

CORPORATIONS LAW
Company Limited by Guarantee

ARTICLES OF ASSOCIATION

of

ROTARY AUSTRALIA WORLD COMMUNITY SERVICE LIMITED

Interpretation 1. In these articles, unless the context otherwise requires:

"**Articles**" means the articles of association of the Company for the time being in force;

"**Australian Rotary Institute**" means a meeting of past, present and incoming officers of Rotary International Districts within Australia which meeting is specially convened each Rotary year;

"**Aus AID**" means the Australian Agency for International Development;

"**Board**" means the duly elected Board of Directors of the Company;

"**Executive Officer**" means the person appointed to be Chairman of the National Advisory Committee;

"**Company**" means Rotary Australia World Community Service Limited also referred to herein as "R.A.W.C.S.";

"**Council**" shall mean the members of the Company as described in Article 7;

"**District Governor**" means the person holding the position of District Governor in a Rotary District in Australia pursuant to the Rules of Rotary International;

"**District Governor Elect**" means the person holding the position of District Governor Elect in a Rotary District in Australia pursuant to the Rules of Rotary International;

"**Law**" means the Corporations Law;

"**Regions**" means regions representing certain Rotary Districts in Australia as determined by the Board of Directors;

"**R.A.W.C.S. Activity**" means an initiative or project which is endorsed by or otherwise under the control of the Board of Directors or its agents;

"**Regional Committee**" means a committee representing certain Rotary Districts in Australia and established by the Board of Directors;

"**Seal**" means the common seal of the Company;

"**Secretary**" means any person appointed to perform the duties of a Secretary of the Company and includes an Honorary Secretary;

"**State**" means the State of New South Wales;

"**Treasurer**" means any person appointed to perform the duties of a Treasurer of the Company and includes an Honorary Treasurer;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

2. In these Articles, unless the context otherwise requires:

(a) the singular number includes the plural number and vice versa;

(b) words importing any gender include every gender;

(c) references to the Law, any section or schedule of the Law or any other legislation are references to that law as amended, consolidated, supplemented or replaced from time to time; and

(d) references to any person include references to any individual, company, body corporate, association, partnership, firm, joint venture, trust or government agency.

3. The regulations contained in Table A of Schedule 1 to the Law shall not apply to the Company.

4. These Articles are subject to the Law and where there is any inconsistency between an article and the Law, the Law shall prevail to the extent of the inconsistency.

5. The Company is established for the purposes set out in the Memorandum of Association.

6. The Company shall not employ its funds in the provision of loans to members or other forms of financial assistance where such employment is in contravention of the Law.

Membership of the Company

7. (a) Subject to consents being obtained, all incumbent District Governors of Rotary Districts within Australia shall be appointed as members of the Company for one year as from the 1st day of July in each year. The members of the Company shall constitute the Council of the Company. Any District Governor unable or unwilling to become, or to continue as, a member of the Company shall nominate the District Governor Elect for his Rotary District to become a member of the Company in his place, subject to the consent of that person and compliance with these Articles.

(b) Each person appointed as a member of the Company for a one year period in accordance with paragraph (a) above shall resign, or otherwise be deemed to have resigned, as a member upon receipt of notice of the appointment of his successor as District Governor for the next year. Such resignation shall take effect from the 30th day of June in the relevant year. If for any reason a person ceases to be District Governor of a Rotary District within Australia before his term would otherwise have expired, that Rotary District shall appoint his successor for the remainder of his term as District Governor for membership of the Company to hold that position for such period as the first-mentioned District Governor would otherwise have been a member of the Company were he to have served his full term.

8. No entrance fee or annual subscription shall be payable by members of the Company unless the Company in general meeting shall from time to time otherwise resolve.

Cessation of Membership

9. A member may at any time by giving notice in writing to the Secretary resign his membership of the Company, but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Company, and in addition, for any sum not exceeding \$10.00 for which he is liable as a member of the Company under Clause 5 of the Memorandum of Association of the Company.

10. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Company or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Company, the Board shall have power to expel the

member from the Company and erase his name from the Register of Members provided that at least one week before the meeting of the Board at which a resolution for his expulsion is passed, the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution for his expulsion and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least 24 hours before the time for holding the meeting at which the resolution for his expulsion is to be considered by the Board, elect to have the question of his expulsion dealt with by the Company in General Meeting and in that event a General Meeting of the Company shall be called for the purpose and if at the meeting a resolution for the expulsion of the member be agreed to by two thirds of those present and voting (such vote to be taken by secret ballot) the member shall be expelled and his name removed from the Register of Members.

General Meetings of the Company

11. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Law. The Annual General Meeting shall be held at the time of the Meeting of the Australian Regional Rotary Institute. All meetings other than the Annual General Meeting shall be called General Meetings provided that where the context so permits, those articles referable to General Meetings shall also apply to Annual General Meetings.
12. A General Meeting of the Company shall be convened by the Chairman of the Board on instructions from at least four members of the Company representing at least three R.A.W.C.S. Regions or in default, may be convened by such requisitions as provided by the Law. The Secretary shall give notice of all such meetings to the members of the Company. The Secretary shall give notice of all such meetings to each District Governor Elect and each member of the Board. They shall be entitled to attend each such meetings but only current members of the Company shall be entitled to vote.
13. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, 14 days notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company provided however 21 days notice at the least shall be given for Special Resolutions to amend the Memorandum and Articles of Association and such notice shall be accompanied by reasons for such amendment.
14. All business shall be special that is transacted at a General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the report of the Board and Auditors, the election of officers and other members of the Board in the place of those retiring and the appointment and fixing of the remuneration of the Auditors.

Proceedings at General Meetings of the Company

15. Notwithstanding anything contained in these Articles, the Company may adopt any regulations, by-laws, standing orders or constitutional rules as may be passed from time to time at any General Meeting of the Company.
16. No business shall be transacted at any General Meeting unless a quorum of

members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, fifteen members from at least three R.A.W.C.S. Regions present in person shall be a quorum. For the purpose of this Article "Member" does not include a person attending as proxy.

17. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved but in any other case it shall stand adjourned to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than ten and from at least three R.A.W.C.S. Regions) shall be a quorum, provided however that such meeting shall not vote upon any special business which shall be determined by a postal ballot.
18. The Chairman of the Board or in his absence the Vice Chairman shall preside as chairman at every General Meeting of the Company. If either person is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, then the members present shall elect one of their number to be chairman of the meeting.
19. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the chairman; or
 - (b) by at least three members present in person or by proxy.Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
21. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
22. On instructions from at least four members of the Company representing at least three R.A.W.C.S. Regions, the Chairman of the Board shall instruct the Secretary of the Board to conduct a postal ballot of the Company upon a proposed resolution, which ballot shall be conducted at such time as the Chairman of the Board may determine and the question shall be determined by a simple majority of postal votes received, except where otherwise provided. Any ballot paper shall be forwarded by

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Annual
General
Meeting**

person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

29. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

Regions

30. For the most effective administration of the R.A.W.C.S. program in Australia, Rotary Districts shall be grouped, wherever possible, into Regions to operate from the 1st day of July to the 30th day of June in the next year.
31. The number and composition of the Regions may be varied by the Board from time to time after consultation with the District Governors Nominee Elect and by a majority vote of the Company at the Annual General Meeting, provided that written notice of any proposed variation is mailed by the Secretary to the members of the Company not less than 21 days prior to the Annual General Meeting of the Company. The Secretary shall then mail details of all such proposals, together with reasons in support thereof, to all members of the Board and the secretary of each Regional Committee, not less than 21 days prior to the Annual General Meeting of the Company. Any variation to the number and composition of the Regions resulting from a vote at the Annual General Meeting will operate from 1st July following that meeting and the Board shall determine any financial adjustments between the Regions.

Board of Directors

32. The Board of Directors of the Company shall consist of six Rotarians with the designation of District Governor, District Governor Elect or Past District Governor, one nominee of the Regional Chairmen, the Immediate Past Chairman of the Board and the Executive Officer. Each member shall have voting rights. The Board will appoint a Secretary and a Treasurer who will be non-voting members. The Board will appoint from within their numbers a chairman and vice chairman. The nominee of the Regional Chairmen will be elected by the Regional Chairmen and will be rotated around the Regions on an annual basis. The six Rotarians elected by members of the Company shall be elected for a three year term with the two longest serving Directors standing down each year on 30th June . Nominations for the two replacement Directors will be called from the District Governors Nominee for election at the Annual General Meeting to take their positions as Directors on the 1st July following their election. The balance of Regional representation is to be maintained.
33. Each person elected to the Board shall commence to hold office from the 1st day of July following each election and shall hold office for a period of one year unless otherwise specified by these Articles or determined by the members of the Company. The Immediate Past Chairman shall hold office until such time as the term of office of the then Chairman expires.

Vacancies on the Board

34. The Board shall have power at any time and from time to time to appoint any person to the Board to fill a casual vacancy provided such vacancy is filled by a qualified Rotarian and confirmed at the next Annual General Meeting by more

than one half of the members of the Company.

35. The office of a member of the Board shall become vacant if the member:
- (a) ceases to be a member of the Board by virtue of the Law;
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) becomes prohibited from being a director of a company by reason of any order made under the Law;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns his office by notice in writing to the Company;
 - (f) for more than six months is absent without permission of the Board from meetings of the Board held during that period;
 - (g) holds any office of profit under the Company;
 - (h) is directly or indirectly interested in any contract of proposed contract with the Company, provided however that a member shall not vacate his office by reason of his being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Company if such corporation, society or association is among the class of companies referred to in the proviso to Clause 3 of the Memorandum of Association of the Company and if he shall have declared the nature of his interest in a manner required by the Law; or
 - (i) is removed by resolution of the members of the Company;
- Provided always that nothing in this Article shall affect the operation of Clause 3 of the Memorandum of Association of the Company.

**Meetings of
the Board of
Directors**

36. Meetings of the Board shall be held as follows:-
- (a) The Annual General Meeting shall be held prior to the Annual General Meeting of the Company and may be held at the Australian Regional Institute each Rotary year. Written notice of the meeting shall be sent to all members of the Board at least twenty-one days prior to such meeting.
 - (b) General Meetings of the Board may be called by the Chairman at any time provided that due notice is given in writing to all Board members, such notice to provide details of the business on the proposed agenda.
 - (c) Any meetings including the Annual General Meeting of the Board of Directors may be held by conference telephone connection.

**Powers and
Duties of the
Board of
Directors**

37. The business of the Company shall be managed by the Board who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not by the Law or by these Articles, required to be exercised by the Company in General Meeting; provided that any rule, regulation or by-law of the Company made by the Board may be disallowed by the Company in General Meeting and provided further that no resolution of or regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.
38. Without in any way limiting the power of the Board to manage the business of the Company as set out in Article 39, the Board shall have the power and authority:
- (a) To supervise and co-ordinate the policies, programs, survey plans and the use of funds contributed for R.A.W.C.S. activities.
 - (b) To supervise and co-ordinate the use of the Rotary Australia Overseas Aid Fund.

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of the Board
of Directors**

- (c) To supervise and co-ordinate the R.A.W.C.S. Committees.
 - (d) To speak for R.A.W.C.S. and its Committees on all matters of common interest to R.A.W.C.S. members.
 - (e) To act for the R.A.W.C.S. Committees when liaising with Governments, regulatory bodies, national insurance underwriters, other bodies and/or Departments, concerning requests for overseas aid and all matters consistent with the object of R.A.W.C.S.
39. The Board may by resolution establish regulations governing the administrative procedures and management processes to be adopted for the operation of the Company and any Committees established by it.
40. The Board of Directors may delegate power to act to the National Advisory Committee, National Committees and Regional Committees to the extent to enable them to fulfil their roles.
41. The Board of Directors may appoint persons with specialized skills into consultative positions when required. The officers appointed under this article shall become non-voting members of the company, shall be entitled to attend all meetings of the appropriate committees but shall not be entitled to vote on any matter. All appointees should be wherever possible Rotarians experienced in the area of competence required by the Board.
42. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
43. Subject to these Articles, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be a determination of the Board. In the case of an equality of votes, the chairman shall have a second or casting vote.
44. Unless otherwise provided in these Articles, a member of the Board shall not vote in respect of any contract or proposed contract with the Company in which he is interested, or any matter arising therefrom, and if he does so his vote shall not be counted.
45. The quorum necessary for the transaction of the business of the Board shall be five or such greater number as may be fixed by the Board.
46. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of the summoning a General Meeting of the Company, but for no other purpose.
47. The Chairman or in his absence the Vice Chairman shall preside at every meeting of the Board, or if there is no Chairman or Vice Chairman or if at any meeting either person is not present within fifteen minutes of the time appointed for holding the meeting, then the members may choose one of their number to be chairman of the meeting.
48. The Board may delegate any of its powers to sub-committees consisting of such member or members of the Board and co-opted persons who are also qualified

Rotarians as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

49. A sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.
50. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman shall have a second or casting vote.
51. All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board or a sub-committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting aforesaid or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
52. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board. Following approval by more than half of the members of the Company, the Board Committee from time to time by resolution in writing may adopt by-laws, rules and regulations which shall come into force and be fully operative upon the forwarding of an appropriate notice containing such by-laws, rules or regulations to each of the members of the Company.

**Secretary
and
Treasurer**

53. The Secretary and the Treasurer shall in accordance with the law be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit and any Secretary or Treasurer so appointed may be removed by it. Nothing herein shall prevent the Board from appointing any Rotarian as Secretary or Treasurer. Any person appointed as Secretary or Treasurer of the Company shall forthwith become an officer of the Company but not a member of the Board. The Secretary and the Treasurer shall be subject to the provisions of Clause 3 of the Memorandum of Association.

Seal

54. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a sub-committee of members of the Board authorised by the Board on its behalf and every instrument to which the Seal is affixed shall be signed by two members of the Board or by some other person appointed by the Board for the purpose.

**Accounts and
Audit**

55. The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by the Law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Law, provided however that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to June 30th preceding the date of the meeting.

56. The Board shall from time to time determine in accordance with Clause 7 of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members and no member (not being a member of the Board) shall have any right of inspecting any account or book or paper of the Company except as conferred by the Law or by Clause 7 of the Memorandum of Association or authorised by the Board or by the Company in General Meeting.

57. A properly qualified Auditor or Auditors shall be appointed and his/her or their remuneration fixed and duties regulated in accordance with the Law and Clause 7 of the Memorandum of Association.

Notices

58. A Notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, or (if he has no registered address) to the address, if any, supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected in the case of a notice of meeting on the second day after the date of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.

59. (a) Notice of every General Meeting shall be given in any manner herein before authorised to:

(i) every member except those members who, having no registered address, have not supplied to the Company an address for the giving of notices to them;

(ii) the Auditor or Auditors for the time being of the Company;

(iii) every member of the Board;

(iv) all District Governors Elect; and

(v) every other officer of the Company.

(b) No other person shall be entitled to receive notices of General Meetings and provided always that only members of the Company shall have voting rights at General Meetings of the Company.

Winding Up

60. The provisions of Clause 6 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

Indemnity

61. Every member of the Board, Auditor, Secretary, Treasurer and any other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Law in which relief is granted to him by the Court and otherwise against any liability incurred by any officer of the Company in that capacity to a person other than the Company, unless the liability arises out of conduct involving a lack of good faith by the officer

16th November 2001