

RULES OF ASSOCIATION

Name of Association

1. The name of the Association is Rotary International District 9460 (Southern Districts) Incorporated.
 - 1A. The Association shall be a non-profit, non-share capital and not for profit entity, and it shall pay no dividend and no part of its money, property or other assets shall be distributed to its member clubs, directors or officers.
 - 1B. To the fullest extent possible under the laws of the State of Western Australia, If any provision of these articles of incorporation is not in conformity with the constitution, bylaws or policies of Rotary International (RI), as amended from time to time, the terms of the constitution, bylaws, or policies of RI shall prevail at all times.
 - 1C. The members of the Association shall be comprised of and limited to all Rotary Clubs designated to be in District 9460 pursuant to the bylaws of Rotary International. The addition or removal of a club or clubs from District 9460 pursuant to the RI bylaws shall immediately and automatically result in a corresponding change in the membership of the Association.
 - 1D. The number of directors of the Association and their terms shall be determined by the member clubs. The district governor of District 9460, the governor-elect of District 9460, and the most recent past district governor who served in District 9460 shall always be members of the board of directors. The district governor shall serve as chair of the board of directors. Only Rotarians who are members of clubs in District 9460 may serve as directors.

- 1E. The officers of the Association shall be limited to Rotarians who are members of clubs in District 9460. The district governor of District 9460 shall be the chairperson of the Association.
- 1F. The Association shall immediately and automatically cease operations and begin dissolution proceedings upon the vote of two-thirds of its member clubs at the district conference of District 9460 or in a ballot-by-mail, or upon the directive of the Board of Directors of RI. The district governor of District 9460 shall provide the Board of Directors of RI with notice of a decision by the clubs in District 9460 to dissolve the corporation and shall provide a final report upon the completion of the dissolution process to the General Secretary of RI.

Definitions

2. In these rules, unless the contrary intention appears-
- “annual general meeting”** is the meeting convened under paragraph (b) of rule 16 (1);
- “convene”** means to call together for a formal meeting;
- “department”** means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;
- "District Board meeting"** means a meeting referred to in rule 15;
- "District Board member"** means person referred to rule 10 (1);
- "financial year"** means a period not exceeding 15 months fixed by the District Board, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;
- "general meeting"** means a meeting to which all member clubs are invited;

"member club" means member club of the Association;

"ordinary resolution" means resolution other than a special resolution;

"person" includes a corporate entity;

"poll" means voting conducted in written form including facsimile transmissions and e-mails but excluding telephone text messages (as opposed to a show of hands);

"qualified person" means a natural person who holds a membership of a Rotary Club within Rotary District 9460.

"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the member clubs of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 member clubs of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the *Associations Incorporation Act 1987*;

"the Association" means the Association referred to in rule 1;

"the Chairperson" means-

- (a) in relation to the proceedings at a District Board meeting or general meeting, the person presiding at the District Board meeting or general meeting in accordance with rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10 (1) or, if that person is unable to perform his or her functions, the Vice Chairperson;

"the Commissioner" means the Commissioner for Fair Trading exercising powers under the Act;

"the District Board" means the District Board of Management of the Association referred to in rule 10 (1);

"the Secretary" means the Secretary referred to in rule 10 (1);

"the Treasurer" means the Treasurer referred to in rule 10 (1);

"the Vice-Chairperson" means the Vice-Chairperson referred to in rule 10 (1).

Objects of Association

3. (1) The objects of the Association are to provide leadership and guidance to help clubs strengthen the programs of Rotary within RI District 9460.
- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to member clubs, except in good faith in the promotion of those objects.

Powers of Association

4. The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -
- (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money –
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Association;
 - (d) borrow money upon such terms and conditions as the Association thinks fit;
 - (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - (f) appoint agents to transact any business of the Association on its behalf;
 - (g) enter into any other contract it considers necessary or desirable;
 - (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

Qualifications for membership of Association

5. (1) Membership of the Association is open to all Rotary Clubs designated to be in District 9460 pursuant to the bylaws of Rotary International.
- (2) A Rotary Club that wishes to become a member club must apply for membership to the District Board in writing.
- (3) The District Board members must consider each application made under sub-rule (2) at a District Board meeting and must at the District Board meeting or the next District Board meeting accept or reject that application.
- (4) An applicant Rotary Club whose application for membership of the Association is rejected under sub-rule (3) must, if it wishes to appeal against that decision, give notice to the Secretary of its intention to do so within a period of 14 days from the date it is advised of the rejection.
- (5) When notice is given under sub-rule (4), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the District Board to reject the application, after having afforded the applicant Rotary Club which gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.

Register of member clubs of Association

6. (1) The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the member clubs of the Association and their postal or residential addresses and, upon the request of a

member club of the Association, shall make the register available for the inspection of the member club and the member club may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

- (2) The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the member clubs at a general meeting decide.
- (3) The Secretary must cause the name of a member club which ceases to exist or which ceases to be a member club under rule 8 to be deleted from the register of member clubs referred to in sub-rule (1).

Subscriptions of member clubs of Association

7.
 - (1) The member clubs may from time to time at a general meeting determine the amount of the subscription to be paid by each member club on a per-capita basis of each member club's then-current membership.
 - (2) Each member club must pay to the Treasurer, annually on or before 1 July or such other date as the District Board from time to time determines, the amount of the subscription determined under sub-rule (1).
 - (3) Subject to sub-rule (4), a member club whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member club, unless the District Board decides otherwise.
 - (4) A club within RI District 9460 exercises all the rights and obligations of a member club for the purposes of these rules if its subscription is paid on or before the relevant date fixed by or under

sub-rule (2) or within 3 months thereafter, or such other time as the District Board allows.

Termination of membership of the Association

8. Membership of the Association may be terminated upon-
 - (a) receipt by the Secretary or another District Board member of a notice in writing from a member club of its resignation from the Association. Such club remains liable to pay to the Association the amount of any subscription due and payable by that club to the Association but unpaid at the date of termination; or
 - (b) non-payment by a member club of its subscription within three months of the date fixed by the District Board for subscriptions to be paid, unless the District Board decides otherwise in accordance with rule 7 (3); or
 - (c) expulsion of a member club in accordance with rule 9.

Suspension or expulsion of member clubs of Association

9. (1) If the District Board considers that a member club should be suspended or expelled from membership of the Association because its conduct is detrimental to the interests of the Association, the District Board must communicate, either orally or in writing, to the member club-
 - (a) notice of the proposed suspension or expulsion and of the time, date and place of the District Board meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct,
not less than 30 days before the date of the District Board meeting referred to in paragraph (a).
- (2) At the District Board meeting referred to in a notice communicated under sub-rule (1), the District Board may, having afforded the member club concerned a reasonable opportunity to be heard by,

or to make representations in writing to, the District Board, suspend or expel or decline to suspend or expel that member club from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member club, communicate that decision in writing to that member club.

- (3) Subject to sub-rule (5), a member club has its membership suspended or ceases to be a member club 14 days after the day on which the decision to suspend or expel a member club is communicated to it under sub-rule (2).
- (4) A member club that is suspended or expelled under sub-rule (2) must, if it wishes to appeal against that suspension or expulsion, give notice to the Secretary of its intention to do so within the period of 14 days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4)-
 - (a) the Association in a general meeting, must either confirm or set aside the decision of the District Board to suspend or expel the member club, after having afforded the member club that gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
 - (b) the member club that gave that notice is not suspended or does not cease to be a member club unless and until the decision of the District Board to suspend or expel it is confirmed under this sub-rule.

District Board of Management

10. (1) Subject to sub-rule (9), the affairs of the Association will be managed exclusively by a Committee of Management to be known as the District Board, consisting of-
 - (a) a Chairperson, who shall be the Rotary District 9460 District Governor in office from time to time;

- (b) a Vice-Chairperson, who shall be the Immediate Past Rotary District 9460 Governor from time to time;
 - (c) a Secretary;
 - (d) a Treasurer;
 - (e) the District 9460 Governor Nominee from time to time;
 - (f) the District 9460 Governor-Elect from time to time,
 - (g) a member of a District 9460 Rotary Club nominated by the District Governor-Elect from time to time;
 - (h) the two Past District Governors of Rotary District 9460 who most immediately preceded in time the Immediate Past Rotary District 9460 District Governor;
 - (i) up to two past presidents of member Rotary Clubs which past presidents continue to be members of member Rotary Clubs;
 - (j) the District 9460 Club Service Director in office from time to time;
 - (k) the District 9460 Rotary Foundation Director in office from time to time;
 - (l) the District 9460 International Director in office from time to time;
 - (m) the District 9460 Vocational Director in office from time to time;
 - (n) the District 9460 Community Director in office from time to time.
- (2) As soon as possible after he or she commences to discharge his or her duties as District Governor, the District Governor in office from time to time shall confirm the appointment of the District Board members to membership of the District Board in accordance with sub-rule (1).

- (3) If a vacancy remains on the District Board after the application of sub-rules (1) and (2), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the District Board-
- (a) the District Board may appoint a qualified person to fill that vacancy; and
 - (b) a qualified person appointed under this sub-rule will –
 - (i) hold office until the election referred to in sub-rule (2); and
 - (ii) be eligible for election to membership of the District Board, at the next following annual general meeting.
- (4) The District Board may delegate, in writing, to one or more sub-Committees (consisting of the nominee or nominees of such member club or member clubs of the Association as the District Board thinks fit) the exercise of such functions of the District Board as are specified in the delegation other than-
- (a) the power of delegation; and
 - (b) a function which is a duty imposed on the District Board by the Act or any other law.
- (5) Any delegation under sub-rule (4) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the District Board may continue to exercise any function delegated.
- (6) The District Board may, in writing, revoke wholly or in part any delegation under sub-rule (4).

Chairperson and Vice-Chairperson

11. (1) Subject to this rule, the Chairperson must preside at all general meetings and District Board meetings.
- (2) In the event of the absence from a general meeting of-
 - (a) the Chairperson, the Vice-Chairperson; or
 - (b) both the Chairperson and the Vice-Chairperson,an appointed representative of a member club elected by the other member clubs whose appointed representatives are present at the general meeting, must preside at the general meeting.
- (3) In the event of the absence from a District Board meeting of-
 - (a) the Chairperson, the Vice-Chairperson; or
 - (b) both the Chairperson and the Vice-Chairperson, a District Board member elected by the other District Board members present at the District Board meeting, must preside at the District Board meeting.

Secretary

12. The Secretary must-
 - (a) co-ordinate the correspondence of the Association;
 - (b) keep full and correct minutes of the proceedings of the District Board and of the Association;
 - (c) comply on behalf of the Association with-
 - (i) section 27 of the Act with respect to the register of member clubs of the Association, as referred to in rule 6;
 - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member club of the Association, must make available those rules for the inspection of the member club and the member club may make a copy of or take an extract from

the rules but will have no right to remove the rules for that purpose; and

- (iii) section 29 of the Act by maintaining a record of -
 - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the District Board and persons who are authorised to use the common seal of the Association under rule 22; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,and the Secretary must, upon the request of a member club of the Association, make available the record for the inspection of the member club and the member club may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (d) unless the member clubs resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these rules on the Secretary.

Treasurer

13. The Treasurer must-
- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
 - (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the District Board may from time to time direct;

- (c) make payments from the funds of the Association with the authority of a general meeting or of the District Board and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised District Board member, or by any two others as are authorised by the District Board;
- (d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to member clubs at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the Chairperson, submit to the District Board a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the member clubs resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

Casual vacancies in membership of District Board

14. A casual vacancy occurs in the office of a District Board member and that office becomes vacant if the District Board member-

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the District Board member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the District Board;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
 - (i) 3 consecutive District Board meetings; or
 - (ii) 3 District Board meetings in the same financial year without tendering an apology to the person presiding at each of those District Board meetings;
 of which meetings the member received notice, and the District Board has resolved to declare the office vacant;
- (f) ceases to hold membership of a Rotary Club within the District; or
- (g) is the subject of a resolution passed by a general meeting of member clubs terminating his or her appointment as a District Board member.

Proceedings of District Board

15. (1) The District Board must meet together for the dispatch of business not less than 4 times in each year and the Chairperson, or at least half the members of the District Board, may at any time convene a meeting of the District Board.
- (2) Each District Board member has a deliberative vote.
- (3) A question arising at a District Board meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the District Board meeting will have a casting vote in addition to his or her deliberative vote.
- (4) At a District Board meeting 3 District Board members constitute a quorum.

- (5) Subject to these rules, the procedure and order of business to be followed at a District Board meeting must be determined by the District Board members present at the District Board meeting.
- (6) As required under sections 21 and 22 of the Act, a District Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the District Board (except if that pecuniary interest exists only by virtue of the fact that the member of the District Board is a member of a class of persons for whose benefit the Association is established), must-
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the District Board; and
 - (b) not take part in any deliberations or decision of the District Board with respect to that contract.
- (7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the District Board is a Rotarian who holds membership of a Rotary Club within Rotary District 9460.
- (8) The Secretary must cause every disclosure made under sub-rule (6)(a) by a member of the District Board to be recorded in the minutes of the meeting of the District Board at which it is made.

General meetings

- 16. (1) The District Board-
 - (a) may at any time convene a special general meeting;
 - (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months

after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and

- (c) must, within 30 days of-
 - (i) receiving a request in writing to do so from not less than 3 member clubs, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 9 (4), convene a general meeting to deal with the appeal to which that notice relates.
- (d) must, after receiving a notice under rule 5(4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the District Board's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the District Board.

- (2) The member clubs making a request referred to in sub-rule (1) (c)
 - (i) must-
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to-
 - (a) in sub-rule (1) (c) (i), the member clubs who made the request concerned may themselves convene a special general meeting as if they were the District Board; or

- (b) in sub-rule (1) (c) (ii), the member club that gave the notice concerned may itself convene a special general meeting as if it was the District Board.

- (4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.

- (5) Subject to sub-rule (7), the Secretary must give to all member clubs not less than 14 days notice of a special general meeting and that notice must specify-
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

- (6) Subject to sub-rule (7), the Secretary must give to all member clubs not less than 21 days notice of an annual general meeting and that notice must specify-
 - (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows-
 - (i) first, the consideration of the accounts and reports of the District Board;
 - (ii) second, the election of District Board members to replace outgoing District Board members; and
 - (iii) third, any other business requiring consideration by the Association at the general meeting.

- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all member clubs not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters

specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

- (8) The Secretary must give a notice under sub-rule (5), (6) or (7) by-
 - (a) serving it on a member club personally; or
 - (b) sending it by post to a member club at the address of the member club appearing in the register of members kept and maintained under rule 6.

- (9) When a notice is sent by post under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member club concerned by ordinary prepaid mail.

Quorum and proceedings at general meetings

- 17. (1) At a general meeting, not less than fifty per centum (50 %) of member clubs present in person by their authorised representative constitute a quorum.

- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (6)-
 - (a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

- (3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the member clubs who are present in person or by proxy

may nevertheless proceed with the business of that general meeting as if a quorum were present.

- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting-
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
 - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).
- (8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
- (9) At a general meeting, a poll may be demanded by the Chairperson or by three or more member clubs present in person or by proxy

and, if so demanded, must be taken in such manner as the Chairperson directs.

- (10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

Minutes of meetings of Association

- 18. (1) The Secretary must cause proper minutes of all proceedings of all general meetings and District Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or District Board meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson must ensure that the minutes taken of a general meeting or District Board meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or District Board meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or District Board meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
 - (a) the general meeting or District Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

Voting rights of members of Association

19. (1) Subject to these rules, each member club present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) A member club (whether or not it is an Incorporated Association) shall appoint in writing one (and one only) natural person, provided he or she is a member of a Rotary Club within District 9460, to represent it at a particular general meeting or at all general meetings.
- (3) An appointment made under sub-rule (2) must be made by a resolution of the board or other governing body of the member club concerned-
 - (a) which resolution is authenticated under the common seal of that body corporate, where the member club concerned is an Incorporated Association, and otherwise by letter signed by the Secretary of that member club; and
 - (b) a copy of which resolution is lodged with the Secretary.
- (4) A person appointed under sub-rule (2) to represent a member club which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

Proxies of members of Association

20. A member club (in this rule called "the appointing member club") may appoint in writing a natural person who holds membership of a Rotary Club within District 9460 to be the proxy of the appointing member club and to attend, and vote on behalf of the appointing member club at any general meeting.

Rules of Association

21. (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-
- (a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;
 - (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the District Board certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
 - (c) An alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;
 - (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
 - (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (2) These rules bind every member club and the Association to the same extent as if every member club and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

Common seal of Association

22. (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the District Board and every use of that common seal must be recorded in the minute book referred to in rule 18.
- (3) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- (4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the District Board from time to time decides.

Inspection of records, etc. of Association

23. A member club may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

Disputes and mediation

24. (1) The grievance procedure set out in this rule applies to disputes under these rules between-
 - (a) a member club and another member club; or
 - (b) a member club and the Association; or
 - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.

- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member club and another member club, a person appointed by the District Board of the Association;
 - (ii) in the case of a dispute between a member club or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A Rotarian nominated in writing by a member club of the Association can be a mediator.
- (6) The mediator cannot be a member of a Rotary club who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and

- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- (9) The mediator must not determine the dispute.

- (10) The mediation must be confidential and without prejudice.

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

Distribution of surplus property on winding up of Association

- 25. If upon the winding up of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the member clubs, or former member clubs but shall be given or transferred to another association incorporated under the Act which has similar objects and which association shall be determined by resolution of the members.

APPLICATION FOR MEMBERSHIP OF AN INCORPORATED ASSOCIATION

model rule 5

(Insert name of INCORPORATED ASSOCIATION)

THE ROTARY CLUB
OF.....

(Insert APPLICANT CLUB'S name)

of.....

(insert APPLICANT CLUB'S postal address - required under section 27 of the Associations Incorporation Act (1987))

applies to become a member of the above Association.

If this club's application is accepted, it agrees to be bound by the rules of the Association.

Signature:.....

Date:.....

Rule 5(2) "A club which wishes to become a member must be ... proposed by one **member club** and seconded by another **member club**."

PROPOSED:

SECONDED:

Name:.....

Name:.....

Signature:.....

Signature:.....

Date:.....

Date:.....

-----Applicants to detach and keep-----

INFORMATION for APPLICANTS

- If your application is accepted, your name and address, as provided above, **must** be recorded in a register of member clubs and be made available to other member clubs, upon request, under section 27 of the *Associations Incorporation Act*.
- If the obligations under the *Associations Incorporation Act* are not complied with the Association can be wound up.
- You can contact the Association at.....
- You can access or correct personal information (your name and address) by contacting the Association as indicated above.

OTHER INFORMATION

- If your application is accepted you are entitled to inspect and make a copy of the register of members under section 27 of the *Associations Incorporation Act*.
- If your application is accepted you are entitled to inspect and make a copy of the rules (constitution) of the association under section 28 of the *Associations Incorporation Act*.

If your application for membership is rejected by the District Board: You may give notice of your intention to appeal within 14 days of being advised of the rejection (rule 5(4)). The Association in a general meeting, no later than the next annual general meeting, must confirm or set aside the decision of the District Board rejecting your application, after giving you a reasonable opportunity to be heard or to make written representations to the general meeting (rule 5(5)).

APPOINTMENT OF CORPORATE MEMBER REPRESENTATIVE – model rule 19

.....
(Insert name of INCORPORATED MEMBER CLUB)

advises that, on, it
RESOLVED that
(Insert date of meeting)

.....
(Insert name of REPRESENTATIVE of the above incorporated member club)
represent it at:

(Tick only **ONE** of the following)

the general meeting/s on
.....
(Insert relevant date/s)

OR

all general meetings

of Rotary International District 9460 (Southern Districts) Incorporated

WITNESSED/AUTHORISED BY:
(if required under the CORPORATE MEMBER'S rules)

SIGNATURE:

NAME:

POSITION:

DATE:



SIGNATURE:

NAME:

POSITION:

(Insert incorporated member club's common seal)

The incorporated member club acknowledges that according to rule 19(4) of the Association a person appointed to represent a club which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the club or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

APPOINTMENT OF PROXY

Model rule 20

.....
(Insert MEMBER CLUB'S name)

of.....

(Insert MEMBER CLUB'S address)

being a member club of Rotary International District 9460 (Southern Districts)

Incorporated

APPOINTS

.....
(Insert PROXY'S name)

who also is a member of a Rotary club within RI District 9460, as its proxy.

The appointing club's proxy is authorised to vote on its behalf: (Tick only **ONE** of the following)

at the general meeting/s (and any adjournments of the meeting/s) on

.....
(Insert relevant date/s)

OR

in relation to the following resolutions and/or nominations

In favour:

Against:

.....
.....
.....
.....

(Insert resolution Nos, brief description or nominees' name/s)

(Insert resolution Nos., brief description or nominees' name/s)

Signature:.....

Date:.....

(of authorised officer of club appointing Proxy)

NOTICE OF GENERAL MEETING TO ALTER THE RULES (CONSTITUTION)
- model rule 21

(Insert name of INCORPORATED ASSOCIATION)

is convening a general meeting at which the following resolution/s will be proposed as special resolutions to alter the rules of the association.

The meeting will be held at _____ a.m./p.m. on _____
the _____ 200____.

The meeting will take place at _____

SPECIAL RESOLUTION/S:

Currently rule.....states:

.....

.....

.....

.....

.....

It is proposed to alter this rule so that it states as follows:

.....

.....

.....

.....

Currently rule.....states:

.....

.....

.....

.....

.....

It is proposed to alter this rule so that it states as follows:

.....

.....

.....

.....

OR

A list of alterations to the rules which will be proposed as special resolutions at the meeting is attached.

INFORMATION for MEMBERS

- Rule 20 allows for proxy votes. A proxy form is enclosed for you to nominate another member to vote on your behalf if you cannot attend the meeting.
- Alterations to the rules can only be made if supported by 50% of members voting at the meeting or by proxy.
- Alterations to the rules only take effect when lodged with the Department of Consumer & Employment Protection.