

**CONSTITUTION
OF
ROTARY AUSTRALIA
WORLD COMMUNITY SERVICE
LIMITED**

Australian Business Number (ABN 37 739 341 003)

A company limited by guarantee

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Preliminary

1. Name of the company

The name of the **company** is Rotary Australia World Community Service Limited (the **company**).

2. Type of company

The **company** is a charitable not-for-profit public **company limited by guarantee**.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than \$10 (the guarantee) to the property of the **company** if the **company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **company** incurred before the member stopped being a member, or
- (b) costs of winding up.

5. Commencement

This constitution comes into effect on 15 May 2019.

6. Definitions

In this constitution, words and phrases have the meaning set out in clauses 75 and 77.

Purposes and powers

7. Object

The **company's** object is to pursue the following purposes:

- (a) to encourage and organise projects which assist with the health, hunger, humanity and cultural needs of people;
- (b) relieving the poverty, distress or disadvantage of individuals or families;
- (c) to facilitate the provision of humanitarian services by Australian Rotary Clubs and Districts both in Australia and overseas
- (d) to provide support services to Rotary leadership, Rotary Clubs, and Districts in Australia;
- (e) to provide Australia and New Zealand Rotary Clubs and Districts, the public, philanthropists and corporations with access to tax deductible mechanism for the provision of humanitarian and other aid; and
- (f) to encourage and foster the objects of Rotary International by assisting Australian Rotary Clubs and Districts to participate in 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 people united in the ideal of service.

8. Powers

Subject to clause 9, the **company** has the following powers, which may only be used to carry out its purposes set out in clause 7:

- (a) the powers of an individual, and
- (b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

9. Not-for-profit

- 9.1 The **company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 9.2 and 74.
- 9.2 Clause 9.1 does not stop the **company** from doing the following things, provided they are done in good faith:
 - (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or
 - (b) making a payment to a member in carrying out the **company's** purposes.

10. Amending the constitution

- 10.1 Subject to clause 10.2, the members may amend this constitution by passing a **special resolution**.
- 10.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **company** to no longer be a charity.

Members

11. Membership and register of members

- 11.1 The Members of the **company** are the District Governors of Australia representing Australian Rotary International Districts.
- 11.2 The **company** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
 - (a) for each current Member:
 - i. the Rotary International District number
 - ii. the address of the Australian District Governor
 - iii. any alternative address nominated by the member for the service of notices, and
 - iv. date the member was entered on to the register and the date the member ceased to be a member.
 - (b) for each person who stopped being a member in the last 7 years:
 - i. name
 - ii. address

- iii. any alternative address nominated by the member for the service of notices, and
 - iv. dates the membership started and ended.
- 11.3 The **company** must give current members access to the register of members.
- 11.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

12. Who can be a Member

An Australian Rotary District Governor becomes a member of the **company** upon:

- (a) becoming the District Governor of an Australian Rotary District;
- (b) the payment of the membership fee to the Company;
- (c) the entry of his or her name into the Register of Members; and
- (d) agreeing to comply with this constitution.

13. Member fees and Subscriptions

Fees and subscriptions may be established if the District Governors determine to do so.

14. When a Member stops being a member

A Member automatically ceases to be a member of the Company upon that Member's term as District Governor ceasing.

Dispute resolution and disciplinary procedures

15. Dispute resolution

- 15.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
- (a) one or more Rotary Clubs or Rotary Districts
 - (b) one or more directors, or
 - (c) the **company**.
- 15.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 16 until the disciplinary procedure is completed.
- 15.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 15.4 If those involved in the dispute do not resolve it under clause 15.3, they must within 10 days:
- (a) tell the directors about the dispute in writing
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.
- 15.5 The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree, a person chosen by the Chairperson.
- 15.6 A mediator chosen under clause 15.5:
- (a) must not have a personal interest in the dispute, and
 - (b) must not be biased towards or against anyone involved in the dispute.
- 15.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
 - (b) allow those involved a reasonable chance to review any written statements

- (c) ensure that those involved are given natural justice, and
- (d) not make a decision on the dispute.

16. Disciplining Members

All matters of discipline, suspension and expulsion of a Member from membership in the Company are to be conducted in accordance with the Constitutional Documents.

General meetings of Members

17. General meetings called by the Members or directors

- 17.1 The Members or the directors may call a **general meeting**.
- 17.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **company secretary** for a **general meeting** to be held, the directors must:
 - (a) within 21 days of the members' request, give all members notice of a **general meeting**, and
 - (b) hold the **general meeting** within 1 month of the member's request.
- 17.3 The percentage of votes that members have (in clause 17.2) is to be worked out as at midnight before the members request the meeting.
- 17.4 The members who make the request for a **general meeting** must:
 - (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and
 - (c) give the request to the **company secretary**.
- 17.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

18. Special general meetings called by members

- 18.1 If the directors do not call the meeting within 21 days of being requested under clause 17.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 18.2 To call and hold a meeting under clause 18.1 the members must:
 - (a) as far as possible, follow the procedures for **general meetings** set out in this constitution
 - (b) call the meeting using the list of members on the **company's** member register, which the **company secretary** must provide to the members making the request at no cost, and
 - (c) hold the **general meeting** within two months after the request was given to the **company secretary**.
- 18.3 The **company** must pay the members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

19. Annual general meeting

- 19.1 A **general meeting**, called the annual **general meeting**, must be held at least once in every calendar year.
- 19.2 The annual general meeting will occur on or around the time of the Australian Rotary Conference.

- 19.3 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
- (a) a review of the **company's** activities
 - (b) a review of the **company's** finances
 - (c) an auditor's report
 - (d) the election of directors, and
 - (e) the appointment and payment of auditors, if any.
- 19.4 Before or at the annual **general meeting**, the directors must give information to the members on the **company's** activities and finances during the period since the last annual **general meeting**.
- 19.5 The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.

20. Notice of general meetings

- 20.1 Notice of a **general meeting** must be given to:
- (a) each member entitled to vote at the meeting
 - (b) each director, and
 - (c) the auditor (if any).
- 20.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 20.3 Subject to clause 20.3, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or
 - (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 20.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director
 - (b) appoint a director in order to replace a director who was removed, or
 - (c) remove an auditor.
- 20.5 Notice of a **general meeting** must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
 - (b) the general nature of the meeting's business
 - (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
 - (d) a statement that members have the right to appoint proxies and that, if a Member appoints a proxy:
 - i. the proxy has to be a Member of the **company**
 - ii. the proxy form must be delivered to the **company** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - iii. the proxy form must be delivered to the **company** at least 48 hours before the meeting.
- 20.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

21. Quorum at general meetings

- 21.1 Business must not be transacted at a General Meeting unless there is a quorum of Members 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 Members of the Company present or by proxy constitute a quorum.
- 21.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
 - (a) if the date is not specified – the same day in the next week
 - (b) if the time is not specified – the same time, and
 - (c) if the place is not specified – the same place.
- 21.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

22. Auditor's right to attend meetings

- 22.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 22.2 The **company** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **company** is entitled to receive.

23. Using technology to hold meetings

- 23.1 The **company** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 23.2 Anyone using this technology is taken to be present in person at the meeting.

24. Chairperson for general meetings

- 24.1 The Chairperson of the company is entitled to chair **general meetings**.
- 24.2 The members present and entitled to vote at a **general meeting** may choose a director or member to be the chairperson for that meeting if:
 - (a) there is no Chairperson, or in the Chairperson's absence;
 - (b) the Deputy Chairperson, or in the Deputy Chairperson's absence;
 - (c) the Immediate Past Chairperson, or in the Immediate Past Chairperson's absence;
 - (d) the Chairperson is not present within 30 minutes after the starting time set for the meeting, or
 - (e) the Chairperson is present but says they do not wish to act as chairperson of the meeting.

25. Role of the chairperson

- 25.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 25.2 The chairperson, in the case of a tied vote, has a casting vote.

26. Adjournment of meetings

- 26.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 26.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

27. Members' resolutions and statements

- 27.1 Members with at least 5% of the votes that may be cast on a resolution may give:
 - (a) written notice to the **company** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
 - (b) a written request to the **company** that the **company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 27.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 27.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 27.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 27.5 The percentage of votes that members have (as described in clause 27.1) is to be worked out as at midnight before the request or notice is given to the **company**.
- 27.6 If the **company** has been given notice of a members' resolution under clause 27.1(a), the resolution must be considered at the next **general meeting** held no more than one month after the notice is given.
- 27.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

28. Company must give notice of proposed resolution or distribute statement

- 28.1 If the **company** has been given a notice or request under clause 27:
 - (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **company's** cost, or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **company** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **company** will pay these expenses.
- 28.2 The **company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
 - (a) it is more than 1,000 words long
 - (b) the directors consider it may be defamatory
 - (c) clause 28.1(b) applies, and the members who proposed the resolution or made the request have not paid the **company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or

- (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

29. Circular resolutions of Members

- 29.1 Subject to clause 29.3, the directors may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).
- 29.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 29.3 Circular resolutions cannot be used:
 - (a) for a resolution to remove an auditor, appoint a director or remove a director
 - (b) for passing a **special resolution**, or
 - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 29.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 29.5 or clause 29.6.
- 29.5 Members may sign:
 - (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 29.6 The **company** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

30. How many votes a Member has

- 32.1 A Member may only be heard or vote at a General Meeting of the Company or if he or she is unable to attend, a duly appointed proxy.
- 30.2 On each matter submitted to a vote at any General Meeting, each Member is entitled to one (1) vote.
- 30.3 A proxy appointed to attend and vote for a Member has the same rights as a Member:
 - (a) to speak at the meeting;
 - (b) to vote; and
 - (c) to join in a demand for a poll.
- 30.4 A Member is not entitled to vote at a General Meeting unless all sums presently payable by the Members District in respect of membership of the Company and Rotary International have been paid in full.

31. Challenge to Member's right to vote

- 31.1 A Member or the chairperson may only challenge a Member's right to vote at a **general meeting** at that meeting.

- 31.2 If a challenge is made under clause 31.1, the chairperson must decide whether or not the Member may vote. The chairperson's decision is final.

32. How voting is carried out

- 32.1 Voting must be conducted and decided by:
- (a) a show of hands
 - (b) a vote in writing, or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 32.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 32.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 32.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

33. When and how a vote in writing must be held

- 33.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five **members present**
 - (b) **members present** with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
 - (c) the chairperson.
- 33.2 A vote in writing must be taken when and how the chairperson directs, unless clause 33.3 applies.
- 33.3 A vote in writing must be held immediately if it is demanded under clause 33.1:
- (a) for the election of a chairperson under clause 24.2, or
 - (b) to decide whether to adjourn the meeting.
- 33.4 A demand for a vote in writing may be withdrawn.

34. Appointment of proxy

- 34.1 A Member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 34.2 A proxy must be a Member.
- 34.3 A proxy appointed to attend and vote for a Member has the same rights as the Member to:
- (a) speak at the meeting
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (c) join in to demand a vote in writing under clause 33.1.
- 34.4 An appointment of proxy (proxy form) must be signed by the Member appointing the proxy and must contain:
- (a) the Member's name and address
 - (b) the **company's** name
 - (c) the proxy's name, and
 - (d) the meeting(s) at which the appointment may be used.
- 34.5 A proxy appointment may be standing (ongoing).

- 34.6 Proxy forms must be received by the **company** at the address stated in the notice under clause 20.5(d) or at the **company's** registered address at least 48 hours before a meeting.
- 34.7 A proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.
- 34.8 Unless the **company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies
 - (b) is mentally incapacitated
 - (c) revokes the proxy's appointment, or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 34.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

35. Voting by proxy

- 35.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a Member appointed as a proxy from voting as a Member on a show of hands).
- 35.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote
 - (b) if the way they must vote is specified on the proxy form, must vote that way, and
 - (c) if the proxy holds more than one proxy, may cast the votes held in different ways.

Directors

36. Number of directors

The **company** must have at least ten and no more than fifteen directors.

37. Election and appointment of directors

- 37.1 The Company will be managed by a **Board of Directors** consisting of the:

Executive	Chairperson; Company Secretary; Treasurer / Chief Financial Officer; Immediate Past Chairman; District Governor Representative; Deputy Chairman;
Governor Succession Representatives	District Governor Representative; District Governor Elect Representative; District Governor Nominee Representative;
RAWCS Regional Operations	Regional Co-ordinators Representative
RAWCS National Activity Managers	Manager Projects and Volunteers;

Manager Rotarians Against Malaria;
Manager Donations In Kind;
Manager Australian Charitable Support;
Manager Communications and Marketing,

who will together be responsible for the administration of the Company.

- 37.2 A person is eligible for appointment as a director of the **company** if they:
- (a) are an Australian Rotarian,
 - (b) give the **company** their signed consent to act as a director of the **company**,
and
 - (c) are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 37.3 The Executive may appoint a person as a director to fill a casual vacancy for the duration of their term specified in clause 39.2, or as an additional director if that person:
- (a) is an Australian Rotarian,
 - (b) gives the **company** their signed consent to act as a director of the **company**,
and
 - (c) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 37.4 The Board may appoint a specialist non-Rotarian and non-voting director for a period of up to twelve (12) months to provide the Board with specialist advice.
- 37.5 If the number of directors is reduced to fewer than ten or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to eight (or higher if required for a quorum) or calling a general meeting, but for no other purpose.

38. Election of Chairperson, Executive and Deputy Chairman

- 38.1 The Chairperson of the company, the Company Secretary and the Treasurer / Chief Financial Officer are elected by the Members on the recommendation of the Board.
- 38.2 To be eligible to be elected Chairperson or a member of the Executive, a person must have served on the Board for a minimum of two (2) years.
- 38.3 Where the Board recommends to the Members that the Company Secretary be a paid position (possible an Executive Officer), and the Members accept that recommendation, the Board shall appoint a Company Secretary who shall not be a director or have any voting rights.
- 38.4 The Deputy Chairperson is elected by the Board from the directors.

39. Term of office

- 39.1 In the case of the Chairperson, Company Secretary and Treasurer / Chief Financial Officer, one office is elected each year to provide for orderly succession.
- 39.2 A director's term of office is based on the position categorised in clause 37.1, as follows:
- (a) Executive members have a three (3) year term;
 - (b) Regional Co-ordinator Representative have a three (3) year term;
 - (c) RAWCS National Activity Managers have a three (3) year term; and

- (d) All remaining directors have a one (1) year term.
- 39.3 All directors are eligible for reappointment for a maximum of two terms (6 years) in any one office.
- 39.4 A director shall not without the unanimous agreement of the Board, serve on the Board in successive positions for a total period exceeding nine (9) years. Where the Board unanimously agrees an officer may serve on the Board in successive positions for a maximum of twelve (12) years.
- 39.5 All RAWCS office holders are appointments of the Board and commence on 1 July and conclude as appropriate on 30 June at the end of their term specified in clause 39.2.

40. When a director stops being a director

A director stops being a director if they:

- (a) give written notice of resignation as a director to the **company secretary**
- (b) die
- (c) are removed as a director by a resolution of the members
- (d) stop being a Rotarian
- (e) are absent for 3 consecutive directors' meetings without approval from the directors, or
- (f) become ineligible to be a director of the **company** under the **Corporations Act** or the **ACNC Act**.

Powers of directors

41. Powers of directors

- 41.1 The directors are responsible for managing and directing the activities of the **company** to achieve the purposes set out in clause 7.
- 41.2 The directors may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 41.3 The directors must decide on the responsible financial management of the **company** including:
 - (a) any suitable written delegations of power under clause 42, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 41.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.

42. Delegation of directors' powers

- 42.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **company** (such as a chief executive officer) or any other person, as they consider appropriate.
- 42.2 The delegation must be recorded in the **company's** minute book.
- 42.3 The directors shall establish committees for, but not be limited to, the following:
 - (a) Audit and Risk Management Committee;
 - (b) Governance Committee;

- (c) Director Nominations Committee
- (d) Website and Technology Committee;
- (e) Marketing Committee

42.4 The directors shall establish written terms of reference for each committee.

43. Strategic Plan

- 43.1 The Directors of the company shall formulate and as required review and update a Strategic Plan setting out the strategic direction to be followed by the Board of Directors, officeholders of the Company, Rotary Clubs and Districts, the public, philanthropists and corporate partners.
- 43.2 The Board of Directors, officeholders of the Company, Rotary Clubs and Districts are to abide by the Strategic Plan.

44. Payments to directors

- 44.1 The **company** must not pay fees to a director for acting as a director.
- 44.2 The **company** may:
- (a) pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable fee for the work done, or
 - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.
- 44.3 Any payment made under clause 44.2 must be approved by the directors.
- 44.4 The **company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

45. Execution of documents

The **company** may execute a document without using a common seal if the document is signed by two directors of the **company** and recorded in the company's minute book.

Duties of directors

46. Duties of directors

The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**
- (b) to act in good faith in the best interests of the **company** and to further the purposes of the **company** set out in clause 7
- (c) not to misuse their position as a director
- (d) not to misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 47 to ensure that the financial affairs of the **company** are managed responsibly, and
- (f) not to allow the **company** to operate while it is insolvent.

47. Conflicts of interest

- 47.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):
- (a) to the other directors, or
 - (b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.
- 47.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 47.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 47.4:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 47.4 A director may still be present and vote if:
- (a) their interest arises because they are a member of the **company**, and the other members have the same interest
 - (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company** (see clause 64)
 - (c) their interest relates to a payment by the **company** under clause 64 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
 - (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **company**, and
 - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Board meetings

48. When the directors meet

The directors may decide how often, where and when they meet as a Board.

49. Calling Board meetings

- 49.1 A director may call a Board meeting by giving reasonable notice to all of the other directors.
- 49.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

50. Chairperson for Board meetings

- 50.1 The Chairperson is entitled to chair all Board meetings.
- 50.2 The directors at a Board meeting may choose a director to be the chairperson for that meeting if the Chairperson is:
 - (a) not present within 30 minutes after the starting time set for the meeting, or
 - (b) present but does not want to act as chairperson of the meeting.

51. Quorum at Board meetings

- 51.1 Unless the directors determine otherwise, the quorum for a Board meeting is a majority (more than 50%) of directors.
- 51.2 A quorum must be present for the whole Board meeting.

52. Using technology to hold Board meetings

- 52.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 52.2 The directors' agreement may be a standing (ongoing) one.
- 52.3 A director may only withdraw their consent within a reasonable period before the meeting.

53. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

54. Circular resolutions of directors

- 54.1 The directors may pass a circular resolution without a Board meeting being held.
- 54.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 54.3 or clause 54.4.
- 54.3 Each director may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 54.4 The **company** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 54.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 54.3 or clause 54.4.

Secretary

55. Appointment and role of secretary

- 55.1 The **company** must have a company secretary, who may also be a director.
- 55.2 A paid company secretary who is appointed by the Board (after giving the **company** their signed consent to act as secretary of the **company**) may be removed by the directors.
- 55.3 The directors must decide the terms and conditions under which a paid company secretary is appointed, including any remuneration.

- 55.4 The role of the secretary includes:
- (a) maintaining a register of the **company's** Members,
 - (b) maintaining the minutes and other records of **general meetings** (including notices of meetings), Board meetings and circular resolutions, and
 - (c) providing advice to the Chairperson.

Minutes and records

56. Minutes and records

- 56.1 The **company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of **general meetings**
 - (b) minutes of circular resolutions of Members
 - (c) a copy of a notice of each **general meeting**, and
 - (d) a copy of a Members' statement distributed to Members under clause 28.
- 56.2 The **company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of Board meetings (including meetings of any committees), and
 - (b) minutes of circular resolutions of directors.
- 56.3 To allow Members to inspect the **company's** records:
- (a) the **company** must give a Member access to the records set out in clause 56.1, and
 - (b) the directors may authorise a Member to inspect other records of the **company**, including records referred to in clause 56.2 and clause 57.1.
- 56.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting, or
 - (b) the chairperson of the next meeting.
- 56.5 The directors must ensure that minutes of the passing of a circular resolution (of Members or directors) are signed by a director within a reasonable time after the resolution is passed.

57. Financial and related records

- 57.1 The **company** must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance, and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 57.2 The **company** must also keep written records that correctly record its operations.
- 57.3 The **company** must retain its records for at least 7 years.
- 57.4 The directors must take reasonable steps to ensure that the **company's** records are kept safe.
- 57.5 The company shall maintain separate accounts for General Administration, the Rotary Australia Overseas Aid Fund, the Rotary Australia Benevolent Society, and the Rotary Australia Relief Fund. All funds are to be deposited to the credit of the appropriate bank accounts which shall be operated upon by two of any four members of the Board who have been authorised by the Board so to act.
- 57.6 The Treasurer / Chief Financial Officer shall prepare a Statements of Income and Expenditure and a Balance Sheet and coordinate all audits for
- the General Administration Fund,

- the Rotary Australia Overseas Aid Fund,
- the Rotary Australia Benevolent Society, and
- the Rotary Australia Relief Fund.

57.7 The Report of the Board, together with the Administration Budget for the ensuing year and all audited accounts, shall be forwarded to all Members of the Company at least twenty-one (21) days prior to the Annual General Meeting of the Company, where the budget, all reports and accounts shall be submitted for consideration and adoption.

By-laws

58. By-laws

- 58.1 The directors may pass a resolution to make by-laws to give effect to this constitution.
- 58.2 Members and directors must comply with by-laws as if they were part of this constitution.

Notice

59. What is notice

- 59.1 Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 60 to 62, unless specified otherwise.
- 59.2 Clauses 60 to 62 do not apply to a notice of proxy under clause 34.6.

60. Notice to the company

Written notice or any communication under this constitution may be given to the **company**, the directors or the secretary by:

- delivering it to the **company's** registered office
- posting it to the **company's** registered office or to another address chosen by the **company** for notice to be provided
- sending it to an email address or other electronic address notified by the **company** to the Members as the **company's** email address or other electronic address, or
- sending it to the fax number notified by the **company** to the Members as the **company's** fax number.

61. Notice to Members

- 61.1 Written notice or any communication under this constitution may be given to a Member:
- by posting it to, or leaving it at the address of the Member in the register of Members or an alternative address (if any) nominated by the Member for service of notices
 - sending it to the email or other electronic address nominated by the Member as an alternative address for service of notices (if any)
 - sending it to the fax number nominated by the Member as an alternative address for service of notices (if any), or

- (d) if agreed to by the Member, by notifying the Member at an email or other electronic address nominated by the Member, that the notice is available at a specified place or address (including an electronic address).

61.2 If the **company** does not have an address for the Member, the **company** is not required to give notice in person.

62. When notice is taken to be given

A notice:

- (a) left at the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent.

Financial year

63. Company's financial year

The **company's** financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

64. Indemnity

- 64.1 The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.
- 64.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 64.3 In this clause, 'to the relevant extent' means:
 - (a) to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so, and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 64.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

65. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **company** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **company** against any liability incurred by the person as an officer of the **company**.

66. Directors' access to documents

- 66.1 A director has a right of access to the financial records of the **company** at all reasonable times.
- 66.2 If the directors agree, the **company** must give a director or former director access to:

- (a) certain documents, including documents provided for or available to the directors, and
- (b) any other documents referred to in those documents.

67. Confidentiality of Board documents and proceedings

- 67.1 Board members must keep confidential all information pertaining to matters dealt with or proposed to be dealt with by the Board. This includes Board meeting minutes, agendas, reports to the Board and associated documents and information contained in those documents.
- 67.2 This obligation to maintain confidentiality continues to apply even after a person has left the Board.
- 67.3 If a request is made to access one or more Board Papers, the Board may on a case by case basis resolve to provide access to the document/s.

Activities of the Company

68. What are the Activities of RAWCS

- 68.1 The company undertakes its charitable work through the following activities:
 - (a) Donations In Kind – this activity assists Australasian Rotary Clubs and other humanitarian organisations to access redundant health and educational equipment and to sort, package and transport these items to communities locally, nationally and internationally;
 - (b) Rotarians Against Malaria (RAM) – This activity engages Australasian Rotary Clubs in projects to control and eliminate malaria in PNG, Solomon Islands, Vanuatu, Timor Leste and adjacent regions of Indonesia. The RAM Projects operate to support and strengthen the national health programs targeting malaria in each country.
 - (c) Projects – this activity provides support and infrastructure for Rotary Clubs and volunteers to sponsor and implement charitable initiatives in developing nations and other areas of need addressing issues of economic and community development, water and sanitation, maternal and child health, basic education and literacy, disease prevention and treatment and peace and conflict resolution;
 - (d) Australian Charitable Support - this activity is directed toward Australians in need and provides for the relief of poverty or distress (such as sickness, disability, destitution, suffering, misfortune or helplessness), that is significant enough to arouse compassion of in people in the community, beyond the distress experienced as part of ordinary daily life.
 - (e) Communications – this activity provides communication and marketing support to Australasian Rotarians and Clubs, and provides Rotary messaging targeted to the public, the philanthropic and corporate sectors across the most appropriate media.

69. Who manages an activity

- 69.1 Each activity is centrally co-ordinated and controlled by a **National Activity Manager** who is a member of the Board and is supported by an **Activity Committee** that may be comprised of **Regional Activity Supervisors** who individually take responsibility for the operation of the activity within their Region and **Activity Specialists**. Regional Activity Supervisors in turn have **Regional Activity Support Committees** to assist in the operation and interfacing of that activity with Clubs within the Region.
- 69.2 The **National Activity Managers** are appointed by the Board on the recommendations of the **Nominations Committee** having regard to knowledge and experience, communication and interpersonal skills, strategic capability and leadership.
- 69.3 The **Regional Activity Supervisors** are each appointed by the Board through the respective Activity Manager in consultation with individual **Regional Operations Co-ordinator**.
- 69.4 An **Activity Committee** may appoint **Activity Specialists** of whom up to three (3) may be non-Rotarians
- 69.5 All Activity Managers, Regional Activity Supervisors and Activity Specialists are appointed for a three (3) year term and are eligible for reappointment for a maximum of three (3) terms.

70. How are Activities managed

- 70.1 Each activity is to be managed as a, well governed, efficient, sustainable and self-funding activity of RAWCS. Each activity is governed by RAWCS policies and procedures and is supported by RAWCS financial systems, accountabilities and quality control processes.
- 70.2 Each Activity Committee is expected to develop operational plans and procedures that are in line with RAWCS Policy and the Strategic Plan as revised periodically.
- 70.3 Each Regional Activity Support Committee is accountable through the Activity Manager to the Board.

Regional Operations

71. All activities are delivered through a Regional structure

- 71.1 All the Australian Rotary Districts are grouped into one of five **Operational Regions**
- (a) Northern Region - Districts 9550, 9570, 9600, 9630, 9640
 - (b) Eastern Region - Districts 9650, 9670, 9675, 9685, 9700, 9710
 - (c) Southern Region - Districts 9780, 9790, 9800, 9810, 9820, 9830
 - (d) Central Region - Districts 9500, 9520
 - (e) Western Region - Districts 9455, 9465
- 71.2 Each operational region is supported by a **Regional Operations Committee** comprised of but not limited to a:
- (a) Regional Co-ordinator;

- (b) Regional Secretary;
 - (c) Regional Donations In Kind Supervisor;
 - (d) Regional Rotarians Against Malaria (RAM) Supervisor;
 - (e) Regional Projects Supervisor;
 - (f) Regional Volunteer Supervisor;
 - (g) Regional Australian Charitable Support Supervisor;
 - (h) Regional Communications Supervisor; and
 - (i) District RAWCS Co-ordinators for each District in the Region.
- 71.3 The **Regional Co-ordinator** is appointed by the Board on the nomination of a District Governor within the Region and elected by the Regional Operations Committee.
- 71.4 The **Regional Co-ordinator** is appointed for a three (3) year term and is eligible for re-election for one (1) further term.
- 71.5 The **Regional Co-ordinators Representative** on the Board is elected from the Regional Co-ordinators and approved by the Board, for a three (3) year term and is eligible for re-election for one (1) further term.
- 71.6 Each **District RAWCS Co-ordinator** is appointed by their respective District Governors and may have a support committee with **District Activity Supervisors**.

72. What do Regions do

- 72.1 The Regional Operations Committees are the grass root links to Clubs and Rotarians providing advice, expertise, encouragement and support for activities within the Region.
- 72.2 Regional Operations Committees must meet at least four (4) times a year with at least two (2) meetings being physical meetings within the Region.
- 72.3 Each **District RAWCS Co-ordinator** must meet with the Area Governors within his or her District at least two (2) times a year to discuss RAWCS programs and the engagement of Clubs within the Area Governor's group of Clubs – this may be a virtual meeting.

Winding up

73. Surplus assets not to be distributed to Members

If the **company** is wound up, any **surplus assets** must not be distributed to a Member or a former Member of the **company**, unless that Member or former Member is a charity described in clause 74.1.

74. Distribution of surplus assets

- 74.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more charities:
- (a) with purposes similar to, or inclusive of, the purposes in clause 7, and
 - (b) which also prohibit the distribution of any **surplus assets** to its Members to at least the same extent as the **company**.

- 74.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.
- 74.3 It is the intention on winding up for any surplus assets to be distributed to a Rotary entity, so long as the Rotary entity meets the requirements in clause 74.1.

Definitions and interpretation

75. Definitions

In this constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)

company means the **company** referred to in clause 1

Constitutional Documents means the Constitution of Rotary International, the Constitution of Rotary Foundation and the relevant by-laws.

Corporations Act means the *Corporations Act 2001* (Cth)

District means a geographical area in which Rotary Clubs are combined for Rotary International administrative purposes

District Governor means the officer appropriately qualified and elected under the Constitutional Documents of Rotary International in a Rotary Year

elected chairperson means a person elected by the directors to be the **company's** chairperson under clause 38

general meeting means a meeting of members and includes the annual **general meeting**, under clause 19.1

member present means, in connection with a **general meeting**, a **member present** in person, or by proxy at the venue or venues for the meeting

registered charity means a charity that is registered under the **ACNC Act**

Rotarian means a person who is a member of an Australian or New Zealand Rotary Club and who meets the membership requirements set forth in the Constitutional Documents of Rotary International.

Rotary International means the organisation known as Rotary International registered in the United States of America under the Illinois general Not for Profit Corporation Act of 1986

Rotary International By-Laws means the by-laws adopted by Rotary International as amended from time to time

Rotary International Constitution means the constitution adopted by Rotary International as amended from time to time

special resolution means a resolution:

- i. of which notice has been given under clause 20.5(c), and
- ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and

surplus assets means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

76. Reading this constitution with the Corporations Act

- 76.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.

- 76.2 While the **company** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.
- 76.3 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.
- 76.4 To the extent that there is any inconsistency between a provision in any of the documents referred to:
- (a) a specific provision takes precedence over a general provision; and
 - (b) to the extent necessary to resolve the inconsistency but subject always to the requirements of the Corporations Act, the following order of precedence applies:
 - (i) the Rotary International Constitution
 - (ii) the Rotary International By-Laws;
 - (iii) this Constitution; and
 - (iv) the Strategic Plan.

77. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).