

# **Rotary International District 9500**

## **Constitution**

### **Documentation for Incorporation as an association**

**Lodged by                      Geoffrey Schahinger**

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**“Lodged with the Office of Consumer and Business Affairs on 18/04/2007”**

**This is the annexure marked “A” referred to in the statutory declaration of Geoffrey Charles Schahinger.**

**Made on the Eighteenth day of April 2007**

**Before me (Justice of the Peace signature)**

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# Rotary International District 9500

## Constitution

### **Article 1. Name and Description**

The name of the incorporated association is **Rotary International District 9500 Incorporated** referred to here in as “**the association**” which is composed of the Clubs in the District, the boundaries of which are described in schedule 1 of the Bylaws.

### **Article 2. Definitions**

As used in the Constitution and Bylaws of Rotary International and in this Constitution, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. RI: Rotary International
2. The association: District
3. District: Rotary International District 9500
4. Club: A Rotary Club in the District.
5. District Management Committee (DMC): The Board of Management of District 9500.
6. Governor: The Governor of District 9500 as appointed by RI
7. Year: The twelve-month period which begins on the first day of July
8. The Act: The South Australian Associations Incorporation Act 1985

### **Article 3. Interpretation**

Throughout this Constitution and the Bylaws the following rules of Construction shall apply: The words “shall,” “is,” and “are” are mandatory, and the words “may” and “should” are permissive. Pronouns of either the masculine or feminine gender shall include the other gender. The terminology “mail,” “mailing” and “ballot-by-mail” will include utilisation of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness

If any provision of this constitution is not in conformity with the Constitution, Bylaws or Policies of RI, as amended from time to time, the terms of the Constitution, Bylaws or Policies of RI shall prevail at all times.

### **Article 4. Not for Profit**

This association shall be non-profit, non share-capital and/or 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 members, directors or officers.

### **Article 5. Purposes**

The purposes of the association are:

- (a) To support the Clubs in the District in their pursuit of programs and activities which promote the Object of Rotary.
- (b) To encourage, promote, extend, and supervise Rotary throughout the District.
- (c) To coordinate multi-Club and multi-District activities which involve Clubs in the District.

## **Article 6. Powers**

- (a) In so far as the provisions of the law of the State of South Australia shall permit this association shall be subject to the jurisdiction of Rotary International and shall be under the general control of the Governor of the day.
- (b) The association shall have all the powers conferred by section 25 of the Act.
- (c) As a duly constituted incorporated body, these powers extend District wide including those parts of the District in the State of South Australia and the Northern Territory

## **Article 7. Membership**

The members of the association shall be comprised of and limited to all Rotary Clubs designated to be in the District pursuant to the Bylaws of RI. The addition or removal of a Club or Clubs from the District pursuant to the RI Bylaws shall immediately and automatically result in a corresponding change in the membership of this association. A register of members shall be kept by RI and published annually in the District Directory.

## **Article 8. Committee of Management**

### **Section 1 - How Constituted**

- (a) The membership of the District Management Committee shall be determined by the members in accordance with the Rotary International District 9500 Bylaws.
- (b) The Governor of the District, the Governor-elect of the District and the most recent past Governor who served in the District shall be members.
- (c) Only Rotarians who are members of Clubs in the District may serve on the DMC.
- (d) Any officer of this association shall be limited to Rotarians who are members of Clubs in the District.
- (e) The term of office for all members shall be for one year.
- (f) The Governor shall serve as chair of the DMC.
- (g) The Governor has the power to fill any casual vacancies on the DMC.

### **Section 2 - Powers**

- (a) The DMC will administer the association in terms of this Constitution and Bylaws.
- (b) Minutes of meetings of the DMC are to be recorded and kept. The minutes are to be made available to clubs on request.
- (c) The affairs of the association shall be under the direction and control of the DMC in conformity with this Constitution and the Bylaws of RI and the association and any amendments thereto. In exercising such direction and control over the funds of the association, the Governor may, as fixed by the budget or budgets provided for in the bylaws and approved by the Clubs, expend in any fiscal year the current income and such amount from the general surplus fund as may be necessary to accomplish the purposes of the association.
- (d) The Governor shall report to the next District Assembly as to the special conditions under which expenditures have been made from the surplus.
- (e) The association shall at no time incur indebtedness in excess of the then current assets of the association.
- (f) The DMC shall appoint a public officer as required by the ACT.

### **Section 3 - Committees**

The Governor will establish a finance committee and any other committees to assist in the administration of the association.

## **Article 9. Administration**

### **Section 1**

The administration of the Clubs shall be under the general supervision of the Governor and shall be at all times in conformity with the provision of the RI Constitution and the Bylaws.

### **Section 2**

The DMC and Cubs are encouraged to computerise their business operations to speed up and economise the operation of the Rotary organization.

### **Section 3**

The Governor shall report annually to the Clubs on the status of the association.

## **Article 10. District Conference and District Assembly**

### **Section 1 - Time and Place**

A District Conference and District Assembly each shall be held annually at a time and place to be determined. One of these will be designated the annual general meeting.

### **Section 2 - Representation:**

In any conference, or assembly, each Club shall be entitled to be represented by one delegate, any Club with a membership of more than 25 shall be entitled to one additional delegate for each additional 25, or major fraction thereof, of its members. Such membership shall be determined by the number of members in the Clubs of the most recent semi-annual payment preceding the convening of the meeting.

### **Section 3 - Electors and Voting**

- (a) The duly accredited delegates shall constitute the voting body of the annual general meeting and shall be known as electors.
- (b) Voting shall be as provided in the Bylaws.
- (c) A delegate must be present to vote.

### **Section 4 - Additional Meetings**

Special resolutions of this association can also be passed at duly convened meetings in accord with Section 3 of the Act.

### **Section 5 - Auditor**

The annual general meeting shall appoint an auditor to audit the finances of the association each year.

## **Article 11. Dues**

Every Club shall pay annually to DMC, per capita dues as adopted at the annual general meeting.

## **Article 12. Bylaws**

Bylaws not inconsistent with this Constitution embodying additional provisions for the governance of the association, may be adopted, and may be amended by the annual general meeting or any special general meeting of the members.

## **Article 13. Amendments to the Constitution**

### **Section 1 - Circumstances**

This Constitution may be amended only by a two-thirds vote in favour by those present and voting at the annual general meeting or special general meeting called for this purpose.

### **Section 2 - Who May Propose**

Amendments to this Constitution may be proposed only by a Club or the DMC.

### **Section 3 - Procedure**

- (a)** Any proposal to amend this Constitution shall be delivered to the District Secretary not later than 90 days prior to a meeting at which the proposed amendment is to be considered.
- (b)** The District Secretary shall mail copies of all duly proposed amendments to each Club not later than 28 days before the meeting at which the amendments are to be voted upon. The proposed amendments may also be made available via the Rotary District web site.
- (c)** The meeting shall consider and act upon each duly proposed amendment transmitted to it and any amendment thereof.

## **Article 14 Dissolution**

The association shall immediately and automatically cease operations and begin dissolution upon directive of the RI Board and upon the approval of three quarters of the clubs (members) in a vote at the District Conference or in a ballot-by-mail. The District Governor shall provide the Board notice of a decision by the association to dissolve the incorporation, and shall provide a final report upon the completion of the dissolution process.

18th April 2007  
1/05/2007