

DISTRICT 9455

ROTARY YOUTH EXCHANGE INC.

CONSTITUTION

Constitution - District 9455 Rotary Youth Exchange Inc.

April 2019

1. **NAME:**

The name of the association shall be DISTRICT 9455 ROTARY YOUTH EXCHANGE INC.

2. **TERMS USED:**

In this constitution, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Association means the incorporated association to which this constitution applies;

books, of the Association, includes the following —

(a) a register;

(b) financial records, financial statements or financial reports, however compiled, recorded or stored;

(c) a document;

(d) any other record of information;

by-laws means by-laws made by the Association;

chairperson means the committee member holding office as the chairperson of the Association;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

committee means the management committee of the Association;

committee meetings means a meeting of the committee;

constitution means the rules of this Association, as in force for the time being;

financial records includes —

(a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and

(b) documents of prime entry; and

(c) MYOB electronic accounting; and

(d) working papers and other documents needed to explain —

(i) the methods by which financial statements are prepared; and

(ii) adjustments to be made in preparing financial statements;

financial report, of a tier 1 association, has the meaning given in section 63 of the Act;

financial statements means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

financial year, of the Association, has the meaning given in Heading 4;

general meeting of the association, means a meeting of the association that all members are entitled to attend;

member means a person who is an ordinary member of the Association;

ordinary committee member means a committee member who is not an office holder of the Association;

register of members means the register of members referred to in section 53 of the Act;

rotary means members of Rotary or Rotaract

secretary means the committee member holding office as the secretary of the Association;

special general meeting means a general meeting of the Association other than the annual general meeting;

special resolution means a resolution passed by the members at a special general meeting in accordance with section 51 of the Act;

tier 1 association means an incorporated association to which section 64(1) of the Act applies;

treasurer means the committee member holding office as the treasurer of the Association.

3. OBJECTS OF THE ASSOCIATION:

The objects of the Association are:

- a) To develop and maintain a reciprocal educational and cultural exchange of not more than twelve (12) months of Secondary School Students, to bring about international goodwill and understanding by enabling them to study at first hand some of the problems and accomplishments of people in lands other than their own;
- b) To broaden these students' outlook by giving them the opportunity of learning to live with and meet people of different cultures, creeds and colour to their own;
- c) For these students to act as Ambassadors for Australia by addressing Rotary Clubs, community organisations and youth groups in their host country; and
- d) For these students to bring back to Australia a knowledge of their host country and to disseminate that knowledge to Rotary Clubs, youth groups and community organisations.

4. FINANCIAL YEAR:

The financial year of the Association is from the 1st July until the 30th June.

5. NOT-FOR-PROFIT BODY:

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment to a member out of the funds of the Association may be made if it is —
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the reimbursement of reasonable expenses properly incurred by the member on behalf the Association.

6. MEMBERSHIP:

- (1) The members of the Association shall consist of the District 9455 Rotary Youth Exchange Committee; and the current Rotary District 9455 District Governor, Immediate Past District Governor, District Governor Elect, District Governor Nominee and District Director of Youth Programs – unless the party notifies the chairperson of the Association in writing that they do not wish to be a member of the Association.

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- (2) All members of the Association must be current financial members of a Rotary Club in District 9455.
- (3) In the event that the District Governor does not agree to a resolution of the Committee in these matters and a majority of the Committee wishes to proceed with adoption of the resolution, the Committee may call a Special General Meeting as defined in the Constitution. If the resolution is passed at this meeting, the Committee has the authority to implement the resolution.
- (4) Membership entitlement is not transferable.
- (5) There is no annual membership to be paid for membership of the Association.
- (6) Membership ceases when any of the following take place:
- a) The member resigns from the Association's Committee;
 - b) The member ceases to hold the position on the Rotary District 9455 Board;
 - c) The member ceases to be a financial member of a Rotary Club in District 9455;
 - d) The member dies;
 - e) The member is expelled from the Association;
 - f) The member has not been re appointed to the Association's Committee.

The secretary must keep a record of the date the person's membership ceased, and the reason why the person ceased to be a member.

- (7) A member may resign from the Association by giving written notice to the secretary. The resignation takes effect when the written notice is received, or at a later date as specified in the notice.
- (8) Register of members
- (a) The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
 - (b) In addition, the register must record the date on which each member becomes a member.
 - (c) The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.
 - (d) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
 - (e) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

7. **DISCIPLINARY ACTION, DISPUTES AND MEDIATION:**

DISCIPLINARY ACTION

Terms used in this section:

member, in relation to a member who is expelled from the Association, includes a former member.

(1) Suspension or expulsion

- (1) The committee may decide to suspend a member's membership or to expel a member from the Association if —
 - (a) the member contravenes any of the rules; or
 - (b) the member acts detrimentally to the interests of the Association.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- (3) The notice given to the member must state —
 - (a) when and where the committee meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion.
- (4) At the committee meeting, the committee must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.
- (5) A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the committee's decision, give written notice to the secretary requesting the appointment of a mediator.
- (8) If notice is given, the member who gives the notice and the committee are the parties to the mediation.

(2) Consequences of suspension

- (1) During the period a member's membership is suspended, the member —

- (a) loses any rights (including voting rights) arising as a result of membership.
- (2) When a member's membership is suspended, the secretary must record in the register of members —
 - (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

RESOLVING DISPUTES

Terms used in this section:

grievance procedure means the procedures set out in this section;

party to a dispute includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

The grievance procedure applies to disputes —

- (a) between members; or
- (b) between one or more members and the Association.

(3) Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

(4) How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
 - (a) when and where the committee meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- (5) If —
 - (a) the dispute is between one or more members and the Association; and

- (b) any party to the dispute gives written notice to the secretary stating that the party —
 - (i) does not agree to the dispute being determined by the committee; and
 - (ii) requests the appointment of a mediator,the committee must not determine the dispute.

(5) Determination of dispute by committee

- (1) At the committee meeting at which a dispute is to be considered and determined, the committee must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination, give written notice to the secretary requesting the appointment of a mediator.
- (4) If notice is given, each party to the dispute is a party to the mediation.

MEDIATION

This section applies if written notice has been given to the secretary requesting the appointment of a mediator —

- (a) by a member; or
- (b) by a party to a dispute.

If written notice has been received, a mediator must be chosen or appointed.

(6) Appointment of mediator

- (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member — by agreement between the member and the committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute — by agreement between the parties to the dispute.
- (2) If there is no agreement on the previous selection method, then the committee must appoint the mediator.
- (3) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - (a) a member whose membership is suspended or expelled from the Association (within 14 days of receiving notice of expulsion); or
 - (b) a party to a dispute (current member of the Association who has given written notice of a dispute to the Association secretary); or

- (c) a party to a dispute (who has received notice of the committee's determination) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the committee may be a member or former member of the Association but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

(7) Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Note:

Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's constitution.

If mediation results in decision to suspend or expel being revoked

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gave written notice to the secretary requesting appointment of a mediator; and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

8. THE COMMITTEE:

POWERS OF COMMITTEE

(1) Committee

- (1) The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, this Constitution, the by-laws (if any) and any resolution passed at a general or special meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The committee must take all reasonable steps to ensure that the Association complies with the Act, this Constitution and the by-laws (if any).

COMPOSITION OF COMMITTEE AND DUTIES OF MEMBERS

(2) Committee members

- (1) The committee members consist of —
 - (a) the office holders of the Association; and
 - (b) a minimum of four (4) non-office holder committee members, of which no more than three (3) members being from the same Rotary Club.
- (2) The following are the office holders of the Association —
 - (a) the chairperson;
 - (b) the deputy chairperson;
 - (c) the secretary;
 - (d) the treasurer.
- (3) A person must only hold one office holder position at any one time.

(3) Chairperson

- (1) It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- (2) The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in this Constitution.

(4) Secretary

The secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;

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- (e) maintaining on behalf of the Association an up-to-date copy of this Constitution, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of committee meetings and general meetings;
- (i) carrying out any other duty given to the secretary under this constitution or by the committee.

(5) Treasurer

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- (c) ensuring that any payments made by the Association have been authorised by the committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) being a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (h) carrying out any other duty given to the treasurer under this constitution or by the committee.

APPOINTMENT OF COMMITTEE MEMBERS AND TENURE OF OFFICE

(6) How Rotarians in District 9455 become committee members

A person becomes a committee member when they are appointed by the District Governor on the recommendation of the chairperson of the committee.

(7) Term of office

- (1) The term of office of a committee member begins when the member is appointed by the District Governor.
- (2) The chairperson is appointed by the District Governor for a period of three (3) years.
- (3) All other committee members, appointed by the District Governor, may hold office for three (3) years in any one position, with the ability for re-appointment.

(8) Resignation and removal from office

- (1) A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
 - (a) remove a committee member from office; and
 - (b) recommend the appointment of a member who is eligible to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

(9) When membership of committee ceases

A person ceases to be a committee member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the committee or is removed from office; or
- (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act; or
- (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (e) is not reappointed at the end of their term; or
- (f) resigns from being a member of a Rotary club.

Note:

Section 41 of the Act imposes requirements, arising when a person ceases to be a member of the management committee of an incorporated association, that relate to returning documents and records.

(10) Filling casual vacancies

- (1) On the recommendation of the District Chair, the District Governor may appoint a member who is eligible to fill a position on the committee that —
 - (a) has become vacant; or
 - (b) was not filled by appointment at the most recent annual general meeting.
- (2) If the position of secretary becomes vacant, the District Governor must appoint a member who is eligible to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum, the committee may continue to act despite any vacancy in its membership.

(11) Validity of acts

The acts of a committee, or of a committee member, are valid despite any defect that may afterwards be discovered in the appointment or qualification of a committee member.

(12) Payments to committee members

- (1) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses properly incurred, as previously agreed by the committee —
 - (a) when chaperoning Inbound students on organised tours; or
 - (b) when chaperoning Inbound students to the District Conference; or
 - (c) otherwise in connection with the Association's business, provided such expenses have been approved by the committee.

COMMITTEE MEETINGS

(13) Committee meetings

- (1) The committee must meet at least six (6) times in each year on the dates, and at the times and places, determined by the committee.
- (2) The schedule of meetings for the following year is circulated at the annual general meeting for endorsement.
- (3) Special committee meetings may be convened by the chairperson or any two (2) committee members.

(14) Notice of committee meetings

- (1) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must provide an agenda for the meeting.
- (3) Further business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to discuss that business.

(15) Procedure and order of business

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each committee meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (4) The order of business at a committee meeting may be determined by the committee members at the meeting.
- (5) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (6) A person invited to attend a committee meeting, who is not a member —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

(16) Use of technology to be present at committee meetings

- (1) The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a committee meeting as such is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

(17) Quorum for committee meetings

- (1) The quorum for a committee meeting is six (6) members, one of which must be an office holder.
- (2) No business is to be conducted at a committee meeting unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting —
 - (a) the meeting is adjourned to a time convenient to at least six committee members.
 - (b) if it is decided that there is no urgent business on the agenda, the meeting can be cancelled.

(18) Voting at committee meetings

- (1) Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

(19) Minutes of committee meetings

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following —
 - (a) the names of the committee members present at the meeting;
 - (b) the name of any person attending the meeting by invitation;
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a committee meeting must be circulated electronically to committee members within 14 days after the meeting is held. The Secretary is responsible for holding a record electronically of all meeting minutes.

- (4) The chairperson must ensure that the minutes of a committee meeting are reviewed and endorsed as correct by the chairperson of the next committee meeting.
- (5) When the minutes of a committee meeting have been endorsed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Note for this rule:

Section 42(6) of the Act requires details relating to the disclosure of a committee member's material personal interest in a matter being considered at a committee meeting to be recorded in the minutes of the meeting.

9. GENERAL MEETINGS OF ASSOCIATION:

(1) Proxies

- (1) An ordinary member may appoint an individual who is an ordinary member as the member's proxy to vote and speak on the member's behalf at an annual general meeting or a special general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 2 other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on the member's behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form —
 - (a) that clearly identifies the person appointed as the member's proxy; and
 - (b) that has been signed by the member.
- (7) Notice of an annual general meeting or a general meeting given to an ordinary member must —
 - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the secretary before the commencement of the meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

ANNUAL GENERAL MEETING

(2) Annual general meeting

- (1) The committee must determine the date, time and place of the annual general meeting, but it must be held before the end of December each year.
- (2) If it is proposed to hold the annual general meeting more than six (6) months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within four (4) months after the end of the financial year.
- (3) No business is to be conducted at an annual general meeting unless a quorum of six (6) is present, including one member of the Rotary District 9455 Board who is a member of the Association.
- (4) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the committee's annual report on the Association's activities during the preceding financial year; and
 - (ii) being a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (c) to appoint the office holders of the Association and other committee members;
 - (d) to appoint an auditor of the Association in accordance with the Act.
- (5) Any other business of which notice has been given in accordance with the constitution may be conducted at the annual general meeting.

(3) Minutes of annual general meeting

- (1) The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each annual general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the ordinary members attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting; and
 - (c) the financial statements or financial report presented at the meeting; and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting.
- (4) The minutes of an annual general meeting must be circulated electronically to committee members within 14 days after the meeting is held. The Secretary is responsible for holding a record electronically of all meeting minutes.
- (5) The chairperson must ensure that the minutes of an annual general meeting are reviewed and endorsed as correct by the chairperson of the next annual general meeting.

SPECIAL GENERAL MEETINGS

(4) Special general meetings

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given.
- (5) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) No business is to be conducted at a special general meeting unless a quorum of six is present.

(5) Notice of special general meetings

- (1) The secretary or, in the case of a special general meeting, the members convening the meeting, must give to each member —
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rules relating to proxies.

Note for this paragraph:

Section 51(1) of the Act states that a resolution is a special resolution if it is passed —

- (a) at a general meeting of an incorporated association; and
- (b) by the votes of not less than three-fourths of the members of the association who cast a vote at the meeting.

(6) When special resolutions are required

- (1) A special resolution is required if it is proposed at a special general meeting —
 - (a) to affiliate the Association with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.

Note for this rule:

Under the Act, a special resolution is required if an incorporated association proposes to do any of the following —

- (a) to adopt the model rules (section 29(1));
- (b) to alter its constitution, including changing the name of the association (section 30(1));
- (c) to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1));
- (d) to approve the terms of an amalgamation with one or more other incorporated associations (section 102(4));
- (e) to be wound up voluntarily (section 121(2)) or by the Supreme Court (section 124(a) and Schedule 4 item 9);
- (f) to cancel its incorporation (section 129).

(7) Determining whether resolution carried

In this rule —

poll means the process of voting in relation to a matter that is conducted in writing.

- (1) Subject to subrule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (2) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (3) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy —
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson; and
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (4) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (5) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (6) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

(8) Minutes of special general meeting

- (1) The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each special general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) The minutes of a special general meeting must be circulated electronically to committee members within 14 days after the meeting is held. The Secretary is responsible for holding a record electronically of all meeting minutes.
- (4) The chairperson must ensure that the minutes of a special general meeting are reviewed and endorsed as correct by the chairperson of the next committee meeting.
- (5) When the minutes of a special general meeting have been endorsed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

10. WINDING UP THE ASSOCIATION:

(1) Distribution of surplus property on cancellation of incorporation or winding up

- (1) The Association may be dissolved or wound up by a resolution passed at a special general meeting by at least 75% of all the members present.
- (2) On the cancellation of the incorporation or the winding up of the Association, its surplus property* must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act. (Entrusted to the Board of Rotary International Rotary District 9455 for the support of youth via their various youth programs)

* **surplus property**, in relation to the Association, means property remaining after satisfaction of —

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

11. FINANCIAL MATTERS:

(1) Source of funds

The funds of the Association may be derived from fees paid by Outbound Youth Exchange students, interest and any other sources approved by the committee.

(2) Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.

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- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- (3) The committee may authorise the treasurer to expend funds on behalf of the Association without requiring approval from the committee for each item on which the funds are expended.
- (4) All cheques, internet banking payments and other negotiable instruments of the Association must be approved by —
 - (a) two committee members; or
 - (b) one committee member and a person authorised by the committee.
- (5) All funds of the Association must be deposited into the Association's account within five (5) working days after their receipt.
- (6) The committee will be presented with a monthly financial report including reconciliation of the bank statement with all disbursements and receipts, for approval at the monthly meeting.

(3) Financial statements and financial report

- (1) For each financial year, the committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Those requirements include —
 - (a) as the Association is a tier 1 association, the preparation of the financial statements; and
 - (b) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (c) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (d) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.
- (3) The District 9455 Board will receive regular financial reports.

Note:

1. Under section 66 of the Act, an incorporated association must keep 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 in accordance with Part 5 Division 3 of the Act.
2. Under section 67 of the Act, an incorporated association must retain its financial records for at least 7 years after the transactions covered by the records are completed.

12. GENERAL MATTERS:

(1) By-laws

- (1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.

- (2) By-laws may —
 - (a) impose restrictions on the committee's powers, including the power to dispose of the Association's assets; and
 - (b) impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
 - (d) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or this constitution.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(b) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

(2) Executing documents and common seal

- (1) The Association may execute a document if the document is signed by —
 - (a) two committee members; or
 - (b) one committee member and a person authorised by the committee.
- (2) The Association does not have a common seal.

(3) Giving notices to members

- (1) A notice or other document that is to be given to a member under this constitution is taken not to have been given to the member unless it is in writing and —
 - (a) delivered by hand to the recorded address of the member; or
 - (b) sent by prepaid post to the recorded postal address of the member; or
 - (c) sent by email to an appropriate recorded email address of the member.

(4) Custody of books and securities

- (1) The books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
- (3) The books of the Association must be retained for at least 7 years.

(5) Record of office holders

The record of committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

Note for this rule:

Section 58 of the Act —

- (a) sets out the details of the record that an incorporated association must maintain of the committee members and certain others; and

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- (b) provides for members to inspect, make a copy of or take an extract from the record; and
- (c) prohibits a person from disclosing information in the record except for authorised purposes.

(6) Inspection of records and documents

- (1) A member who wants to inspect —
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the Association.

must contact the secretary to make the necessary arrangements for the inspection.

- (2) The inspection must be free of charge.
- (3) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- (4) The member may make a copy of or take an extract from a record or document, but does not have a right to remove the record or document for that purpose.

Note:

Sections 54(2) and 58(4) of the Act provide for the making of copies of, or the taking of extracts from, the register and the record of the Association

- (5) The member must not use or disclose information in a record or document except for a purpose —
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

Note:

Sections 57(1) and 58(5) of the Act impose restrictions on the use or disclosure of information in the register and the record of the Association.

(7) Publication by committee members of statements about Association business prohibited

A committee member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or committee meeting unless —

- (a) the committee member has been authorised to do so at a committee meeting; and
- (b) the authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

(8) Alteration of the constitution

If the Association wants to alter or rescind any of this constitution, or to make additional rules in this constitution, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

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