. For the avoidance of doubt, notwithstanding that a director may hold two Board positions or offices (for example as Secretary and as District Administration Officer) that director is entitled to one deliberative vote only at meetings of the Board Director's Interest

50. Director's Interest

- 50.1. Except where permitted by the Act a director who has a material personal interest in a matter that is being considered at a meeting of directors:
- (1) must not be counted in a quorum;
 - (2) must not vote on the matter; and
 - (3) must not be present while the matter is being considered at the meeting.
- 50.2. If a director who has a material personal interest in a matter that is being considered at a meeting of the directors is not prohibited by the Act from being present at the meeting and voting, the director may be present, be counted in the quorum and may be heard but may not vote on the matter.
- 50.3. A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to the director's knowledge, declare the nature of the interest at a meeting of the directors or by written notice to the secretary of the Company.
- 50.4. A director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as director must declare at a meeting of the directors of the Company or by written notice to the secretary of the Company the fact and the nature, character and extent of the conflict.
- 50.5. For the purposes of rules 48.3 and 48.4, a director's interest or any conflict must be disregarded if it arises from or relates solely to:

(a) a guarantee to be given by the director (or by persons including the director or by a body corporate of which the director is a member or officer) in respect of a loan to the Company; or

(b) the position of the director as a director of a related body corporate.

50.6. If a director has an interest in a contract or proposed contract with the Company (other than as a member), or a conflicting interest or duty in relation to any other matter being considered by the directors, and the director discloses the nature and extent of the interest or duty at a meeting of the directors or by written notice to the secretary of the Company:

(1) if the disclosure is made before the contract is entered into:

(a) the director may retain benefits under the contract even though the director has an interest in the contract;

(b) the Company cannot avoid the contract merely because of the existence of the interest; and

(c) the director is not disqualified from the office of director.

50.7. For the purposes of rule 50.6 contract includes an arrangement, dealing or other transaction.

50.8. Without limiting rules 50.1 to 50.7, a director may to the extent permitted by the Act:

(1) hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with the office of director;

(2) be interested in any operation, undertaking or business undertaken or assisted by the Company or in which the Company is or may be interested.

51. Alternate Directors

51.1. Subject to rule 10.4 a Director may not appoint an alternate Director.

52. Committees

52.1. The Board of Directors may, delegate any of its powers to a Committee or Committees consisting of such number of them and/or other District Rotarians as they think fit. A Committee may consist of one or more but usually 3 persons.

52.2. A Committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board of Directors. A power so exercised is taken to be exercised by the Board.

52.3. Rules 43 (except as to the frequency of meetings), 44, 47, 48, 49 and 51 (with any necessary modifications) apply to any Committee as if each reference in those Rules to the Directors was a reference to the members of the Committee and each reference to a meeting of Directors was to a meeting of the Committee.

52.4. The number of members whose presence at a meeting of the Committee is necessary to constitute a quorum is the number determined by the Board of Directors and, if not so determined, is 2. Unless the Board determines otherwise the quorum need only be present at the time when the meeting proceeds to business.

- 52.5. The minutes of all the proceedings and decisions of every Committee must be made entered and signed in the same manner in all respects as minutes of proceedings of the Directors are required by the Act to be made, entered and signed.

53. Written resolutions by Directors

- 53.1. The Directors of the Company may pass a resolution without a directors' meeting being held if a document containing the resolution is circulated that:
- (1) contains a statement that the signatories to it are in favour of that resolution;
 - (2) the terms of the resolution are set out or identified in the document; and
 - (3) has been signed by all of the Directors entitled to vote on that resolution.
- 53.2. In the event requirements of rule 53.1 are met a resolution in those terms shall be deemed to have been passed on the day on which and at the time at which the document was signed by the last of the Directors to so sign and the document has effect as a minute of the resolution.
- 53.3. For the purposes of Rule 53.1:
- (1) two or more separate documents containing statements in identical terms, each of which is signed by one or more Directors, are together taken to constitute one document containing a statement in those terms signed by those Directors on the day on which and at the time at which the last of those documents to be signed was signed by the Director; and
 - (2) a facsimile which is received by the Company or an agent of the Company and is sent for or on behalf of a Director is taken to be signed by that Director not later than the day and time of receipt of the fax by the Company or its agent in legible written form.

54. Defects in appointments

- 54.1. All acts done by any meeting of Directors or meeting of a Committee are as valid as if each person was duly appointed and qualified to be a Director or a member of the Committee.
- 54.2. Rule 54.1 applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of a Committee that a person so appointed was disqualified.

55. Standing Procedures

- 55.1. The Board may adopt by-laws called Standing Procedures not inconsistent with the Act, this Constitution and the Constitutional Documents embodying additional provisions for the governance of the Company.
- 55.2. Such Standing Procedures may be amended from time to time as therein provided.

56. Executive Officer

- 56.1. The District Governor is the Chief Executive Officer of the Company and will be vested with the powers of Chief Executive Officer as described below.

- 56.2. The Chief Executive Officer is authorised to sub-delegate all or any of the powers vested in him or her.
- 56.3. Any power(s) conferred pursuant to this Rule may be concurrent with or to the exclusion of the Directors' powers.

57. Executive Committee

- 57.1. The Board of Directors may appoint an executive Committee subject to the following:
- (1) The Executive Committee shall comprise the District Governor, District Governor elect, the District Treasurer and the District Administration Officer;
 - (2) The powers of the Executive Committee are limited to those delegated by the Board of Directors and may include:
 - (a) to consider and recommend matters of policy to the Board;
 - (b) to deal with and be responsible for the day to day running of the Company and the affairs of District 9600;
 - (c) to supervise all committees of the Board; and
 - (d) to attend to matters of urgency which cannot at that time be practically dealt with by the Board as a whole provided that such powers must be exercised subject to any prior Board policies and resolutions;
 - (3) The Executive Committee must report fully to each meeting of the Board of Directors on matters which it has dealt with and where necessary must seek ratification of decisions by the Board.

58. Local Management

- 58.1. The Board of Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.
- 58.2. Without limiting Rule 58.1 the Board of Directors may:
- (1) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies; and
 - (2) delegate to any person appointed under Rule 58.2(1) any of the powers, authorities and discretions which may be exercised by Directors under this Constitution, subject to any terms and conditions determined by Directors.
- 58.3. The Board of Directors may at any time revoke or vary any delegation under this Rule 58.

59. Appointment of agents

- 59.1. The Board of Directors may from time to time by resolution or power of attorney under Seal of the Company appoint any person to be the agent of the Company:
- (1) for the purposes;

- (2) with the powers, authorities and discretions (not exceeding those exercisable by the Board of Directors under this Constitution);
 - (3) for the period; and
 - (4) subject to the conditions, determined by the Board.
- 59.2. An appointment by the Board of Directors of an agent of the Company may be made in favour of:
- (1) any Corporation; or
 - (2) the members, Directors, nominees or managers of any Corporation or firm.
- 59.3. The Board of Directors may appoint attorneys or agents by facsimile transmission or electronic mail to act for and on behalf of the Company.
- 59.4. An agent appointed under this Rule 59 may, be authorised by the Board of Directors to subdelegate all or any of the powers, authorities or discretions for the time being vested in him, her or it.

60. Notices generally

- 60.1. Any District Club which has not left at or sent to the registered office, a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of the Company may be served or sent is not entitled to receive any notice.
- 60.2. A notice may be given by the Company to any District Club by:
- (1) serving it on the District Club's President or Secretary personally;
 - (2) sending it by post to the District Club or leaving it at the District Club's address as shown in the register or the address supplied by the District Club to the Company for the giving of notices;
 - (3) serving it in any manner contemplated in this Rule 60.2 on a District Club's attorney as specified by the District Club in a notice given under Rule 59.3;
 - (4) fax to the fax number supplied by the District Club to the Company for the giving of notices; or
 - (5) transmitting it electronically to the electronic mail address supplied by the District Club to the Company for the giving of notices.
- 60.3. A District Club may, by written notice to the Company Secretary left at or sent to the registered office, require that all notices to be given by the Company or the Directors be served on the District Club's attorney at an address specified in the notice.
- 60.4. Notice to a District Club whose address for service of notices is outside Australia must be sent by airmail, fax or electronic mail.
- 60.5. Where a notice is sent by post, service of the notice is taken to be effected by properly addressing, prepaying and posting a letter enclosing the notice and to have been effected:

- (1) in the case of a notice of a meeting, on the second business day after the date of its posting; and
- (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

60.6. Where a notice is sent by fax or electronic transmission, service of the notice is taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the day it is sent.

If a notice is to be given to or sent by a Provisional Club the provisions of this Rule 60 shall apply as if the Provisional Club was a District Club.

61. Notices for General Meetings

61.1. Notice of every General Meeting must be given:

- (1) in the manner authorised by Rule 20;
- (2) to every District Club and to each Director; and
- (3) in the event of the General Meeting is the Annual General Meeting, to the auditor of the Company (if any).

61.2. No other person is entitled to receive notice of General Meetings, but notice may be given to other persons at the direction of the District Governor.

61.3. Notwithstanding anything else in this Constitution, in the Rotary Year immediately preceding the Restructure Year:-

- (1) Provisional District Clubs shall have the same rights, limitations and obligations in respect of General Meetings of the Company and under Rules 15, and 60 to 63, as District Clubs, and
- (2) Provisional District Rotarians shall have the same rights, limitations and obligations in respect of General Meetings of the Company and under Rule 61, as District Rotarians.

Amended Version

Dated ~~29 March~~ 30th July 2018

Constitution of Rotary International District 9600 Limited

Contents

1.	GENERAL	4
2.	INCONSISTENCY	8
3.	REPLACEABLE RULES.....	8
4.	ACTIONS AUTHORISED UNDER THE ACT AND COMPLIANCE WITH THE ACT	8
5.	OBJECTS	8
6.	ROTARY INTERNATIONAL	10
7.	APPLICATION OF INCOME AND PROPERTY	10
8.	ADMINISTRATION AND STANDING PROCEDURES	11
9.	DISTRICT GOVERNOR ROLE AND SELECTION	12
10.	VICE GOVERNOR	14
10.	OFFICERS.....	15
11.	LIMITED LIABILITY	16
12.	EXTENT OF LIABILITY	16
13.	MEMBERS	16
14.	MEMBERSHIP FEE AND ANNUAL SUBSCRIPTION.....	16
15.	WINDING UP	17
16.	INDEMNITY	17
17.	COMMON SEAL	18
18.	CONVENING MEETINGS	18
19.	NOTICE OF GENERAL MEETINGS.....	19
20.	TELEPHONIC AND ELECTRONIC/DIRECT VOTING.....	19
21.	BUSINESS OF GENERAL MEETINGS.....	20
22.	QUORUM	20
23.	IF QUORUM NOT PRESENT	20
24.	CHAIR OF MEETINGS.....	21
25.	ADJOURNMENTS	21
26.	VOTING AT GENERAL MEETINGS.....	21
27.	PROCEDURE FOR POLLS	22
28.	CHAIRMAN'S CASTING VOTE.....	22
29.	REPRESENTATION AND VOTING OF DISTRICT CLUBS.....	23
30.	OBJECTIONS TO QUALIFICATION TO VOTE	24
31.	PROXIES.....	24
32.	FORM OF PROXY.....	25
33.	LODGEMENT OF POWERS OF ATTORNEY AND PROXIES.....	25
34.	VALIDITY OF PROXIES	25
35.	WHERE PROXY IS INCOMPLETE.....	26
36.	RIGHTS OF OFFICERS AND ADVISERS TO ATTEND GENERAL MEETING.....	26
37.	COMPOSITION OF THE BOARD OF DIRECTORS	26
38.	VACATION OF OFFICE.....	26

39.	VALIDITY OF ACTIONS	27
40.	APPOINTMENTS CEASE.....	27
41.	POWERS OF DIRECTORS.....	27
42.	APPOINTMENT OF ATTORNEYS	27
43.	NEGOTIABLE INSTRUMENTS	28
44.	PROCEEDINGS	28
45.	MEETINGS VIA TECHNOLOGY	28
46.	QUORUM AT MEETINGS.....	28
47.	VACANCIES.....	29
48.	PROCEEDINGS AT MEETINGS	29
49.	DIRECTOR'S INTEREST	29
50.	ALTERNATE DIRECTORS.....	30
51.	COMMITTEES.....	30
52.	WRITTEN RESOLUTIONS BY DIRECTORS	31
53.	DEFECTS IN APPOINTMENTS.....	31
54.	STANDING PROCEDURES	31
55.	EXECUTIVE OFFICER.....	31
56.	EXECUTIVE COMMITTEE.....	32
57.	LOCAL MANAGEMENT	32
58.	APPOINTMENT OF AGENTS.....	32
57.	NOTICES GENERALLY	33
58.	NOTICES FOR GENERAL MEETINGS.....	34

Company limited by guarantee and not having a share capital

Constitution of Rotary International District 9600 Limited

Introduction

1. General

1.1. Definitions

In this Constitution, unless the contrary intention appears:

- (1) **Additional Territory** means any geographical area not a part of District 9600 as at 1 July 2018 but which, as a consequence of the Restructure, is included in the geographical area to form part of a Rotary District which includes, among other geographical areas, the whole of District 9600 as at 1 July 2018 (and which shall be identified by a different District number which hereafter will be referred to as the “**Replacement District Number**”).
- (2) **Act** means the *Corporations Act 2001* and includes any amendment or reenactment of it or any legislation passed in substitution for it;
- (3) **Annual General Meeting** means the annual meeting of the members of the Company required to be held each year under the Act and this Constitution;
- (4) **Board of Directors or Board** means collectively the Directors of the Company;
- (5) **Constitutional Documents** means the Rotary International Constitution, the Rotary International By-Laws, the Standard Rotary Club Constitution, the Rotary Code of Policies and the Rotary International Manual of Procedure as amended from time to time;
- (6) **Committee** means a body established in accordance with Rule 9.4 and Rule 51 to assist in the administration of the affairs of District 9600;
- (7) **Company** means Rotary International District 9600 Limited, known by that name or which may be known, upon the Restructure being implemented, as a Rotary International District identified by the Replacement District Number;
- (8) **Corporation** means any body corporate whether incorporated in the Commonwealth of Australia or elsewhere;
- (9) **Director** means a Director of the Company;
- (10) **District** means a geographical area in which Rotary Clubs are grouped for Rotary International administrative purposes, pursuant to the Constitutional Documents;
- (11) **District Club** means a Rotary Club which has its Club locality within District 9600 and after the Restructure is implemented, shall mean a Rotary Club which has its Club locality within the Rotary District identified by the Replacement District Number;

- (12) **District Governor** means the Officer of Rotary International duly elected pursuant to the Constitutional Documents to the office of Governor of District 9600 provided that in and after the Restructure Year, it shall mean the Officer of Rotary International duly elected pursuant to the Constitutional Documents to the office of Governor of the Rotary District identified by the Replacement District Number, to serve during his or her District Governor's Year;
- (13) **District Governor - elect** means the person who, pursuant to the Constitutional Documents, has been appointed to serve as Governor of District 9600 in the next Rotary Year provided that in and after the Restructure Year, it shall mean the person who, pursuant to the Constitutional Documents, has been appointed to serve as Governor of the District identified by the Replacement District Number in the next Rotary Year;
- (14) **District Governor Nominee** means the person who, pursuant to the Constitutional Documents, has been appointed to serve as District Governor-elect of District 9600 in the next Rotary Year provided that in and after the Restructure Year it shall mean the person who, pursuant to the Constitutional Documents, has been appointed to serve as district Governor-elect of the District identified by the Replacement District Number in the next Rotary Year;
- (15) **District Governor's Year** means the Rotary Year in which a District Rotarian serves as District Governor;
- (16) **District Rotarian** means a Rotarian who is a member of a District Club;
- (17) **District 9600** means the geographical area promulgated by the President of Rotary International from time to time which constitutes Rotary International District 9600 provided that, starting in the Restructure Year a reference to District 9600 in this Constitution shall be taken to mean a reference to the geographical area promulgated by the President of Rotary International as the Rotary District which includes the entire geographical area of District 9600 before the Restructure together with any Additional Territory being a Rotary District which shall be identified by the Replacement District Number;
- (18) **Elector** means the District Rotarian(s) duly authorised to cast a vote or votes on behalf of his or her District Club at a General Meeting of the Company and in the case of any General Meeting of the nature referred to in Rule 27.3 hereof, also means any Provisional District Rotarian duly authorised to cast a vote or votes on behalf of his or her Provisional District Club at such General Meeting of the Company;
- (19) **General Meeting** means any meeting of the District Clubs at any time which may be but is not limited to meetings known as District Conference, District Resolutions Meeting (if one is held separately), and District Training Assembly;
- (20) **Immediate Past District Governor** means: –
- (a) subject to Rule 1.1, 20 (ii), the person who, pursuant to the Constitutional Documents, served as the District Governor of District 9600 in the Rotary Year immediately preceding a current Rotary Year;
 - (b) in the Restructure Year only, the Immediate Past District Governors of the Company shall be the person who served in the Rotary Year immediately preceding the Restructure Year as the District Governor for District 9600 and

each person who, in that year, served as the District Governor for each other District from which Rotary Clubs from a district other than District 9600 shall, after the Restructure, be first included in the Rotary District identified by the Replacement District Number;

- (21) **Member** means a District Club and where the context permits (and is appropriate in the reasonable opinion of the Board), a Provisional District Club;
- (22) **Month** means a calendar month;
- (23) **Notice** includes any communication in writing or email;
- (24) **Objects** of the Company means the objects of the Company set out in Rule 5.1;
- (25) **Prescribed Rate** means the base rate charged by the Company's principal banker to corporate customers from time to time in respect of overdraft loans in excess of one hundred thousand dollars (\$100,000.00) calculated on a daily basis and a year comprised of 365 days;
- (26) **Provisional District** means a District of Rotary International as at 1 January 2018 which is not District 9600 but which is contiguous with it and which, the Board reasonably believes, based on information provided to it by Rotary International, will be affected by the Restructure;
- (27) **Provisional District Club** means a Rotary Club which is in a Provisional District;
- (28) **Provisional District Rotarian** means a Rotarian who is a member of a Provisional District Club;
- (29) **Register** means the register of District Clubs kept pursuant to Rule 14.5 and the Act;
- (30) **Restructure** means changes to the geographical area of Rotary International Districts to be promulgated by the President of Rotary International in or about 2021 impacting on the geographical area of District 9600 and one or more Provisional District, resulting in some or all of the Rotary Clubs in Provisional Districts being in the same District as those in district 9600 after the Restructure;
- (31) **Restructure Year** means the Rotary Year commencing when or immediately after the Restructure is implemented;
- (32) **Rotarian** means a person who is an active member in good standing of a Rotary Club;
- (33) **Rotary Club** means a body of Rotarians which:
 - (a) has been admitted to membership of Rotary International; and
 - (b) is functioning and remains a member in good standing of Rotary International;
- (34) **Rotary International** means the association of Rotary Clubs throughout the world known as Rotary International registered in the United States of America under the Illinois general *Not for Profit Corporation Act of 1996*;
- (35) **Rotary International By-Laws** means the by-laws adopted by Rotary International as amended from time to time;

- (36) **Rotary International Constitution** means the Constitution adopted by Rotary International as amended from time to time;
- (37) **Rotary International Manual of Procedure** means the compilation of statements of policies and procedures adopted by Conventions, the Council on Legislation, the Rotary International Board of Directors and the Trustees of the Rotary Foundation of Rotary International which also incorporates the other Constitutional Documents and other legal documents;
- (38) **Rotary Year** means the year ending 30 June;
- (39) **Rules** means the provisions of this Constitution as amended from time to time and a reference to a provision of these Rules is a reference to that provision as amended from time to time;
- (40) **Seal** means the Common Seal of District 9600 (if any);
- (41) **Standing Procedures** means the Standing Procedures for the management of the District adopted by District 9600 as amended from time to time; and
- (42) ~~**Vice Governor** means the person who, pursuant to the Constitutional Documents, Standing Procedures and the Vice Governor Standing Procedure, has been appointed to serve as Vice Governor of District 9600 in the Rotary Year in question provided that, in the Restructure Year it shall mean the person who, pursuant to the Constitutional Documents, has been appointed to serve as Vice Governor of the District identified by the Replacement District Number;~~
- (43) ~~**Vice Governor Standing Procedure** means the policy approved and amended by majority resolution of the Board from time to time which, without limitation, details the rights and responsibilities of the office of Vice Governor and the circumstances in which the Vice Governor acts in the place of the District Governor.~~

1.2. Subject to Rule 2, unless the context otherwise requires:

- (1) terms or expressions defined or in common use in the Constitutional Documents have a similar meaning in these Rules.
- (2) Subject to the requirements of the Act, where any such term or expression defined, used or incorporated by reference in these Rules, or its meaning is varied or changed in accordance with the requirements of the Constitutional Documents from time to time, then these Rules shall be construed as if they have been similarly varied or changed. Interpretation
- (3) Reference to:
 - (a) one gender includes the others;
 - (b) the singular includes the plural and the plural includes the singular; and
 - (c) a person includes a body corporate.
- (4) Except so far as the contrary intention appears in this constitution:
 - (a) an expression has in this constitution the same meaning as in the Act; and

- (b) if an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (5) “Including” and similar expressions are not words of limitation.
- (6) Headings and any table of contents or index are for convenience only and do not form part of this constitution or affect its interpretation.
- (7) All references to money are taken to be in Australian Dollars, unless otherwise stated.

2. Inconsistency

2.1. To the extent that there is any inconsistency between a provision in any of the documents referred to in Rule 2.1(2) and other provisions in any of them or between a provision in any of those documents and a provision in any other document referred to in any of them:

- (1) a specific provision takes precedence over a general provision; and
- (2) otherwise, to the extent necessary to resolve the inconsistency but subject always to the requirements of the Act, the following order of precedence applies:
 - (a) the Rotary International Constitution;
 - (b) the Rotary International By-laws;
 - (c) the Rotary International Manual of Procedure;
 - (d) the Rotary Code of Policies;
 - (e) these Rules; and
 - (f) the Standing Procedures.

3. Replaceable Rules

3.1. The replaceable rules contained in the Act do not apply to the Company.

4. Actions authorised under the Act and compliance with the Act

4.1. Where the Act authorises or permits a Company to do any matter or thing if so authorised by its constitution, the Company is and will be taken by this Rule to be authorised and permitted to do that matter or thing, provided it complies with Rule 5, despite any other provisions of this Constitution.

5. Objects

5.1. The Objects of the Company are:

- (1) To further the Object of Rotary by:
 - (a) providing leadership and supervision of the District Clubs;

- (b) helping the individual District Clubs advance the Object of Rotary;
 - (c) owning, leasing or otherwise holding assets or an interest in assets for the benefit of the District and/or one or more District Clubs, as the Board determines in its sole discretion from time to time, including for example but without limitation, plant and equipment and real property; and
 - (d) holding, maintaining and utilising cash or other financial reserves or provisions for the benefit of the District and/or one or more District Clubs, as the Board determines in its sole discretion from time to time;
- (2) to encourage, promote, extend and support District Clubs throughout District 9600 and to co-ordinate their activities;
 - (3) to assist the District Governor in coordinating the activities of District Clubs and in the performance of his or her duties and responsibilities under the Constitutional Documents, these Rules, the Standing Procedures and the District Strategic Plan;
 - (4) to ensure continuity within District 9600 by working with the past, current and incoming District leaders in fostering effective District Clubs;
 - (5) to assemble and disseminate information and knowledge about matters affecting Rotary International, District 9600, The Rotary Foundation of Rotary International and District Clubs to District Rotarians and the public;
 - (6) to work with the District Clubs and their leaders to encourage participation in the District Strategic Plan;
 - (7) to provide inspiration and motivation to the District Clubs;
 - (8) to promote demonstrate advance and encourage interest and participation in the administration, meetings, happenings and events involving Rotary District 9600, District Clubs and District Rotarians;
 - (9) to co-operate with any Government or private body in fostering the objects of the Company and Rotary International;
 - (10) not to diminish the services provided by District Clubs and District Rotarians on a local level;
 - (11) to raise funds, undertake projects and receive donations or grants in the furtherance of its objects;
 - (12) to expend all monies and funds raised or received for the furtherance of its objects;
 - (13) not to conduct the Company activities for the direct or indirect profit or gain for its Members; and
 - (14) generally to do all things which in the opinion of the Board of Directors are incidental or conducive to the attainment of the above objects or any of them.

5.2. Nothing in this Rule 5 will be construed to limit the manner in which the Company may exercise its powers to pursue the objects stated in Rule 5.1.

- 5.3. The Company can only exercise its powers under the Act to:
- (1) carry out the objects in Rule 5.1; and
 - (2) do all things incidental or convenient in relation to the exercise of power under Rule 5.1.
- 5.4. When interpreting the objects in this Rule 5, each object may be construed jointly or separately and independently of any other objects, as the case requires.

6. Rotary International

- 6.1. This Company has been formed with the express approval of Rotary International and its operation is subject to the continued approval by Rotary International. If the approval of Rotary International is withdrawn this Company must wind itself up or cease all association with Rotary International as well as change its name so it no longer refers to Rotary or Rotary International.
-

Income and Property

7. Application of income and property

- 7.1. The Company 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 its Members, its Directors, or any other officer of the Company.
- 7.2. Subject to Rules 7.3 and 7.4, ~~income and property of the Company must be applied solely~~ towards the promotion of the Objects of the Company set out in Rule 5 and no portion of it may be paid or transferred, directly or indirectly, to any District Club whether by way of dividend, bonus or otherwise.
- 7.3. Nothing in Rules 7.1 or 7.2 prevents any payment in good faith by the Company of:
- (1) reasonable and proper remuneration to any District Club for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
 - (2) payment or reimbursement of out-of-pocket expenses incurred by a District Club on behalf of the Company where the amount payable does not exceed an amount previously approved by the Directors or where the incurring of the expense is ratified by the Directors;
 - (3) moneys to a District Rotarian, being a person engaged in any profession or business, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service; or
 - (4) interest at a rate not exceeding the Prescribed Rate on money borrowed from a District Club.
- 7.4. The Company must not pay fees to Directors; however the Company may make payments in good faith for:
- (1) the payment or reimbursement of out-of-pocket expenses incurred by a Director in the performance of the Director's duties to the Company where the amount payable does

not exceed an amount previously approved by the Directors or where the incurring of the expense is ratified by the Directors;

- (2) moneys owing to any Director, being a person engaged in any profession or business, for all usual professional or other charges for work done by that person or that person's firm or employer where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service;
- (3) any salary or wage due to a Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company;
- (4) an insurance premium in respect of a contract insuring a Director to which subsection 212(1) of the Act refers or the provision of a financial benefit to a Director which would be permitted by the Act were the Company a public company; and
- (5) any other payment to any Director approved for good cause in furtherance of the Objects of the Company approved by the other Directors.

7.5. Nothing in these Rules prevents the District Governor or other Officer of the Company from receiving and retaining any moneys paid or allowed to them by Rotary International in the course of their service to Rotary International.

8. Administration and Standing Procedures

8.1. The Company will be managed by or under the direction of a Board of Directors.

8.2. The Board of Directors shall comprise not less than 6 nor more than 9 District Rotarians and the Board will be responsible for the internal administration of the Company.

8.3. The District Rotarians holding the positions of:

- (1) District Governor;
- (2) the Immediate Past District Governor who served in District 9600;
- (3) in the Restructure Year only, the Immediate Past District Governor/s who served as the District Governor for each Provisional District;
- (4) the District Governor-elect;
- (5) District Governor-nominee;
- (6) Company Secretary ~~District Administration Officer (formerly called the District Secretary);~~
- (7) ~~Secretary; and ???????~~
- (8) District Treasurer

in each Rotary Year shall always be members of the Board of Directors.

8.4. In considering the appointment of the District Rotarian who is to hold office as **Company Secretary** or District Treasurer in his year of office and in the interests of continuity, the District Governor-elect shall give

consideration to appointing a person who will hold office for a term (where possible) of three years.

8.5. The District Governor-elect must within a reasonable time preceding his or her District Governor's Year give notice in writing to the Secretary of the full names, addresses and other relevant particulars of the District Rotarians who are to serve as District Administration Officer and the Chairman and other members of the District Finance Advisory Committee during his or her District Governor's Year.

8.6 In accordance with Rotary International Code of policy 17.020.1 9) the District Governor shall report annually to the clubs on the state of the district incorporation.

~~8.6. The positions of District Administration Officer and Secretary may be filled by one District Rotarian in any Rotary Year.????~~

8.7. A new Board of Directors (constituted as provided in this Rule) shall take office at the commencement of each Rotary year.

8.8. The Board may make, amend or repeal Standing Procedures, not inconsistent with this Constitution for the good order, business conduct and management of the Company.

8.9. The Board shall notify District Clubs of any changes to the Standing Procedures.

8.10. A Standing Procedure may be set aside or amended at a General Meeting.

9. District Governor role and selection

9.1. The District Governor is:

- (1) the officer of Rotary International in the District functioning under the general control and supervision of the Board of Rotary International;
- (2) charged by Rotary International with the duty of furthering the Object of Rotary by providing leadership and supervision of the District Clubs; and
- (3) The highest ranking Officer of the Company.

9.2. Notwithstanding anything to the contrary contained in the Act or the Constitution:

- (1) the District Governor is the ~~Governing Director~~ Chair of the Company;
- (2) where the words "~~Governing Director~~" "Chair" are used, they refer to the District Governor for the time being during the period he or she holds office as District Governor;
- (3) while the ~~Governing Director- Chair~~ continues to hold this office, all powers, authorities and discretions vested in the Board of Directors will be vested in the ~~Governing Director~~ Chair alone and all other Directors of the Company will exercise only those powers which:
 - (a) they possess by virtue of their office in terms of the Constitutional Documents, and/or
 - (b) the ~~Governing Director~~ Chair may delegate to them and (subject only to the specific provisions of the Constitutional Documents) the other Directors will be under the Governing Director's control and direction in regard to the Company's business; and

- (4) ~~While he holds the office of Governing Director,~~ The District Governor will be the Chairman of the Directors and Chairman of the Company and in respect of the other directors (subject only to the specific provisions of the Act and the Constitutional Documents) may:
- (a) define, limit and restrict their powers;
 - (b) fix and determine their duties; and
 - (c) appoint any District Rotarian to fill a casual vacancy on the Board of Directors.
- 9.3. The powers, duties and obligations of the District Governor are as set out in the Constitutional Documents and may also be contained in the Standing Procedures and the District Leadership Plan.
- 9.4. The District Governor will appoint and at his or her discretion delegate functions of the management of the Company to Assistant Governors and Committees.
- 9.5. Despite Rules 9.1, 9.2, 9.3 and 9.4, the powers of the Governing Director do not include the powers of the Board that must be exercised by the Board. The Board shall not divest its future exercise of discretions whether conferred by the Act or this Constitution.
- 9.6. The District Governor shall be appointed by the Nominating Committee for (the next) District Governor.
- 9.7. The Nominating Committee for District Governor shall comprise:
- (a) The District Governor (Category 1);
 - (b) The District Governor-elect (Category 2);
 - (c) The Immediate Past District Governor of District 9600, who shall be Chairman (Category 3);
 - (d) In the Restructure Year only, the District Governor, District Governor Elect and the Immediate Past District Governor/s of each Provisional District (Category 3).
 - (e) A District Rotarian who has held the office of Assistant Governor or who has served as Chairman of one of the District Committees for a full term during the five years prior to the nomination of the Committee provided that, in the Restructure Year only, nominees for this category shall be selected from Rotarians of District 9600 and the Provisional Districts (Category 4); and
 - (f) ~~Three~~ Two District Rotarians who have held office for a full term as President of a District Club during the five years prior to nomination of the Committee provided that there shall be no more than one such person from any particular Club and provided further that in the Restructure Year only, nominees for this category shall be selected from such Rotarians of District 9600 and the Provisional Districts (Category 5).
- 9.8. The procedure for selecting Category 4 and Category 5 appointees shall be:
- (a) The District Governor shall call for nominations of suitably qualified and consenting District Rotarians from District Clubs provided that in the Restructure Year only, the District Government shall call for nominations of suitably qualified consenting Rotarians

from District Clubs and Provisional Clubs. Each District Club (and in the Restructure Year, each Provisional Club) may only make one nomination in each category. A person may not nominate in more than one category. Rotarians with the designation of Past District Governor are not eligible.

- (b) The District Governor shall circulate to all District Clubs (and in the Restructure Year, all Provisional Clubs) the nominations received with a brief biography of each nominee.
- (c) If there are more than the required number of nominees in a category, the District Governor shall conduct a ballot-by-mail in accordance with current Rotary International Bylaws. The nominee(s) gaining the most votes will be elected to the Committee.
- (d) If there are insufficient nominees or a vacancy occurs, the District Governor shall appoint a qualified Rotarian to fill the vacancy(s). If the vacancy relates to Category 1, 2 or 3, the District Governor shall appoint the next most recent Past District Governor who was available and who is still a Rotarian (not honorary) of the District and in the Restructure Year that person shall be chosen from the Past District Governors of District 9600 and the Provisional Districts.
- (e) No member of the Nominating Committee for District Governor shall be eligible to be the District Governor-nominee.
- (f) No member of a District Club or in the Restructure Year, of a Provisional Club, of which the candidate for District Governor is a member or who is a relative of the candidate, as defined by the Rotary International shall be eligible to serve on the Nominating Committee for District Governor.
- (g) By the end of November each year, the District Governor shall call for nominations for Categories 4 and 5 of the Nominating Committee for District Governor from District Rotarians and in the Restructure Year, from District Rotarians and from Provisional District Rotarians and call for nominations for District Governor which shall close on 31 January the following year.
- (h) If there are more nominations than available positions for Categories 4 and/or 5, the District Governor shall conduct and finalise a ballot-by-mail in accordance with the current Rotary International By-laws by the end of February that year provided that in the Restructured Year Provisional District Rotarians shall also be eligible to vote in the ballot-by-mail.
- (i) By the end of March, the Nominating Committee for District Governor shall conduct interviews with all candidates for District Governor.

~~10. Vice Governor~~

~~10.1. The Board may prepare and approve by majority resolution a Vice Governor Standing Procedure that deals with matters including, without limitation:~~

- ~~(1) the rights and obligations of the Vice Governor;~~
- ~~(2) the circumstances in which the District Governor will be determined to be unable to perform their duties;~~
- ~~(3) procedures for how such a determination is made; and~~

~~(4) — the circumstances in which the Vice Governor will assume the role of District Governor.~~

~~10.2. — In the event of a conflict between the Constitutional Documents and the Vice Governor Standing Procedure, the Constitutional Documents shall prevail. During a District Governor's Year in which they are appointed, the Vice Governor is an officer of the Company who shall have the right to receive notices of and attend meetings of the Directors. The Vice Governor must take reasonable steps to attend all such meetings to ensure that the Vice Governor is fully aware and cognisant of the current state of affairs of the Company~~

~~10.3. — Upon the commencement of the District Governor's Year, the District Governor will appoint the Vice Governor to be the District Governor's alternate director. The Vice Governor may only exercise powers as the District Governor's alternate director during any period of the District Governor's Year when the Board has determined, in accordance with the Vice Governor Standing Procedure, that as a consequence of the inability or incapacity of the District Governor to fulfil their duties, the Vice Governor is to act in that capacity.~~

~~10.4. — The Vice Governor Standing Procedure may only be amended by majority resolution of the Board. Notwithstanding any provision of this Constitution, the Vice Governor Standing Procedure may provide for a different manner of appointment of the chair for any meeting of the Board required for the purposes of the Vice Governor Standing Procedure and procedures by which the District Governor is deemed to have applied for, been granted and to have taken mandatory leave absence from the Board until the first to occur of the events as set out in the Vice Governor Standing Procedure~~

~~10.5. — The Vice Governor has no right to vote at meetings of the Directors except when acting as the alternate director for the District Governor pursuant to rule 10.4 and the Vice Governor Standing Procedure.~~

10. Officers

10.1. A District Rotarian will, in accordance with the Act, be appointed by the Board of Directors to the position of Secretary for a term (where possible) of three years, upon such conditions as the Board may think fit and any Secretary so appointed may be removed by the Board.

10.2. The Board of Directors may appoint an Acting Secretary as temporary substitute for the Secretary. Whilst exercising such office, the Acting Secretary will be deemed to be the Secretary for the purpose of this Constitution.

10.3. Except as provided for in Rules 11.1 and 11.2 the Board of Directors may from time to time:

- (1) create any position or positions in the Company conferred with any powers or responsibilities as the District Governor may from time to time determine; and
- (2) appoint any person, whether or not a Director, to any position or positions created under Rule 11.3(1).

10.4. The District Governor may at any time terminate the appointment of a person holding a position created under Rule 11.3 and may abolish the position.

10.5. ~~The Secretary shall be both the~~ The District Governor-Elect shall appoint a company secretary and the public officer ~~and perform those duties traditionally performed by a company secretary and a public officer, in particular,~~ to provide guidance to the Board of Directors in ensuring compliance by the Company with its obligations in terms of the Act.

Liability

11. Limited Liability

11.1. The liability of the Members is limited.

12. Extent of Liability

12.1. Each Member undertakes to contribute to the property of the Company if the Company is wound up while it is a member or within 1 year after it ceases to be a member, for payment of the Company's debts and liabilities contracted before it ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding \$10.00.

Membership

13. Members

- 13.1. The number of District Clubs with which the Company proposes to be registered is not limited.
- 13.2. The membership of the Company shall be comprised of and limited to District Clubs including, after the Restructure has been implemented, those Provisional District Clubs which become District Clubs upon the Restructure being implemented.
- 13.3. A District Club (including, after the Restructure is implemented, a Provisional Club which becomes a District Club when the Restructure is implemented) may consent to become a member of the Company and have its membership entered on the Register once that District Club provides evidence satisfactory to the Company that:
- (1) Rotary International has granted to that District Club a Certificate of Membership in Rotary International; and
 - (2) it has paid any applicable membership fee to the Company.
- 13.4. The admission to or removal from membership of Rotary International of a District Club immediately and automatically results in a corresponding change in the Membership of the Company.
- 13.. The Secretary must cause a Register to be kept in accordance with the Act in which will be entered the names and addresses of all District Clubs admitted to membership of the Company and the date of admission.

14. Membership fee and annual subscription

- 14.1. Fees and subscriptions will be established through the process of budget estimates for the succeeding Rotary Year, such estimates being prepared by the District Governor-elect for their District Governor's Year in consultation with the District Finance Committee, notice of which must be provided to District Clubs at least 28 days prior to the General Meeting at which that budget is to be considered and approved or amended.
- 14.2. The District 9600 budget shall be financed by the District Clubs by way of a per capita levy on the members of those clubs. The amount of the levy shall be decided in accordance with the relevant provisions of the Rotary International By-Laws in force from time to time.

14.3. The per capita levy is mandatory on all District Clubs.

15. Winding Up

15.1. The Company must immediately and automatically cease operations and begin the process of winding up in accordance with the Act after the following has occurred:-

- (1) the directive of the Rotary International board; or
- (2) the approval of two-thirds of the District Clubs in a vote at the **General meeting to be held at the** District Conference or in a ballot-by-mail.

15.2. Any such ballot-by-mail must follow as near as possible the procedures set out in the Constitutional Documents.

15.3. The District Governor must give the Rotary International board:

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

15.4. If, upon the winding-up or dissolution of the Company in accordance with the Act there remains, after satisfaction of all its debts and liabilities, any property of any kind (surplus) then that surplus must not be paid to, or distributed among the District Clubs, but must be given or transferred to some other organisation(s) or institution(s) having objects similar to the Objects of the Company which continue(s) to perform the Company's activities in respect to the District Clubs (for example some other Rotary District(s)), or if there is no such entity, one or more organisations or institutions with objects similar to those of the Company provided the relevant organisation or institution has a memorandum of association or constitution which prohibits distribution of its or their income and property among its members to an extent at least as great as is imposed on the Company under Rules 7.1 and 7.2 of this Constitution, any organisation(s) or institution(s) to be determined by the District Clubs at or before the time of dissolution, and in default of any such determination by application to the Supreme Court of Queensland for determination.

16. Indemnity

16.1. To the extent permitted by the Act and without limiting the powers of the Company, the Company must indemnify and indemnifies each person who is, or has been, an Officer of the Company against any liability which results directly or indirectly from facts or circumstances relating to the person serving or having served in that capacity in relation to the Company:

- (1) whether or not the liability arises from a prior contingent liability, and provided that the liability does not arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and
- (2) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted, or in connection with any application in relation to proceedings in which the court grants relief to the person under the Act.

16.2. The Company need not indemnify a person as provided for in Rule 17.1 in respect of a liability to the extent that the person is entitled to an indemnity in respect of that liability under a contract of insurance.

- 16.3. To the extent permitted by the Act and without limiting the powers of the Company, the Directors may authorise the Company to, and the Company may enter into any:
- (1) documentary indemnity in favour of; or
 - (2) insurance policy for the benefit of, a person who is, or has been, an employee or officer of the Company, which indemnity or insurance policy may be in such terms as the Directors approve and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.
- 16.4. The benefits of each indemnity given in Rule 17.1 continues, even after its terms or the terms of this Rule 17 are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

17. Common Seal

- 17.1. The Company may have a common seal. If the Company has a common seal it may also have a duplicate common seal.
- 17.2. A seal may only be used by the authority of the Governing Director or a resolution of the Board of Directors. Every document to which the seal is affixed ~~must be signed by the District Governor or by 2 Directors appointed by the Governing Director Chair~~ or the Board of Directors for the purpose.
- 17.3. This Rule 17 does not limit the ways in which the Company may execute a document.

General Meetings

18. Convening meetings

- 18.1. The Company must, in each Rotary Year, hold:
- (1) an Annual General Meeting; and
 - (2) General Meetings which ~~may be held in conjunction with the District Training Assembly~~ and the District Conference and District Resolutions may be dealt with at any General Meeting (including Annual General Meeting).
- 18.2. The District Governor may determine the date, time and place of those meetings in his or her District Governor's Year but the Annual General Meeting must be held at least once in each calendar year and within 5 months of the end of each Rotary Year unless the Australian Securities and Investment Commission approves otherwise.
- 18.3. The notice convening the Annual General Meeting must be given at least 21 days in advance of the Annual General Meeting and specify that the meeting is an Annual General Meeting. The ordinary business to be conducted at the Annual General Meeting is:
- (1) the consideration of the annual financial report, Directors' report and auditor's report;
 - (2) the confirmation in office of the Board of Directors selected in accordance with these Rules (as the case requires) for the current and/or next Rotary Year;
 - (3) the appointment of the auditor;
 - (4) the fixing of the auditor's remuneration; and

- (5) the status of the Company's incorporation.
- 18.4. The District Governor or any three Directors may convene a General Meeting whenever the District Governor or those Directors think fit by giving at least 21 days notice, provided that those same Directors may not convene more than one extraordinary general meeting in any six (6) month period.
- 18.5. The Directors who convene a general meeting under Rule 19.4 may, with the agreement of the District Governor, cancel that meeting by notice in writing to all District Clubs, but no meeting convened on the requisition of District Clubs may be cancelled without the consent of each convening District Club.
- 18.6. The District Governor may postpone a General Meeting or change the place at which it is to be held by notice not later than 72 hours prior to the time of the meeting to all persons to whom the notice of meeting (the first notice) was given. The postponing notice must specify the place, date and time of the further meeting. The meeting is taken to be duly convened under the first notice.
- 18.7. The District Governor must, on request in writing of the District Clubs representing not less than 10% of the total number of District Clubs convene a General Meeting of the Company;
- 18.8. A request by District Clubs for a General Meeting pursuant to Rule 19.7 must:
- (1) be in writing and state the objects of the meeting;
 - (2) be signed by the Presidents of the District Clubs requesting the meeting; and
 - (3) be sent to the registered office of the Company and the District Governor.
- 18.9. If the District Governor does not cause a General Meeting to be held within 1 month after the date on which the request is sent to the registered office of the Company, the District Clubs which make a request under Rule 18.7 may request the Secretary to convene a General Meeting to be held not later than 3 months after that date and the Secretary must then convene a General Meeting.
- 18.10. If a General Meeting is convened by District Clubs in accordance with this Rule 18, it must be convened in the same manner so far as possible as a meeting convened by three Directors.

19. Notice of General Meetings

- 19.1. Each notice convening a General Meeting must contain the information required by the Act.
- 19.2. The non-receipt of a notice convening a General Meeting by, or the accidental omission to give notice to, any person entitled to receive notice does not invalidate the proceedings at or any resolution passed at the meeting.

20. Telephonic and electronic/direct voting

- 20.1. A District Club which is located more than 100 kilometres from the venue of a proposed meeting may request to have its Elector(s) present at the proposed meeting by teleconference. If a majority of Directors consent to a District Clubs' Elector(s) being present at that meeting by teleconference, the Directors must (subject to appropriate teleconferencing facilities being available) use their best endeavours to facilitate the attendance of those District Clubs' Electors at the meeting by teleconference. A District Club Elector present via teleconference will be responsible for making the telephone call to the meeting. ~~bear those telephone call charges and~~

~~pay the proportionate cost of setting up teleconferencing facilities if there is more than one District Club present via teleconference, or the whole cost where there is only one member present via teleconference.~~ A District Club Elector present via teleconference must be permitted to vote by indicating orally whether they vote for or against a resolution.

- 20.2. A District Club's Elector present via teleconference at the meeting is deemed to be present at the meeting.
- 20.3. In addition to voting by a District Club's Elector(s) indicating orally whether they vote for or against a resolution in a permitted teleconference, the Directors may determine that at any General Meeting, District Clubs' Elector(s) who are entitled to attend that meeting are entitled to a direct vote without physically attending the General Meeting. A "direct vote" includes a vote delivered to the Secretary of the Company by post, fax or other electronic means approved by the Directors from time to time. The Directors may from time to time, specify the form, method and timing of giving a direct vote at a General Meeting in order for the vote to be valid.
- 20.4. If voting orally in a teleconference conducted pursuant to this Rule 20 or voting electronically pursuant to rule 20.3 involves any matters referred to in Rule 26.3, the arrangement set out in Rules 20.1, 20.2 and 20.3 (as applicable) shall apply equally to Provisional District Clubs and their Elector(s) in the same manner as those arrangements apply to District Clubs and Electors of District Clubs respectively.

21. Business of General Meetings

- 21.1. Unless the District Clubs' Electors present (and in the case of a General Meeting dealing with the matters referred to in Rule 26.3, also the Provisional District Clubs' Electors) agree by majority otherwise, business must not be transacted at any General Meeting except as set out in the notice of meeting.

22. Quorum

- 22.1. Business must not be transacted at a General Meeting unless there is a quorum of District Club Electors present at the time when the meeting proceeds to business.
- 22.2. Except as otherwise provided in this Constitution, at least one half of the total number of District Clubs of the Company present by their Electors or proxy constitutes a quorum.
- 22.3. At any General Meeting dealing with the matters referred to in Rule 26.3, the quorum will be at least one half of the total number of District Clubs of the Company present by their Electors or proxy and one half of the total number of Provisional District Clubs present by their Electors or proxy.

23. If quorum not present

- 23.1. If a quorum is not present within 30 minutes after the time appointed for the meeting:
- (1) where the meeting is convened on the requisition of District Clubs, the proposed meeting is automatically dissolved (subject to Rule 25.1);
 - (2) in any other case:
-

- (a) the meeting stands adjourned to a day and at a time and place as the Directors decide or, if no decision is made by the Directors, to the same day in the next week at the same time and place (“the adjourned meeting”); and
- (b) if at the adjourned meeting a quorum is not present within 20 minutes after the time appointed for the meeting, the meeting is automatically dissolved.

24. Chair of meetings

24.1. At every General Meeting:

- (1) the District Governor, or in the District Governor's absence;
- ~~(2) the Vice Governor, or in the Vice Governor's absence;~~
- (2) the District Governor-elect, or in the District Governor-elect's absence;
- (3) a Director as chosen by Directors present at the meeting, or in the absence of all Directors;
- (4) an Elector of a District Club as elected by District Clubs' Electors present at the meeting;

is to preside as Chairman.

25. Adjournments

- 25.1. The chairman may and must if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- 25.2. The only business which may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 25.3. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 25.4. Except as provided by Rule 25.3, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

26. Voting at General Meetings

- 26.1. The provisions of the Rotary International By-Laws from time to time which determine (in respect of each District Club) such things as:
 - (1) The selection, certification and sending of Electors;
 - (2) The number of Electors and votes to which each such club is entitled; and
 - (3) How those Electors must cast such votes,

at any District Conference or District Resolutions Meeting (if one is held separately) (“the meeting rules”) shall, with all necessary amendments, apply to any General Meeting of the Company and this Constitution shall be read subject to and applied consistently with the meeting rules.

- 26.2. Subject to Rules 20 and 26.3, any resolution to be considered at a General Meeting is to be decided on a show of hands of the District ~~Rotarians Electors~~ in attendance.
- 26.3. For any General Meeting before the Restructure Year at which the issues listed in Rule 25.4 hereof are to be dealt with, Provisional District Clubs are to be given notice of the meeting in the same manner as District Clubs are to be given such notice and at any such General Meeting, Provisional District Clubs and Provisional District ~~Rotarians Electors~~ shall, notwithstanding anything else in this Constitution or provided elsewhere, have the same voting rights as District Clubs and District Rotarians respectively, with respect to attending and participating in any vote in relation to the matters listed in Rule 26.4 hereof.
- 26.4. A District Rotarian ~~may not vote can~~ be heard ~~but not vote on (except as an Elector)~~ at a General Meeting on matters submitted to a vote in respect of:
- (1) the selection of a District Governor-nominee;
 - (2) election of a member and alternate member of the nominating committee for director;
 - (3) composition and terms of reference of the nominating committee for District Governor;
 - (4) election of the representative and alternate representative of District 9600 to the Council on Legislation; and
 - (5) the amount of the per capita levy.
- 26.5. A declaration by the chairman that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting are conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.
- 26.6. Despite the Act, any Elector has the right to demand a poll upon any matter presented to a General Meeting.
- 26.7. All decisions and elections which would otherwise be taken or held at a General Meeting may be made by the District Clubs by a ballot-by-mail which must be signed by all members entitled to vote.
- 26.8. A ballot-by-mail must follow as nearly as possible the procedures set out in the Constitutional Documents.

27. Procedure for polls

- 27.1. A poll when demanded must be taken in the manner and at the time provided for in the Constitutional Documents.
- 27.2. The result of the poll is a resolution of the meeting at which the poll was demanded.
-
- 27.3. If a poll has been demanded at a meeting, the meeting may continue with the transaction of business other than the resolution on which the poll was demanded.

28. Chairman's casting vote

- 28.1. In the case of an equality of votes on a show of hands or on a poll the chairman of the meeting will have a casting vote.

29. Representation and voting of District Clubs

- 29.1. A District Club may only vote at a General Meeting of the Company by its Elector or if no Elector is able to attend, a duly appointed proxy or attorney. At any General Meeting of the nature referred to in Rule 26.3, a Provisional District Club may only vote at such meeting by its Elector and if no Elector is able to attend, a duly appointed proxy or attorney.
-
- 29.2. On each matter submitted to a vote to which this Rule 29 applies at any General Meeting, each District Club must vote in accordance with the meeting rules referred to in Rule 26.1.
- 29.3. A District Club entitled to cast more than 1 vote may either:
- (1) appoint Electors equal in number to the number of votes to which it is entitled; or
 - (2) authorise 1 Elector to exercise all its votes.
- 29.4. The Elector(s) of a District Club at a General Meeting of the Company is or are:
- (1) its President if present at any General Meeting of the Company (except District Training Assembly);
 - (2) its President Elect (or his or her duly authorised designated representative pursuant to the Constitutional Documents in the absence of the President Elect) at the District Training Assembly; or
 - (3) 1 or more District Rotarians who are members of and duly selected and certified by that District Club as its Elector(s) pursuant to the Constitutional Documents for the relevant meeting.
- 29.5. A District Club must give formal written notice of appointment of;
- (1) the designated representative appointed under Rule 29.4 (2); and
 - (2) its Elector(s) appointed under Rule 29.4 (3)
- in accordance with the meeting rules and comply with the provisions of Rule 30 as to notice to the Company but is not otherwise required to give such notice.
- 29.6. If a District Club is entitled to vote at a General Meeting, its Elector(s) must cast such vote(s) in the manner required by the Constitutional Documents.
- 29.7. An Elector or proxy appointed to attend and vote for a District Club at a General Meeting has the same rights as a District Club:
- (1) to be heard at the meeting;
 - (2) to vote (but subject to any limitations imposed in the appointment, the meeting rules and these Rules); and
 - (3) to demand a poll.
- 29.8. Notice of the appointment of an Elector, may be given by formal notice of such appointment duly signed on behalf of the District Club by its President and its Secretary or by the Elector signing the attendance book maintained to record attendance at such meeting.

- 29.9. The formal notice or, as the case requires, the attendance book must contain the following information:
- (1) the District Club's name;
 - (2) the Elector's name or the name of the office held by the Elector;
 - (3) the meetings at which the appointment may be used; and
 - (4) the number of votes which the Elector is authorised to cast.
- 29.10. The following rules apply to such appointments:
- (1) an appointment may be a standing one and may authorise an Elector to vote at his or her discretion;
 - (2) an undated appointment is taken to have been dated on the day it is given to the Company;
 - (3) an appointment may specify the way the Elector is to vote on a particular resolution. If it does, the Elector must vote accordingly;
 - (4) an appointment does not have to be witnessed; and
 - (5) a later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.
- 29.11. A District Club is not entitled to vote at a General Meeting unless all sums presently payable by the District Club in respect of membership of the Company and Rotary International have been paid in full.

30. Objections to qualification to vote

- 30.1. An objection to the qualification of a District Club to vote may be raised only at the meeting or adjourned meeting at which the vote objected to is tendered.
- 30.2. Any objection must be referred to the chairman of the meeting, whose decision is final.
- 30.3. A vote allowed after an objection is valid for all purposes.

31. Proxies

- 31.1. A District Club may designate a proxy for its absent Elector(s) at any General Meeting of the Company.
- 31.2. The proxy must be a District Rotarian and may be a member of the designating District Club.
- 31.3. The proxy designation must be certified by the president and secretary of the relevant club.
- 31.4. The proxy is entitled to vote as proxy for the non-attending Elector of a District Club.

32. Form of proxy

- 32.1. An instrument appointing a proxy must be in writing and signed by the president and secretary of the District Club on whose behalf the appointment is made.
- 32.2. A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting has been indicated ~~to the proxy by the District Club appointing the proxy.~~
- 32.3. An instrument appointing a proxy may be in any form that the Directors may accept or stipulate.

33. Lodgement of powers of attorney and proxies

- 33.1. For an instrument appointing an attorney to act on behalf of a District Club at all meetings of the Company (or at all meetings for a specified period) to be effective, the following documents must be received by the Company not less than 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting or adjourned meeting at which the attorney proposes to vote:
- (1) the power of attorney or a certified copy of that power of attorney; and
 - (2) any evidence that the Directors may reasonably require of the validity and non-revocation of that power of attorney.
- 33.2. For the purposes of Rule 33.1, the Company receives these documents when they are received at any of the following:
- (1) the Company's registered office;
 - (2) a fax number at the Company's registered office; or
 - (3) a place, fax number or electronic address specified by the Company for the purpose in the notice of meeting.
- 33.3. For an instrument (other than a power of attorney) appointing an Elector or proxy of a District Club to be effective, it must be received by the Company (at the place, fax number or electronic address specified by the Company for the purpose in the notice convening the meeting) not less than 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting or adjourned meeting at which the proxy proposes to vote.

34. Validity of proxies

- 34.1. A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite the revocation of the instrument (or of the authority under which the instrument was executed) or the power if no notice in writing of the revocation has been received by the Company at its registered office at least 48 hours (or any shorter period as the Directors may permit) ~~before the commencement of the meeting, or~~ adjourned meeting at which the instrument is used or the power is exercised.
- 34.2. A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

35. Where proxy is incomplete

- 35.1. No instrument appointing a proxy is treated as invalid merely because it does not contain:
- (1) the address of the appointor or of a proxy;
 - (2) the proxy's name or the name of the office held by the proxy; or
 - (3) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.
- 35.2. Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the chairman of the meeting.

36. Rights of officers and advisers to attend General Meeting

- 36.1. Any person (whether a District Club Elector or not) permitted by the Directors to attend any General Meeting is entitled to be present and, at the request of the chair, to be heard at that General Meeting.

Membership, appointment, removal and remuneration of Directors

37. Composition of the Board of Directors

- 37.1. All Company Officers must be District Rotarians.
- 37.2. All members of the Board of Directors (other than the District Governor, the most recent Past District Governor, the District Governor-elect, the District Governor-nominee (who will always automatically be members of the Board of Directors) and the Secretary (who is to be selected by the Board of Directors as provided in Rule 10.1) are to be notified to the Secretary by the District Governor-elect as provided in Rule 8.5 to serve as Directors during his or her District Governor's Year.
- 37.3. A member of the Board of Directors may resign from the Board by giving written notice of resignation to the Secretary.
- 37.4. The resignation takes effect on:
- (1) the day and at the time the notice is received by the Secretary; or
 - (2) if a later day is stated in the notice – the later day.

38. Vacation of office

- 38.1. In addition to the circumstances in which the office of a Director becomes vacant under the Act, the office of a Director becomes vacant if the Director:
- (1) becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under the Act relating to mental health;
 - (2) resigns by notice in writing to the Company;
 - (3) ceases to be a District Rotarian;

- (4) is absent for a continuous period of 6 months (without the consent of the other Directors) from meetings of Directors; or
- (5) dies.

39. Validity of actions

- 39.1. This Rule 39 applies if any Provisional District Club does not become a District Club or any Provisional District Rotarian does not become a District Rotarian for whatever reason (for example but without limitation, because the Restructure did not proceed or did not proceed as contemplated or the person ceased to be a member of Rotary prior to the implementation of the Restructure).
- 39.2. If Rule 39 applies, any vote or action taken by or participated in by a Provisional District Club (directly or through its Elector), thereof which does not become a District Club or by a Provisional District Rotarian who does not become a District Rotarian, will nevertheless be valid and effective and any action taken by the District, the Board, any Committee or Officer of the District, any District Club, any District Rotarian or any Provisional District Club or Provisional District Rotarian, shall nevertheless be effective in terms of the Constitution, the Act and at law generally.

40. Appointments cease

- 40.1. Notwithstanding Rule 39, any Provisional District Rotarian who is elected or appointed to any office of the District but who thereafter ceases to be a Provisional District Rotarian shall upon ceasing to be a Provisional District Rotarian, cease to hold any such office and such office shall be deemed to be vacant unless, at the time they ceased to be a Provisional District Rotarian, they became or were a District Rotarian.

Powers and duties of Directors

41. Powers of Directors

- 41.1. Subject to the Act and Rule 9 of this Constitution, the business of the Company is managed by or under the direction of a Board of Directors, who may exercise all powers of the Company except those which are, by the Act or this Constitution, required to be exercised by the Company in General Meeting.
- 41.2. Without limiting the generality of Rule 39.1, the Board of Directors may exercise all the powers of the Company:
 - (1) to borrow money, to charge any property or business of the Company or all or any of the Company's uncalled capital; and
 - (2) to issue debentures or give any other security for a debt, liability or obligation of the Company.

42. Appointment of attorneys

- 42.1. The Board of Directors may, by power of attorney, appoint any person to be the attorney of the Company for the purposes, and with the powers, authorities and discretions vested in or exercisable by the Board for any period and subject to any conditions as determined by the Directors.

- 42.2. Any appointment under Rule 40.1 may be made on terms for the protection and convenience of persons dealing with the attorney as the Board of Directors thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

43. Negotiable instruments

- 43.1. All negotiable instruments of the Company must be executed by the persons and in the manner determined by the Board of Directors from time to time.

44. Proceedings

- 44.1. The Board of Directors is to meet together not less than once in each 2 calendar months for the dispatch of business and adjourn and otherwise regulate its meetings as the Board thinks fit.
- 44.2. At any time, a Director with the approval of the District Governor or any three Directors without such approval, may request the Secretary to convene a meeting of the Directors and the Secretary must then convene a meeting of the Directors.
- 44.3. Reasonable notice must be given to every Director of the place, date and time of every meeting of the Directors. Where any Director is for the time being outside of Australia, notice need only be given to that Director if contact details have been given.

45. Meetings via technology

- 45.1. For the purposes of the Act, each Director, on becoming a Director, consents to the use of the following technology for calling or holding meetings of Directors:
- (1) video conference;
 - (2) telephone;
 - (3) electronic mail;
 - (4) any other technology which permits each Director to communicate with every other Director; or
 - (5) any combination of the technologies described in the above paragraphs.
- 45.2. Where the Directors are not personally all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
- (1) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Directors, taken to be assembled together at a meeting and to be present at that meeting; and
 - (2) all proceedings of those Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were present.

46. Quorum at meetings

- 46.1. At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is at least one half of Directors entitled to vote. Unless the Directors determine otherwise, the quorum need only be present at the time when the meeting proceeds to business.

47. Vacancies

- 47.1. The Directors may act even in the event of a vacancy or vacancies in the office of a Director or offices of Directors, but if the number of Directors is not sufficient to constitute a quorum at a meeting of Directors, the Directors may act only to appoint a sufficient number of Directors to constitute a quorum.
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48. Proceedings at meetings

- 48.1. The District Governor must be appointed chair at a meeting of Directors. In his or her absence the provisions of Rules 24.1(1), (2) and (3) (with all necessary modifications) shall apply.
- 48.2. Subject to this Constitution, questions arising at a meeting of Directors are decided by a majority of votes of Directors present and voting ~~and for all purposes any such decision is taken to be a~~ decision of the Directors.
- 48.3. If there is an even number of votes, the chair of the meeting will have a casting vote in addition to the chair's deliberative vote.
- 48.4. For the avoidance of doubt, notwithstanding that a director may hold two Board positions or offices (for example as Secretary and as District Administration Officer) that director is entitled to one deliberative vote only at meetings of the Board Director's Interest

49. Director's Interest

- 49.1. Except where permitted by the Act a director who has a material personal interest in a matter that is being considered at a meeting of directors:
- (1) must not be counted in a quorum;
 - (2) must not vote on the matter; and
 - (3) must not be present while the matter is being considered at the meeting.
- 49.2. If a director who has a material personal interest in a matter that is being considered at a meeting of the directors is not prohibited by the Act from being present at the meeting and voting, the director may be present, be counted in the quorum and may be heard but may not vote on the matter.
- 49.3. A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to the director's knowledge, declare the nature of the interest at a meeting of the directors or by written notice to the secretary of the Company.
- 49.4. A director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as director must declare at a meeting of the directors of the Company or by written notice to the secretary of the Company the fact and the nature, character and extent of the conflict.
- 49.5. For the purposes of rules 49.3 and 49.4, a director's interest or any conflict must be disregarded if it arises from or relates solely to:

- (a) a guarantee to be given by the director (or by persons including the director or by a body corporate of which the director is a member or officer) in respect of a loan to the Company; or
- (b) the position of the director as a director of a related body corporate.

49.6. If a director has an interest in a contract or proposed contract with the Company (other than as a member), or a conflicting interest or duty in relation to any other matter being considered by the directors, and the director discloses the nature and extent of the interest or duty at a meeting of the directors or by written notice to the secretary of the Company:

- (1) if the disclosure is made before the contract is entered into:
 - (a) the director may retain benefits under the contract even though the director has an interest in the contract;
 - (b) the Company cannot avoid the contract merely because of the existence of the interest; and
 - (c) the director is not disqualified from the office of director.

49.7. For the purposes of rule 49.6 contract includes an arrangement, dealing or other transaction.

49.8. Without limiting rules 49.1 to 49.7, a director may to the extent permitted by the Act:

- (1) hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with the office of director;
- (2) be interested in any operation, undertaking or business undertaken or assisted by the Company or in which the Company is or may be interested.

50. Alternate Directors

50.1. ~~Subject to rule 10.4~~ A Director may not appoint an alternate Director.

51. Committees

51.1. The Board of Directors may, ~~delegate any of its powers to a Committee or Committees~~ consisting of such number of them and/or other District Rotarians as they think fit. A Committee may consist of one or more but usually 3 persons.

51.2. A Committee to which any powers ~~have been so delegated must exercise the powers delegated~~ in accordance with any directions of the Board of Directors. A power so exercised is taken to be exercised by the Board.

51.3. Rules 41 (except as to the frequency of meetings), 42, 45, 46, 48 and 49 (with any necessary modifications) apply to any Committee as if each reference in those Rules to the Directors was a reference to the members of the Committee and each reference to a meeting of Directors was to a meeting of the Committee.

51.4. The number of members whose presence at a meeting of the Committee is necessary to constitute a quorum is the number determined by the Board of Directors and, if not so determined, is 2. Unless the Board determines otherwise the quorum need only be present at the time when the meeting proceeds to business.

51.5. The minutes of all the proceedings and decisions of every Committee must be made entered and signed in the same manner in all respects as minutes of proceedings of the Directors are required by the Act to be made, entered and signed.

52. Written resolutions by Directors

52.1. The Directors of the Company may pass a resolution without a directors' meeting being held if a document containing the resolution is circulated that:

- (1) contains a statement that the signatories to it are in favour of that resolution;
- (2) the terms of the resolution are set out or identified in the document; and
- (3) has been signed by all of the Directors entitled to vote on that resolution.

52.2. In the event requirements of rule 52.1 are met a resolution in those terms shall be deemed to have been passed on the day on which and at the time at which the document was signed by the last of the Directors to so sign and the document has effect as a minute of the resolution.

52.3. For the purposes of Rule 52.1:

- (1) two or more separate documents containing statements in identical terms, each of which is signed by one or more Directors, are together taken to constitute one document containing a statement in those terms signed by those Directors on the day on which and at the time at which the last of those documents to be signed was signed by the Director; and
- (2) a facsimile which is received by the Company or an agent of the Company and is sent for or on behalf of a Director is taken to be signed by that Director not later than the day and time of receipt of the fax by the Company or its agent in legible written form.

53. Defects in appointments

53.1. All acts done by any meeting of Directors or meeting of a Committee are as valid as if each person was duly appointed and qualified to be a Director or a member of the Committee.

53.2. Rule 53.1 applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of a Committee that a person so appointed was disqualified.

54. Standing Procedures

54.1. The Board may adopt by-laws called Standing Procedures not inconsistent with the Act, this Constitution and the Constitutional Documents embodying additional provisions for the governance of the Company.

54.2. Such Standing Procedures may be amended from time to time as therein provided.

55. Executive Officer

55.1. The District Governor is the Chief Executive Officer of the Company and will be vested with the powers of Chief Executive Officer as described below.

- 55.2. The Chief Executive Officer is authorised to sub-delegate all or any of the powers vested in him or her.
- 55.3. Any power(s) conferred pursuant to this Rule may be concurrent with or to the exclusion of the Directors' powers.

57. Executive Committee

57.1. The Board of Directors may appoint an executive Committee subject to the following:

- (1) The Executive Committee shall comprise the District Governor, District Governor elect, the District Treasurer and the District Administration Officer;
- (2) The powers of the Executive Committee are limited to those delegated by the Board of Directors and may include:
 - (a) to consider and recommend matters of policy to the Board;
 - (b) to deal with and be responsible for the day to day running of the Company and the affairs of District 9600;
 - (c) to supervise all committees of the Board; and
 - (d) to attend to matters of urgency which cannot at that time be practically dealt with by the Board as a whole provided that such powers must be exercised subject to any prior Board policies and resolutions;
- (3) The Executive Committee must report fully to each meeting of the Board of Directors on matters which it has dealt with and where necessary must seek ratification of decisions by the Board.

58. Local Management

58.1. The Board of Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.

58.2. Without limiting Rule 58.1 the Board of Directors may:

- (1) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies; and
- (2) delegate to any person appointed under Rule 58.2(1) any of the powers, authorities and discretions which may be exercised by Directors under this Constitution, subject to any terms and conditions determined by Directors.

58.3. The Board of Directors may at any time revoke or vary any delegation under this Rule 58.

56. Appointment of agents

56.1. The Board of Directors may from time to time by resolution or power of attorney under Seal of the Company appoint any person to be the agent of the Company:

- (1) for the purposes;

- (2) with the powers, authorities and discretions (not exceeding those exercisable by the Board of Directors under this Constitution);
 - (3) for the period; and
 - (4) subject to the conditions, determined by the Board.
- 56.2. An appointment by the Board of Directors of an agent of the Company may be made in favour of:
- (1) any Corporation; or
 - (2) the members, Directors, nominees or managers of any Corporation or firm.
- 56.3. The Board of Directors may appoint attorneys or agents by facsimile transmission or electronic mail to act for and on behalf of the Company.
- 56.4. An agent appointed under this Rule 56 may, be authorised by the Board of Directors to subdelegate all or any of the powers, authorities or discretions for the time being vested in him, her or it.

57. Notices generally

- 57.1. Any District Club which has not left at or sent to the registered office, a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of the Company may be served or sent is not entitled to receive any notice.
- 57.2. A notice may be given by the Company to any District Club by:
- (1) serving it on the District Club's President ~~or~~ and Secretary personally;
 - (2) sending it by post to the District Club or leaving it at the District Club's address as shown in the register or the address supplied by the District Club to the Company for the giving of notices;
 - ~~(3) serving it in any manner contemplated in this Rule 60.2 on a District Club's attorney as specified by the District Club in a notice given under Rule 59.3;~~
 - (3) fax to the fax number supplied by the District Club to the Company for the giving of notices; or
 - (4) transmitting it electronically to the electronic mail address supplied by the District Club to the Company for the giving of notices.
- 57.3. A District Club may, by written notice to the Company Secretary left at or sent to the registered office, require that all notices to be given by the Company or the Directors be served on the District Club's attorney at an address specified in the notice.
- 57.4. Notice to a District Club whose address for service of notices is outside Australia must be sent by airmail, fax or electronic mail.
- 57.5. Where a notice is sent by post, service of the notice is taken to be effected by properly addressing, prepaying and posting a letter enclosing the notice and to have been effected:

- (1) in the case of a notice of a meeting, on the second business day after the date of its posting; and
- (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

57.6. Where a notice is sent by fax or electronic transmission, service of the notice is taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the day it is sent.

If a notice is to be given to or sent by a Provisional Club the provisions of this Rule 60 shall apply as if the Provisional Club was a District Club.

58. Notices for General Meetings

58.1. Notice of every General Meeting must be given:

- (1) in the manner authorised by Rule 19;
- (2) to every District Club and to ~~each Director; and~~
- (3) in the event of the General Meeting is the Annual General Meeting, to the auditor of the Company (if any).

58.2. No other person is entitled to receive notice of General Meetings, but notice may be given to other persons at the direction of the District Governor.

58.3. Notwithstanding anything else in this Constitution, in the Rotary Year immediately preceding the Restructure Year:-

- (1) Provisional District Clubs shall have the same rights, limitations and obligations in respect of General Meetings of the Company and under Rules 14, and 57 to 58, as District Clubs, and
- (2) Provisional District Rotarians shall have the same rights, limitations and obligations in respect of General Meetings of the Company ~~and under Rule 61~~, as District Rotarians.

ATTACHMENT

E

Explanation of changes between existing Constitution and Draft Constitution proposed

All references to clauses are to the proposed draft except where reference is made to deleted clauses

Clauses have been renumbered in line with changes

Since the Constitution of the District was last changed we now know the new District Number (9620) and the boundaries and clubs involved.

Clauses 1.1 (1); (7); (8); (12); (13); (14); (15); (20); (22); (33)

1.3 (1); 5.1(4); 5.1(5); 5.1(15); 5.1(16); 13.3; 15.2; 26.4 (4); 56.1 (2)(b)

The Position of Vice District Governor is no longer required and has been deleted. Old Clause numbers 1.1 (42); 1.1 (43); 10; 24.1.

District Administration Officer and District Secretary become one person only – a practice we have adopted for the life of the company anyway Clause 8.3

The Company Secretary is a new position to reflect someone knowledgeable and is a member of the Board. Clause 8.3

Clause 50 is a change because of No Vice Governor

Clauses changed for clarity purposes

1.1(5); 1.1(9); 1.3(7); 5.4; 8.4; 9.2(2); 13.2; 13.5; 15.3; 26.6; 26.7;
27.3; 39.2; 43.1; 52.1

Clause reparagraphed

1.1(18); 1.1(19); 1.1(21); 1.3;

Old Clause 8.4 deleted re 3 year appointment of Treasurer and Secretary. Also 8.5 and 8.6

Clauses deleted

9.2 (3) and 9.2 (4) as covered by The Act

16.2

30.3

30.9 (4)

56

58

60.2 (3)

New Clauses

1.1(4)

1.1 (27)

9.8

10.6

17.4

60

Clause 10 has change of title

Clause 10.3 has a Public Officer appointment which is a change to the existing 11.5

Clause 17.2 has a slight change to signatories

Clause 9.7 is a change changing from 3 to 2 Category 5 persons and the inclusion of the IPDGs with other changes being for clarity