



**CONSTITUTION**

**OF**

**ROTARY INTERNATIONAL DISTRICT 9640**

**LIMITED**

**A COMPANY LIMITED BY GUARANTEE**

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## Constitution of Rotary International District 9640 Limited

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### GENERAL

#### 1 Interpretation

1.1 In this Constitution, unless the contrary intention appears:

"Act"	means the Corporations Act 2001;
"Annual General Meeting"	means the annual meeting of the Company required to be held each year under the Act and this Constitution;
"Assistant Governor"	means an Assistant Governor appointed by the District Governor, in accordance with Rotary International policy;
"Board"	means the Directors of the Company;
"Constitutional Documents"	means the RI Constitution, the RI By-Laws, and the RI Code of Policies as amended;
"Committee"	means a body established in accordance with Rule 7.3 and Rule 47 to assist the District Governor with the administration of the affairs of the District;
"Company"	means Rotary International District 9640 Limited;
"Corporation"	means any body corporate whether incorporated in Australia or elsewhere;
"Council on Legislation"	means RI's legislative body as provided for in Article X of the RI Constitution and Article VIII of the RI By-Laws;
"Director"	means a Director of the Company;
"District"	means a geographical area in which Rotary Clubs are combined for Rotary International administrative purposes, pursuant to the Constitutional Documents;
"District Conference"	means the annual conference for all the Clubs in District 9640;
"District Governor"	means the Governor of District 9640 from time to time;
"District Leadership Plan"	means a current District Leadership Plan for

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District 9640;

“District 9640”	means the District which is referred to in the Constitutional Documents as RI District 9640;
“Executive Committee”	means a committee of the Board appointed in accordance with Clause 50.1;
"General Meeting"	means any meeting of the Member Clubs;
"Member Club"	means each Rotary Club of RI District 9640;
"Month"	means a calendar month;
"Notice"	includes any communication in writing or email;
“Objects of the Company”	means The Objects of the Company set out in Rule 5.1;
“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;
"Register"	means the register of Member Clubs kept pursuant to Rule 11.4 and the Act;
“Rotarian”	means a person who is a member (other than an honorary member) of a Rotary Club;
“Rotary Club”	means a Rotary Club as defined in the Constitutional Documents;
“Rotary Foundation of Rotary International”	means the Rotary Foundation established by RI and duly incorporated;
“RI”	means the association of Rotary Clubs throughout the World known as Rotary International;
“RI By-Laws”	means the by-laws adopted by RI as amended from time to time;
“RI Constitution”	means the constitution adopted by RI as amended from time to time;
“RI Manual of Procedure”	means the compilation of statements of

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- policies and procedures adopted by conventions, the Council on Legislation, the RI Board of Directors and the Trustees of the Rotary Foundation or Rotary International as defined by RI from time to time;
- “Rotary Year” means the year ending 30 June;
- "Rules" means the provisions of this Constitution as amended to from time to time and a reference to a provision of these Rules is a reference to that provision as amended;
- "Seal" means the Common Seal of District 9640;
- 1.2 Subject to Rule 2, terms defined in the Constitutional Documents and in the RI Manual of Procedure have a similar meaning in these Rules.
- 1.3 Headings are inserted for convenience only and do not affect the construction of these Rules.
- 1.4 Words importing the singular number only shall include the plural number and vice versa.
- 1.5 “In writing” and “written” includes all modes of reproducing or representing words in a visible form including all electronic means.
- 1.6 Words importing the masculine gender only shall include the feminine gender and vice versa.
- 1.7 Words importing persons shall include companies, corporations and public bodies.
- 1.8 All references to money is 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(b) 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:
- (a) a specific provision takes precedence over a general provision; and
  - (b) otherwise, to the extent necessary to resolve the inconsistency but subject always to the requirements of the Act, the following order of precedence applies:
    - (i) the RI Constitution;
    - (ii) the RI By-laws;
    - (iii) the RI Code of Policies;
    - (iv) the RI Manual of Procedure;
    - (v) these Rules.

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### **3. Replaceable Rules**

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

### **4. Authorised Actions**

Where the Act authorises or permits a company to do any matter or thing if so authorised by its constitution, this 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, and the other provisions of this Constitution.

### **5. Objects**

5.1 The objects of the Company are:

- (a) To encourage, promote, extend and supervise Member Clubs and to coordinate and generally direct the activities of those Member Clubs;
- (b) To assist the District Governor in the performance of his or her duties and responsibilities under the Constitutional Documents, these Rules and the District Leadership Plan;
- (c) To ensure continuity of the activities of the Member Clubs and of the Company by working with the Company's past, current and incoming District Governors;
- (d) To assemble and disseminate information and knowledge about matters affecting RI, District 9640 and Member Clubs to the public;
- (e) To assist Member Clubs to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:
  - (i) The development of acquaintance as an opportunity for service;
  - (ii) High ethical standards in business and professions, the recognition of the worthiness of all useful occupations, and the dignifying of each Rotarian's occupation as an opportunity to service society;
  - (iii) The application of the ideal of service in each Rotarian's personal, business and community life; and
  - (iv) The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service;
- (f) To carry out or assist the District Governor or the Member Clubs to carry out the requirements of RI from time to time; and
- (g) For the purpose of these objects, to take over the assets and liabilities of the unincorporated association known as Rotary International District 9640 including all Committees thereof.

5.2 Nothing in this Rule 5 shall 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:

- (a) Carry out the objects in Rule 5.1; and
- (b) Do all things incidental or convenient in relation to the exercise of power under Rule 5.1.

5.4 The Company may only operate as a non-profit Company.

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- 5.5 When interpreting the objects in this Rule 5, each object may be construed jointly or separately and independently of any other object, as the case requires.

### **INCOME AND PROPERTY**

#### **6. Application of income and property**

- 6.1 Subject to Rules 6.2 and 6.3, 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 Member Club, Director or Officer whether by way of dividend, bonus or otherwise.
- 6.2 Nothing in Rule 6.1 prevents any payment in good faith by the Company of:
- (a) reasonable and proper remuneration to any Member Club for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
  - (b) the payment or reimbursement of out-of-pocket expenses incurred by a Member 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;
  - (c) moneys to any member of a Member Club, being a solicitor, accountant, or other person engaged in any profession, 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
  - (d) interest at a rate not exceeding the Prescribed Rate on money borrowed from a Member Club.
- 6.3 The Company must not pay fees to Directors, however the Company may make payments in good faith for:
- (a) 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;
  - (b) moneys owing to any Director, being a solicitor, accountant or other person engaged in any profession, 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;
  - (c) 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;

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- (d) 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 is permitted by the Act in respect of a public company; and
  - (e) any other payment to any Director approved for good cause in furtherance of the Objects of the Company approved by the other Board.
- 6.4 Nothing in these Rules prevents the District Governor or other officer of the Company from receiving and retaining any monies paid or allowed to them by RI in the course of their service to RI.

### **MANAGEMENT**

#### **7. Directors**

- 7.1 The Company will be managed by a Board of Directors consisting of the District Governor (who must be chair of the Board), the Immediate Past District Governor, the District Governor Elect, the District Treasurer, the Chair of the District Finance Committee and two other persons one of whom must be the President of a Member Club situated in New South Wales and the other the President of a Member Club situated in Queensland nominated as Directors by the District Governor who will together constitute the Board and be responsible for the administration of the Company.
- 7.2 The powers, duties and obligations of the District Governor are as set out in the Constitutional Documents and the District Leadership Plan and except as otherwise provided in these Rules or the Act the District Governor is entitled to exercise such powers and must perform such duties and obligations as chair of the Board and a Director generally.
- 7.3 The District Governor may appoint and at his or her discretion delegate functions of the management of the Company to Assistant Governors and Committees.
- 7.4 There shall be a new Board of Directors appointed for each Rotary year constituted in accordance with Rule 7.1 for such year.
- 7.5 For the avoidance of doubt, all Directors of the Company must be Rotarians.

#### **8. Other Officers**

- 8.1 A District Secretary must in accordance with the Act and with the approval of the District Governor be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit and any secretary so appointed may be removed by the Board with the approval of the District Governor.
- 8.2 The Board may appoint an Acting District Secretary as temporary substitute for the Secretary. Whilst exercising such office, the Acting District Secretary shall be deemed to be the Secretary for the purpose of this Constitution.
- 8.3 Except as provided for in Rules 8.1 and 8.2 the District Governor may from time to time:
- (a) create any position in the Company with any powers or responsibilities as the District Governor from time to time determines; and
  - (b) appoint any person, whether or not a Director, to any position or positions created under paragraph (a).

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8.4 The District Governor may at any time terminate the appointment of a person holding a position created under Rule 8.3 and may abolish the position.

8.5 For the avoidance of doubt, all Officers of the Company must be Rotarians.

### **LIABILITY**

#### **9. Limited Liability**

9.1 The liability of the Member Clubs is limited.

#### **10. Extent of Liability**

10.1 Each Member Club 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**

#### **11. Members**

11.1 The number of Member Clubs is not limited.

11.2 The membership of the Company consists of Member Clubs only, all Rotary Clubs in District 9640 must be Member Clubs and all Rotary Clubs in District 9640 at the date of incorporation shall thereupon be the first members of the Company.

11.3 Upon:

- (a) the granting by RI to a Rotary Club in District 9640 of a Certificate of Membership in RI;
- (b) the payment of the membership fee to the Company; and
- (c) the entry of its membership into the Register of Members, that Rotary Club, upon giving to the District Governor evidence satisfactory to the District Governor of that state of affairs will automatically become a member of the Company.

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

11.5 If a Member Club ceases to be a Rotary Club it forthwith ceases to be a Member Club.

#### **12. Membership Fees**

12.1 Membership fees must be established through the process of budget estimates for the succeeding year, such estimates being prepared by the District Governor Elect, notice of which must be provided to Member Clubs at least four (4) weeks prior to the District Conference, and approved or amended by Member Clubs at that District Conference by majority vote.

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### **13. District Leadership Plan**

- 13.1 The Directors must formulate and as required review and update a District Leadership Plan setting out the procedures to be followed by the Board, officeholders of the Company and the Member Clubs.
- 13.2 The Board, officeholders of the Company and Member Clubs must abide by the District Leadership Plan.

### **14. Winding Up**

- 14.1 In addition to any provisions for winding up the Company under the Act, the Company must be wound up by resolution approved by two thirds of Member Clubs at District Conference or by written ballot (which may be conducted by mail facsimile or email) or at the written direction of the Board of Directors of RI.
- 14.2 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 ("the surplus") then that surplus must not be paid to, or distributed among the Member Clubs, but must be given or transferred to some other institution or institutions which continue to perform the activities in respect to the Rotary Clubs of District 9640 having objects similar to the Objects of the Company, or if there is no such entity, one or more institutions with objects similar to those of the Company provided the relevant 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 or by virtue of Clause 5.1 of this Constitution, such institution or institutions to be determined by the Member 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.

### **15. Indemnity**

- 15.1 To the extent permitted by the Act and without limiting the powers of the Company, the Company must indemnify and hereby indemnifies each person who is, or has been, a Director, Secretary or other 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:
  - (a) whether or not such liability arises from a prior contingent liability, and provided that such liability does not arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and
  - (b) 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 such proceedings in which the court grants relief to the person under the Act.
- 15.2 The Company need not indemnify a person as provided for in Rule 15.1 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.
- 15.3 To the extent permitted by Act and without limiting the powers of the Company, the Board may authorise the Company to, and the Company may, enter into any:
  - (a) documentary indemnity in favour of; or

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- (b) insurance policy for the benefit of, a person who is, or has been, a Director, Secretary, auditor, employee or officer of the Company, which indemnity or insurance policy may be in such terms as the Board approves and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.
- 15.4 The benefits of each indemnity given in Rule 15.1 continues, even after its terms or the terms of this Rule 15 are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

### **16. Common Seal**

- 16.1 The Company may have a common seal which may only be used by the authority of the Board. If the Company has a common seal it may also have a duplicate common seal.
- 16.2 Every document to which the seal is affixed must be signed by two (2) Directors, one of whom must be the District Governor.
- 16.3 This Rule 16 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 ONE THOUSAND DOLLARS (\$1,000.00) must be signed by two (2) Directors, one of whom must be the District Governor.

## **GENERAL MEETINGS**

### **17. Convening Meetings**

- 17.1 The Company must hold an Annual General Meeting within 18 months after its incorporation.
- 17.2 The District Governor may determine the date, time and place of the Annual General Meeting of the Company, but the Annual General Meeting must be held at least once in each calendar year and within five (5) months of the end of each Rotary Year, unless the Australian Securities and Investment Commission approves otherwise.
- 17.3 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting. The ordinary business to be transaction at the Annual General Meeting is:
- (a) the consideration of the annual financial report, Directors' reports and auditor's report;
  - (b) the appointment of the auditor; and
  - (c) the fixing of the auditor's remuneration.
- 17.4 Any Director may, with the approval of the District Governor, convene a General Meeting whenever the Director thinks fit, provided that the Director does not convene more than one extraordinary general meeting in any six (6) month period.

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- 17.5 Any Director may, with the agreement of the District Governor, cancel or postpone for no more than 72 hours by notice in writing to all Member Clubs any meeting convened by that Director. A meeting convened on the requisition of a Member Club or Member Clubs must not be cancelled or postponed without consent of the relevant Member Club or Member Clubs.
- 17.6 The District Governor must, on request in writing of representing not less than 20 per cent of the total number of member clubs convene a General Meeting of the Company;
- 17.7 The request by a Member Club for a General Meeting must:
- (a) be in writing and state the objects of the meeting;
  - (b) be signed by the Presidents of the Member Clubs requesting the meeting;
  - (c) be sent to the registered office of the Company and the District Governor.
- 17.8 If the District Governor does not cause a General Meeting to be held within one (1) month after the date on which the request is sent to the address of the Secretary, the Member Clubs which hold 50% of the votes of all Member Clubs who make a request under Rule 17.6 may request, or any of them, may convene a General Meeting to be held not later than three (3) months after that date.
- 17.9 If a General Meeting is convened by Member Clubs in accordance with this rule 17, it must be convened in the same manner so far as possible as a meeting convened by a Director.
- 17.10 At the Annual General Meeting or otherwise annually the District Governor must deliver a report to Member Clubs on the status of the Company and its incorporation.

### **18. Notice of General Meetings**

- 18.1 Each notice convening a General Meeting must contain the information required by the Act.
- 18.2 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.

### **19. Tele-conference Arrangements**

- 19.1 A Member Club which is located more than 100 kilometres from the venue of a proposed meeting may request to have its representative present at the proposed meeting by tele-conference. If a majority of Directors consent the Directors must (subject to appropriate tele-conferencing facilities being available) use their best endeavours to facilitate the attendance of those Member Clubs' representatives at the meeting by tele-conference. A Member Club's representative present via tele-conference shall be responsible for making the telephone call to the meeting, bear those telephone call charges and pay the proportionate cost of setting up tele-conferencing facilities if there is more than one Member Club present via tele-conference, or the whole cost where there is only one member present via tele-conference. A Member's Club representative present via tele-conference must be permitted to vote by indicating orally whether they vote for or against a resolution.

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19.2 A Member Club's representative present via tele-conference at the meeting is deemed to be present at the meeting.

### **20. Business of General Meetings**

20.1 Unless the Member Clubs' representatives present agree by majority otherwise, business must not be transacted at any General Meeting except as set out in the notice of meeting.

### **21. Quorum**

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

21.2 Except as otherwise provided in this Constitution, at least one half of the total number of Member Clubs present by their representatives or proxy constitute a quorum.

### **22. If quorum not present**

22.1 If a quorum is not present at a General Meeting within 20 minutes after the time appointed for the meeting:

- (a) Where the meeting is convened on the requisition of Member Clubs, the proposed meeting is automatically dissolved (subject to Rule 24.1);
- (b) In any other case:
  - (i) 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
  - (ii) 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.

### **23. Chair of meetings**

23.1 At every General Meeting:

- (a) the District Governor, or in the District Governor's absence;
- (b) the Immediate Past District Governor, or in the Immediate Past District Governor's absence;
- (c) a Director chosen by Directors present at the meeting, or in the absence of all Directors;
- (d) a representative of the Member Clubs as elected by a majority of Member Clubs' representatives present at the meeting, is to preside as Chairman.

### **24. Adjournments**

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

24.2 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.

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- 24.3 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.
- 24.4 Except as provided by Rule 24.3, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **25. Voting at General Meetings**

- 25.1 Any resolution to be considered at a meeting must, subject to Rule 19, be decided on a show of hands unless a poll is demanded.
- 25.2 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.
- 25.3 Despite the Act, a poll for a resolution may be demanded by at least ten percent (10%) of Member Clubs present and entitled to vote on the resolution.

### **26. Procedure for Polls**

- 26.1 A poll when demanded must be taken in the manner and at the time the chairman directs.
- 26.2 The result of the poll is a resolution of the meeting at which the poll was demanded.
- 26.3 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.

### **27. Chairman's Casting Vote**

- 27.1 In the case of an equality of votes on a show of hands or on a poll the chairman of the meeting has a casting vote.

### **28. Representation and voting of Member Clubs**

- 28.1 A Member Club may only be heard or vote at a General Meeting by its representative or if no representative is able to attend, a duly appointed proxy.
- 28.2 On each matter submitted to a vote at any General Meeting, each Member Club is entitled to the number of votes prescribed by the Constitution of RI, and failing that, 1 vote.
- 28.3 The representative of a Member Club at a General Meeting is:
  - (a) its President if present, and if not;
  - (b) its President Elect if present, and if not;
  - (c) a Rotarian who is a member of the Member Club duly appointed in writing by the Member Club as its representative.
- 28.4 Except for a representative appointed under Rule 28.3(c), a Member Club is not required to give formal notice of appointment of its representative to the Company.
- 28.5 A representative or proxy appointed to attend and vote for a Member Club has the same rights as a Member Club:
  - (a) to speak at the meeting;
  - (b) to vote; and
  - (c) to join in a demand for a poll.

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- 28.6 An appointment of a representative under Rule 28.3(c) will only be valid if it is duly signed on behalf of the Member Club by its President and its Secretary and contains the following information:
- (a) the Member Club's name and address;
  - (b) the representative's name or the name of the office held by the representative;
  - (c) the meetings at which the appointment may be used;
- 28.7 A Member Club is not entitled to vote at a General Meeting unless all sums presently payable by the Member Club in respect of membership of the Company and RI have been paid in full.

### **29. Objections to qualification to vote**

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

### **30. Proxies**

- 30.1 A Member Club may appoint a proxy.
- 30.2 A proxy does not need to be a member of the Member Club.

### **31. Form of Proxy**

- 31.1 An instrument appointing a proxy must be in writing under the hand of the appointor or under the hand of the appointor's attorney duly authorised in writing and be either under seal or otherwise signed in accordance with the Act.
- 31.2 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 Member Club appointing them.
- 31.3 An instrument appointing a proxy may be in any form that the Directors may accept or stipulate.

### **32. Lodgement of Proxies or Powers of Attorney**

- 32.1 For an instrument appointing a proxy or an attorney to act on behalf of a Member 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 Board may permit) before the commencement of the meeting or adjourned meeting at which the proxy or attorney proposes to vote:
- (a) the instrument of proxy or power of attorney or a certified copy of it; and
  - (b) any evidence that the Board may reasonably require of the validity and non-revocation of such instrument.

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### **33. Validity of Proxies**

- 33.1 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 least 48 hours (or any shorter period as the Board may permit) before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.
- 33.2 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.

### **34. Where proxy is incomplete**

- 34.1 No instrument appointing a proxy is treated as invalid merely because it does not contain:
- (a) the address of the appointor or of a proxy;
  - (b) the proxy's name or the name of the office held by the proxy; or
  - (c) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.
- 34.2 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.

### **35. Rights of Officers and Advisers to attend General Meetings**

- 35.1 Any person (whether a Member Club's representative or not) permitted by the Board to attend any General Meeting is entitled to be present and, with the consent of the chair, to speak at that General Meeting.

### **36. Vacation of office**

- 36.1 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:
- (i) becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under a statute relating to mental health;
  - (ii) resigns by notice in writing to the Company;
  - (iii) is absent for a continuous period of six (6) months without the consent of the other Directors from meetings of Directors;
  - (iv) dies;
  - (v) is removed from office by written notice from the District Governor; or
  - (vi) ceases to hold a qualification set out in Rule 7.1 and Rule 7.5.

## **Constitution of Rotary International; District 9640 Limited**

### **POWERS AND DUTIES OF DIRECTORS**

#### **37. Powers of Directors**

- 37.1 Subject to the Act and this Constitution, the business of the Company is managed by the Board, 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.
- 37.2 Without limiting the generality of Rule 37.1, the Board may exercise all the powers of the Company:
- (a) to borrow money or to charge any property or business of the Company; and
  - (b) to issue debentures or give any other security for a debt, liability or obligation of the Company.

#### **38. Appointment of Attorneys**

- 38.1 The Board 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 Board.
- 38.2 Any appointment under Rule 38.1 may be made on terms for the protection and convenience of persons dealing with the attorney as the Board thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

#### **39. Duties on Dissolution**

- 39.1 Upon a lawful resolution, direction or order to wind up the Company being made, the Board must ensure that the company immediately ceases to trade and takes such steps as are required by the Act to give effect thereto.
- 39.2 Upon any lawful resolution, direction or order to wind up the Company, the District Governor must immediately give notice to RI and subsequently report to RI upon completion of the winding up.

#### **40. Proceedings**

- 40.1 The Directors may, with the approval of the District Governor, meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
- 40.2 A Director may at any time, with the approval of the District Governor, request the Secretary to convene a meeting of the Board and on the request of a Director, the Secretary must convene a meeting of the Board.
- 40.3 Reasonable notice must be given to every Director of the place, date and time of every meeting of the Board. 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.

## **Constitution of Rotary International District 9640 Limited**

### **41. Meetings via Technology**

- 41.1 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:
- (a) video conference;
  - (b) telephone;
  - (c) voice over internet;
  - (d) any other technology which permits each Director to communicate directly with every other Director; or
  - (e) any combination of the technologies described in the above paragraphs.
- 41.2 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:
- (a) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Board, taken to be assembled together at a meeting and to be present at that meeting; and
  - (b) 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.

### **42. Quorum at Meetings**

- 42.1 At a meeting of the Board, the number of Directors whose presence is necessary to constitute a quorum is at least two-thirds 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.

### **43. Vacancies**

- 43.1 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.

### **44. Proceedings at Meetings**

- 44.1 The District Governor or in his or her absence the District Governor Elect is to be appointed chair of the Board.
- 44.2 Subject to this Constitution, questions arising at a meeting of the Board 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.
- 44.3 In the case of an equality of votes, the chair of the meeting has a casting vote in addition to the chair's deliberative vote.

### **45. Disclosure of Interests**

- 45.1 A Director is not disqualified from contracting with the Company in any capacity.
- 45.2 A contract or arrangement made by the Company with a Director or in which a Director is in any way directly or indirectly interested may not be avoided merely because the Director is a party to or interested in the contract or arrangement.

## **Constitution of Rotary International District 9640 Limited**

- 45.3 A Director is not liable to account to the Company for any profit derived in respect of a contract, arrangement or matter in which the Director has a material interest, merely because of the Director's office or the fiduciary relationship it entails, if the Director:
- (a) declared the Director's interest in the matter as soon as practicable after the relevant facts came to the Director's knowledge; and
  - (b) not contravened this Constitution or the Act in relation to the contract, arrangement or matter.
- 45.4 A general notice stating:
- (a) that the Director is an officer or member of a specified body corporate or firm; and
  - (b) the nature and extent of the Director's interest in that body corporate or firm in a matter involving the Company and that body corporate or firm, is, in relation to a matter involving the Company and that body corporate or firm, a sufficient declaration of the Director's interest, provided the extent of that interest is at the time of first consideration of the matter by the Directors no greater than was stated in the notice.
- 45.5 A Director must not vote in respect of a matter in which that Director has a material interest.
- 45.6 If the provisions of this Rule and the Act have been observed by any Director with regard to any contract or arrangement in which the Director is in any way interested, the fact that the Director signed the document evidencing the contract or arrangement does not in any way affect its validity.
- 45.7 A Director may hold any office or engage in any employment for remuneration in the Company (other than as holding the office of auditor) in addition to holding office as a Director.

### **46. Alternate Directors**

- 46.1 A Director may not appoint an alternate Director, except with the consent of the District Governor.

### **47. Committees**

- 47.1 The Board may, with the approval of the District Governor, delegate any of its powers to a Committee or Committees consisting of such number of them and/or other persons as they think fit. A Committee may consist of one or more persons.
- 47.2 A Committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board, with the approval of the District Governor. A power so exercised is taken to be exercised by the Board.
- 47.3 Rules 40, 41, 44, 45 and 48 apply to any Committee as if each reference in those Rules to the Directors or the Board was a reference to the members of the Committee and each reference to a meeting of the Board were to a meeting of the Committee.

## **Constitution of Rotary International District 9640 Limited**

- 47.4 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 and, if not so determined, is two (2). Unless the Board determine otherwise the quorum need only be present at the time when the meeting proceeds to business.
- 47.5 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 Board are required by the Act to be made, entered and signed.

### **48. Written resolutions by Directors**

- 48.1 If a document:
- (a) is sent to all those entitled to receive notice of a meeting at which a resolution could be put;
  - (b) contains a statement that the signatories to it are in favour of that resolution;
  - (c) the terms of the resolution are set out or identified in the document; and
  - (d) has been signed by a majority of the Directors entitled to vote on that resolution, a resolution in those terms is passed on the day on which and at the time at which the document was signed by a majority of Directors and the document has effect as a minute of the resolution.
- 48.2 For the purposes of Rule 48.1:
- (a) Two (2) 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
  - (b) 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.

### **49. Defects in Appointments**

- 49.1 All acts done by any meeting of the Board 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.
- 49.2 Rule 49.1 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.

### **50. Executive Committee**

- 50.1 The Board may, with the approval of the District Governor, appoint an Executive Committee subject to the following:
- (a) The Executive Committee shall comprise the District Governor, District Governor Elect, District Treasurer and District Secretary;
  - (b) The powers of the Executive Committee will be:
    - (i) to consider and recommend matters of policy to the Board;

## **Constitution of Rotary International District 9640 Limited**

- (ii) to deal with and be responsible for the day to day running of the Company and the affairs of District 9640;
  - (iii) to supervise all committees of the Board; and
  - (iv) 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;
- © The Executive Committee must report fully to each Board Meeting on matters which it has dealt with and where necessary must seek ratification of decisions by the Board.

### **51. Local Management**

- 51.1 The Board may, with the approval of the District Governor, provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.

### **52. Appointment of Agents**

- 52.1 The Board 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:
- (a) for the purposes;
  - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Board under this Constitution);
  - © for the period; and
  - (d) subject to the conditions, determined by the Board, with the approval of the District Governor.
- 52.2 An appointment by the Board of an agent of the Company may be made in favour of:
- (a) any Company; or
  - (b) the members, Directors, nominees or managers of any Company or firm.
- 52.3 The Directors may, with the approval of the District Governor, appoint attorneys or agents by facsimile transmission or electronic mail to act for and on behalf of the Company.
- 52.4 An agent appointed under this Rule 52 may, with the approval of the District Governor, be authorised by the Directors to sub-delegate all or any of the powers, authorities or discretions for the time being vested in him, her or it.

## **NOTICES**

### **53. Notices generally**

- 53.1 Any Member 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.
- 53.2 A notice may be given by the Company to any Member Club by:
- (a) serving it on the Member Club's President or Secretary personally;

- (b) sending it by post to the Member Club or leaving it at the Member Club's address as shown in the register or the address supplied by the Member Club to the Company for the giving of notices;
  - © serving it in any manner contemplated in this Rule 53.2 on a Member Club's attorney as specified by the Member Club in a notice given under Rule 53.3
  - (d) facsimile to the facsimile number supplied by the Member Club to the Company for the giving of notices; or
  - (e) transmitting it electronically to the electronic mail address given by the Member Club to the Company for giving notices.
- 53.3 A Member Club may, by written notice to the 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 Member Club at an address specified in the notice.
- 53.4 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:
- (a) in the case of a notice of a meeting, on the second business day after the date of its posting; and
  - (b) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- 53.5 Where a notice is sent by facsimile 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.

#### **54. Notices for General Meetings**

- 54.1 Notice of every General Meeting must be given:
- (a) in the manner authorised by Rule 18;
  - (b) to every Member Club and to each Director; and
  - © to the auditor of the Company (if any).
- 54.2 No other person is entitled to receive notice of General Meetings, but notice must be given to other persons at the direction of the District Governor.

## **Constitution of Rotary International District 9640 Limited**

### **CONSENT TO TERMS OF THIS CONSTITUTION**

Each of the Clubs named below as a Member Club consents to become a Member Club of the Company and agrees to the terms of this Constitution.

### **NAME OF CLUB and ADDRESS**

Rotary Club of Allora Inc PO Box 67, Allora QLD 4362

Rotary Club of Alstonville Inc PO Box 50, Alstonville NSW 2477

Rotary Club of Ashmore Inc PO Box 450, Ashmore City, Gold Coast QLD 4214

Rotary Club of Ballina Inc PO Box 150, Ballina NSW 2478

Rotary Club of Ballina On Richmond Inc PO Box 891, Ballina NSW 2478

Rotary Club of Beaudesert Inc PO Box 81, Beaudesert QLD 4285

Rotary Club of Boonah Inc PO Box 81, Boonah QLD 4310

Rotary Club of Broadbeach Inc PO Box 141, Broadbeach QLD 4218

Rotary Club of Broadwater Southport Inc PO Box 1196, Southport QLD 4215

Rotary Club of Burleigh Heads Inc PO Box 296, Burleigh Heads QLD 4220

Rotary Club of Byron Bay Inc PO Box 339, Byron Bay NSW 2481

Rotary Club of Casino Inc PO Box 320, Casino NSW 2470

Rotary Club of Coolangatta Tweed Heads Inc PO Box 107, Tweed Heads NSW 2486

Rotary Club of Coomera Valley Inc PO Box 72, Oxenford QLD 4210

Rotary Club of Glen Innes Inc PO Box 136, Glen Innes NSW 2370

Rotary Club of Goondiwindi Inc PO Box 200, Goondiwindi QLD 4390

Rotary Club of Goonellabah Inc PO Box 7048, Lismore Heights NSW 2480

Rotary Club of Grafton Inc PO Box 146, Grafton NSW 2460

Rotary Club of Grafton Midday Inc PO Box 1102, Grafton NSW 2460

Rotary Club of Hope Island Inc PO Box 546, Sanctuary Cove QLD 4212

Rotary Club of Iluka Inc PO Box 19, Iluka NSW 2466

Rotary Club of Jimboomba Inc PO Box 215, Jimboomba QLD 4280

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Rotary Club of Kingscliff Inc PO Box 1027, Kingscliff NSW 2487

Rotary Club of Kirra Currumbin Inc PO Box 319, Coolangatta QLD 4225

Rotary Club of Kyogle Inc PO Box 198, Kyogle NSW 2474

Rotary Club of Lismore Inc PO Box 59, Lismore NSW 2480

Rotary Club of Lismore Central Inc PO Box 840, Lismore NSW 2480

Rotary Club of Lismore West Inc PO Box 323, Lismore NSW 2480

Rotary Club of Maclean Inc PO Box 75, Maclean NSW 2463

Rotary Club of Mermaid Beach Inc PO Box 98, Mermaid Beach QLD 4218

Rotary Club of Mt. Warning A.M. Inc PO Box 5098, South Murwillumbah NSW 2484

Rotary Club of Mudgeeraba Inc PO Box 194, Mudgeeraba QLD 4213

Rotary Club of Mullumbimby Inc PO Box 180, Mullumbimby NSW 2482

Rotary Club of Murwillumbah Inc PO Box 685, Murwillumbah NSW 2484

Rotary Club of Murwillumbah Central Inc PO Box 33, Murwillumbah NSW 2484

Rotary Club of Nerang Inc PO Box 91, Nerang QLD 4211

Rotary Club of Palm Beach Inc PO Box 150, Palm Beach QLD 4221

Rotary Club of Parkwood Inc PO Box 99, Labrador QLD 4215

Rotary Club of Robina Inc PO Box 112, Robina QLD 4226

Rotary Club of Runaway Bay Inc PO Box 8, Runaway Bay QLD 4216

Rotary Club of Southport Inc PO Box 84, Southport QLD 4215

Rotary Club of Southport North Inc PO Box 895, Southport QLD 4215

Rotary Club of Stanthorpe Inc PO Box 139, Stanthorpe QLD 4380

Rotary Club of Summerland Sunrise Inc PO Box 7220, Lismore Heights NSW 2480

Rotary Club of Surfers Paradise Inc PO Box 5267, Gold Coast Mail Centre QLD  
9726

Rotary Club of Surfers Paradise Central Inc PO Box 7, Surfers Paradise QLD 4216

Rotary Club of Surfers Paradise West Inc PO Box 5678, Gold Coast Mail Centre QLD  
9726

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Rotary Club of Surfers Sunrise Inc PO Box 1289, Surfers Paradise QLD 4217

Rotary Club of Tamborine Mountain Inc PO Box 11, North Tamborine QLD 4272

Rotary Club of Tenterfield Inc PO Box 41, Tenterfield NSW 2372

Rotary Club of Tweed Heads South Inc PO Box 6087, Tweed Heads South NSW 2486

Rotary Club of Warwick Inc PO Box 364, Warwick QLD 4370

Rotary Club of Warwick Sunrise Inc PO Box 918, Warwick QLD 4370

Rotary Club of Yamba Inc PO Box 158, Yamba NSW 2464