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CONSTITUTION OF ZONTA INTERNATIONAL DISTRICT 23 Inc.

Based on
Model Rules for an Incorporated Association
Associations Incorporation Reform Regulations 2012

Reference: Consumer Affairs Victoria
Associations Incorporation Reform Act 2012

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Constitution of Zonta International District 23 Inc

PART 1—PRELIMINARY

1 Name

The name of the Incorporated Association is Zonta International District 23 Inc.

2 Purposes

Zonta International District 23 comprises a number of Zonta Clubs within a geographical area as determined by the Zonta International Board. In addition, the Zonta International Board may assign an e-club to the district without regard to the geographical boundaries of District 23.

With the approval of the majority of the Clubs affected, the District Board will establish Areas and outline their boundaries to implement the administrative functions within the District. Areas will be named in numerical order.

The purpose of the District is to:

- (a) Function as an administrative division of Zonta International in the attainment of the Objects of Zonta International as stated in this District 23 Constitution and in the Bylaws of Zonta International as they are amended from time to time
- (b) Promote the programs of Zonta International within the District
- (c) Inspire and assist Clubs to implement the goals and programs of Zonta International and
- (d) Serve as a link between the Clubs in the District and the Zonta International Board and Committees.

3 Financial year

The financial year of the District is each period of 12 months ending on 31st May.

4 Definitions

In these Rules—

Absolute majority, of the Board, means a majority of the board members currently holding office and entitled to vote at the time;

Board member means a member referred to in rule 14(1);

Chairperson of a board meeting means the person chairing the meeting as required under rule 46;

Club, excludes Z Clubs and Golden Z Clubs unless otherwise indicated;

Board means the Board having management of the business of the District;

Board meeting means a meeting of the members of the district board convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting

Meeting means a meeting of the Board held in accordance with these Rules;

Delegate means the elected club representative who carries the club vote;

Disciplinary appeal meeting means a meeting of the members of the District convened under rule 23(3);

Disciplinary meeting means a meeting of the Board convened for the purposes of rule 22;

Disciplinary subcommittee means the subcommittee appointed under rule 20;

Financial year means the 12 month period specified in rule 3;

General meeting means a meeting of the members of the district convened in accordance with Part 4;

Member means a member of the Zonta Clubs within the established boundaries of D23.

Member entitled to vote means a Board member who under rule 13(2) is entitled to vote at a board meeting;

Special resolution means a resolution that requires not less than two thirds of the Board members voting at a meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the Incorporation Reform Act 2012 and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF DISTRICT

5 Powers of the District

- (1) Subject to the Act, the District has power to do all things incidental or conducive to achieve its purposes provided that it meets the Bylaws of Zonta International and all the relevant Zonta Rules of Procedure.
- (2) Without limiting subrule (1), the District may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The District may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The District must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the District Board from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the Board member was not a member of the Board.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Board membership

7 Minimum number of Board members

The District Board must have at least seven elected members composed of the positions under rule 44. Members of each Zonta Club within the established boundaries of District 23 will be a member of the District. Clubs in an Area elect their club delegate(s) who carries the club vote(s) in electing an Area Director who represents them on the District Board.

8 Eligibility for Board membership

Zonta members duly elected to their positions by the Delegates at the biennial District Conference are eligible for membership of the District Board. Area Directors are elected based on Area representation by the clubs in that Area. Other elected positions are voted by the delegates at District Conference.

9 Qualifying for Board membership

- (1) To apply to become a member of the District Board, a member must submit an endorsed written application to the District Nominating Committee prior to the biennial District Conference and be included on the Slate of Candidates for election by the club delegates. Nominees must—
 - (a) wish to become a member of the District Board; and
 - (b) support the purposes of the District; and
 - (c) agree to comply with these Rules.
- (2) The application—
 - (a) must be signed by the applicant; and
 - (b) must be endorsed by the nominator.
- (3) Additional nominations may be made from the floor of District Conference, with a proposer and seconder from the delegates, provided the nominee is qualified and has consented to serve if elected.

10 Consideration of application through the Nominating Committee

- (1) As soon as practicable after an application is received, the Nominating Committee must decide whether to accept or reject the application based on qualifications for the position.
- (2) The Nominating Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) No reason need be given for the rejection of an application.

11 New membership

- (1) If a nominee is elected at District Conference—
 - (a) this must be recorded in the minutes of the Conference; and
 - (b) the Secretary must enter the name and address of the new Board member in the District directory which is a register of Board members and District clubs.

- (2) A person becomes a member of the District Board and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date on which Zonta International closes the biennial Convention.

12 Annual subscription and fee on joining

- (1) There is no fee relative to being a member of the District Board. To be eligible for election to the District Board the person must be a current financial member of Zonta International and District 23.
- (2) The rights of a member who is not a Zonta International or District 23 member by the due date are suspended until the subscription is paid.

13 General rights of District Board members

- (1) A member of the Board who is entitled to vote has the right—
 - (a) to receive notice of meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a meeting; and
 - (c) to attend and be heard at meetings; and
 - (d) to vote at a meeting; and
 - (e) to have access to the minutes of meetings and other documents of the District; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) the member is an elected Board member; and
 - (b) more than 10 business days have passed since the person became an elected member of the District; and
 - (c) the member's membership rights are not suspended for any reason.

14 Board members

- (1) Board members of District 23 include—
 - (a) members elected at the previous biennial District Conference; and
 - (b) the appointed secretary who does not have authority to vote.
- (2) A Vice Area Director does not have authority to vote unless the Area Director from that area is formally absent.

15 Rights not transferable

The rights of a Board member are not transferable and end at the close of the Zonta International Biennial Convention. The only exception is in the absence of the Area Director when the Vice Area Director is eligible to vote

16 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the District, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of District members.

17 Resigning as a member

- (1) A member may resign by notice in writing given to the District.
- (2) A member is taken to have resigned if the member's annual dues are in arrears as at 1 July.

18 Register of Board members

- (1) The Secretary must keep and maintain a register of Board members and member clubs that includes—
 - (a) the clubs that are represented by the member, if applicable;
 - (b) the address for notice last given by the member;
 - (c) any other information determined by the Board; and
 - (d) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

The District may take disciplinary action against a member in accordance with this Division if it is determined that the member:

- (a) has failed to comply with these Rules and the Bylaws of Zonta International; or
- (b) refuses to support the purposes of the District; or
- (c) has engaged in conduct prejudicial to the District and Zonta International.

20 Disciplinary subcommittee

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Board members, members of the District or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

21 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the District proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member that he or she may do one or both of the following—

- (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
- (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
- (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the District.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the District under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Board who is entitled to vote as soon as practicable and must—
- (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and

- (iii) that at the disciplinary appeal meeting, the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A Board member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Board;
 - (c) a member and the District.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26 Parties must attempt to resolve the dispute

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

27 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
 - (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Board; or

- (ii) if the dispute is between a member and the Board or the District—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of the District but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE DISTRICT

30 Annual general meetings

- (1) The Board must convene an annual general meeting of the District to be held within 5 months after the end of each financial year.
- (2) The Board may determine the date, time and place of the annual general meeting
- (3) At the AGM in the non Conference year the Area Directors must attain proxy votes from the clubs they represent.
- (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;
 - (b) to receive and consider—
 - (i) the annual report of the Board on the activities of the District during the preceding financial year; and
 - (ii) the financial statements of the District for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - (c) to elect the members of the Board in the alternate year at District Conference;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special general meetings

- (1) Any general meeting of the District, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

32 Special general meeting held at request of members

- (1) The District Board must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within three months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The District must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33 Notice of Board meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the District—
 - (a) at least 21 days' notice of a Board meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a Board 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 to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

34 Proxies

- (1) a member may appoint a proxy to vote and speak on his or her behalf at an annual general meeting or at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 33 must state that the member may appoint a proxy for the meeting only if they are an Area Director with an elected Vice Area Director; and
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the District no later than 24 hours before the commencement of the meeting.

35 Use of technology

- (1) A member not physically present at a Board meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a Board meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36 Quorum at meetings

- (1) No business may be conducted at a meeting unless a quorum of members is present. A quorum for a District meeting is the presence (physically or by proxy) of a majority of voting members.
- (2) The quorum for a Board meeting is the presence (physically, by proxy or as allowed under rule 35) of a majority of the elected members of the District.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

- (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37 Adjournment of Board meeting

- (1) The Chairperson of a Board meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38 Voting at Board meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy only when there is a Vice Area Director present in the absence of the Area Director; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting.

39 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a Board member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the District.

40 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a Board meeting may, on the basis of 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—
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
 - (3) A poll demanded on a question of an adjournment must be taken immediately.
 - (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41 Minutes of general meeting

- (1) The Board must ensure that minutes are taken and kept of each Board 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 include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - (d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the District; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD

Division 1—Powers of Board

42 Role and powers

- (1) The business of the District must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the District except those powers that these Rules or the Act and the Zonta International Bylaws require to be exercised by general meetings of the members of the District.
- (3) The Board may—
 - (a) appoint and remove staff if applicable;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

43 Delegation

- (1) The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Board and duties of members

44 Composition of Board

The Board consists of—

- (a) an elected Governor; and
- (b) an elected Lieutenant Governor; and
- (c) an appointed Secretary; and
- (d) an elected Treasurer; and
- (e) elected Area Directors.

45 General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the District complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the District; and
 - (b) for a proper purpose.
- (5) Board members and former Board members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—
so as to gain an advantage for themselves or any other person or to cause detriment to the District.
- (6) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a meeting.

46 Governor and Lieutenant Governor

- (1) Subject to subrule (2), the Governor or, in the Governor's absence, the Lieutenant Governor is the Chairperson for any meetings.
- (2) If the Governor and the Lieutenant Governor are both absent, or are unable to preside, the Chairperson of the meeting must be a member elected by the other members present.

47 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the Secretary is responsible for lodging documents of the District with the Registrar.

- (2) The Secretary must—
 - (a) maintain the register of member clubs in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the District and, except for the financial records referred to in rule 70(3), all books, documents and securities of the District in accordance with rules 72 and 75; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48 Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the District and issue receipts for those moneys in the name of the District; and
 - (b) ensure that all moneys received are paid into the account of the District within fourteen working days after receipt; and
 - (c) make any payments authorised by the Board or by a general meeting of the District from the District's funds; and
 - (d) ensure cheques are signed by at least two Board members.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the District are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the District and their certification by the Board prior to their submission to the annual general meeting of the District.
- (3) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the District.

Division 3—Election of Board members and tenure of office

49 Eligibility of Board members

- (1) A member is eligible to be elected or appointed as a Board member if the member—
 - (a) is a classified member of a Club, with experience in a decision making capacity;
 - (b) will have served at least two years in an elected Club office before commencing as a Board member; and/or
 - (c) has been a District committee chairman.
- (2) The Governor, Lieutenant Governor, and Area Directors will have served at least one year as Club President.
- (3) A Board member is entitled to vote at a general meeting except in the case of the Secretary who is appointed to that position.

50 Positions to be declared vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of the District after its incorporation; or
 - (b) any subsequent biennial Conference annual general meeting of the District, after the annual report and financial statements of the District have been received.
- (2) The Chairperson of the meeting must declare all positions on the Board vacant and hold elections for those positions in accordance with rules 51 to 54.

51 Nominations

- (1) Prior to the election of each position, the Nominating Committee must seek nominations to fill that position.
- (2) An eligible member for the District Board may—
 - (a) be nominated by a Zonta Club; or
 - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

52 Election of Board members.

- (1) At the biennial Conference annual general meeting, separate elections must be held for each of the following positions—
 - (a) Governor;
 - (b) Lieutenant Governor;
 - (c) Treasurer;
 - (d) Area Directors.
- (2) Officers, with the exception of the Secretary, will be elected by ballot at the District conference immediately preceding the Zonta International Convention. Area Directors will be elected by the Clubs in that Area.

- (3) The Governor will appoint the Secretary who will be an officer and a member of the District Board without a vote. The term of office of the Secretary will coincide with the term of the Governor who made the appointment.
- (4) Officers will take office at the close of the next Zonta International Convention. The term of office will be two years or until a successor takes office. No member who has served previously as an officer is eligible to serve in the same office again except the Treasurer who is eligible to serve two consecutive terms in that office. An officer who has served more than half a term is considered to have served a full term in that office.

53 Election of members

- (1) The D23 Rules of Procedure detail the number of ordinary members of the Board it wishes to hold office for the next biennium. The number of areas represented by a director can only be amended by resolution of the club delegates from the areas concerned.
- (2) A single election may be held to fill all of those positions but only delegates from that area are eligible to vote for their area representative.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give ballot papers to—
 - (a) each club delegate present in person; and
 - (b) each proxy appointed by an absent eligible club.
- (6) If the ballot is for a single position, the voter must identify on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must notate on the ballot paper against the name of each candidate for whom they wish to vote;
 - (b) the voter must not notate against the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been notated counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because two or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or

- (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

55 Term of office

- (1) Subject to subrule (3) and rule 56, a Board member holds office until the officers elected at the biennial District Conference take up their position at the close of the next Zonta International Convention as per the current Zonta International Bylaws.
- (2) A Board member may not be re-elected to the same position except in the case of the Treasurer who may serve for a second biennium.
- (3) A general meeting of the District may—
 - (a) by special resolution remove a Board member from office; and
 - (b) elect an eligible member of the District to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make succinct representations in writing to the Secretary or President of the District and may request that the representations be provided to the members of the District.
- (5) The Secretary or the Governor may give a copy of the representations to each member of the District or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

56 Vacation of office

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if he or she—
 - (a) ceases to be a member of Zonta International and the District;
 - (b) fails to attend three consecutive meetings (other than special or urgent meetings) without leave of absence under rule 67; or
 - (c) otherwise ceases to be a Board member by operation of section 78 of the Act.

Note: A Board member may not hold the office of Secretary if they do not reside in Australia.

57 Filling casual vacancies

- (1) If a position has become vacant under rule 56; or was not filled by election at the last biennial conference meeting:—
 - (a) in case of a vacancy in the office of Governor, the Lieutenant Governor will become Governor;
 - (b) in case of vacancy in the office of Lieutenant Governor: the office may remain vacant until filled by election at the next District Conference; or the vacancy may be filled by mail ballot provided the candidate receives a majority vote of Clubs in the District; or the vacancy may be filled by appointment of the District Board;
 - (c) vacancy in the office of Area Director will be filled from the same area in which the vacancy exists by appointment of the District Board. If the area has an elected Vice Area Director, the vacancy shall be filled by the Vice Area Director;
 - (d) vacancy in the office of Treasurer will be filled by appointment of the District Board; and

- (e) vacancy in the office of Secretary will be filled by appointment of the Governor.
- (2) Rule 55 applies to any Board member appointed by the Board under subrule (1) or (2).
- (3) The Board may continue to act despite any vacancy in its membership.

Division 4—Meetings of Board

58 Meetings of the Board

- (1) The Board must meet at least two times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the District at which the members of the Board were elected.
- (3) Special Board meetings may be convened by the Governor or by any four members of the Board.

59 Notice of meetings

- (1) Notice of each meeting must be given to each Board member no later than seven days before the date of the meeting.
- (2) Notice may be given of more than one meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

60 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61 Procedure and order of business

- (1) The procedure to be followed at a meeting of the Board must be determined from time to time by the Board.
- (2) The order of business may be determined by the members present at the meeting.

62 Use of technology

- (1) A Board member who is not physically present at a meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Board member participating in a meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63 Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 62) of a majority of the Board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a board meeting —
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

64 Voting

- (1) On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- (2) A motion is carried if a majority of elected Board members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted except when the Area Director has been asked to carry the club proxy when a special meeting is to be held.

65 Conflict of interest

- (1) A Board member who has a material personal interest in a matter being considered at a meeting must disclose the nature and extent of that interest to the Board.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the District is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the District.

66 Minutes of meeting

- (1) The Board must ensure that minutes are taken and kept of each meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.

67 Leave of absence

- (1) The Board may grant a Board member leave of absence from meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

68 Source of funds

The funds of the District may be derived from annual district dues, surplus funds from Area Meetings and District Conference, donations, grants, interest and any other sources approved by the Board. The assets and income of the District are to be applied exclusively to the promotion of its objects, and no portion is to be paid or distributed directly or indirectly to the members of Clubs in the District or to the officers of the District except as bona-fide remuneration for services rendered or expenses incurred on behalf of the District.

69 Management of funds

- (1) The District must open an account with a financial institution from which all expenditure of the District is made and into which all of the District's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the District, the Board may approve expenditure on behalf of the District.
- (3) The Board may authorise the Treasurer to expend funds on behalf of the District (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Board members.
- (5) All funds of the District must be deposited into the financial account of the District no later than 14 working days after receipt.
- (6) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70 Financial records

- (1) The District must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The District must retain the financial records for seven years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Board.

71 Financial statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the District are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;

- (b) if required, the review or auditing of the financial statements;
- (c) the certification of the financial statements by the Board;
- (d) the submission of the financial statements to the annual general meeting of the District;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

72 Common seal

- (1) The District may have a common seal.
- (2) If the District has a common seal—
 - (a) the name of the District must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board members;
 - (c) the common seal must be kept in the custody of the Secretary.

73 Registered address

The registered address of the District is—

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address—the postal address of the Secretary.

74 Notice requirements

- (1) Any notice required to be given to a member or a Board member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email, facsimile or other electronic transmission.
- (2) Subrule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the District or the Board may be given—
 - (a) by handing the notice to a member of the Board; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Board determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the District or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the District; or
 - (iii) another agreed electronic method.

75 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the District, including minutes of meetings.
- (2) The Board may refuse to permit a member to inspect records of the District that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the District.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the District referred to in this rule and the District may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the District and includes the following—

 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the District.

76 Winding up and cancellation

- (1) The District may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the District, the surplus assets of the District must not be distributed to any members or former members of the District.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the District and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

77 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the District.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the District is taken to have adopted its own rules, not the model rules.
