

REGULATIONS
of
ROTARY AUSTRALIA WORLD COMMUNITY SERVICE LIMITED
(RAWCS)

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REGULATIONS
of
ROTARY AUSTRALIA WORLD COMMUNITY SERVICE LIMITED (RAWCS)

1. Name and Description

Rotary Australia World Community Service Limited, hereinafter referred to as RAWCS is an organisation set up and administered by Rotarians in Australia to support Australian Rotarians and Rotary Clubs in assisting disadvantaged communities with humanitarian aid projects. It is a Multi-District Activity, approved by Rotary International.

2. Objects

In amplification of the Objects stated in the Memorandum of Association RAWCS has been established:

- (a) To encourage and assist Rotarians, the Corporate and the Private sectors to assist Rotarians and Rotary Clubs in providing assistance to disadvantaged communities with humanitarian aid projects;
- (b) To co-ordinate the humanitarian aid activities of Rotary Clubs and Districts where this is considered necessary;
- (c) To seek and select suitable humanitarian aid projects and to seek the active co-operation of Rotary Clubs and Districts in their execution;
- (d) To encourage proper professional administration and reporting of humanitarian aid projects undertaken by Rotary Clubs and Districts;
- (e) To act for Rotary Clubs and Districts in dealing with Governments, national insurance underwriters, corporate affairs commissioners and other bodies and/or departments, concerning requests for overseas assistance and all matters consistent with the objects of RAWCS;
- (f) To otherwise provide humanitarian assistance and relief to communities in need, both in and outside Australia;
- (g) To provide assistance to victims of natural disasters, both in and outside Australia;
- (h) To promote co-operation between Rotary Clubs, Districts, Regions and The Rotary Foundation as appropriate; and
- (i) To promote the use of The Rotary Foundation and government assistance to enhance the effectiveness of humanitarian aid projects.

3. Purpose of Regulations

These Regulations are designed to regulate the day to day operations of the Company and the various committees that may be formed from time to time to manage the projects and activities of RAWCS, both in Australia and overseas. They are issued on the authority of the Council on the recommendation of the Board.

4. Composition of the Board

- (a) The Board of Directors of the company shall consist of:
- i. Chairman
 - ii. Secretary
 - iii. Treasurer
 - iv. a District Governor
 - v. a District Governor Elect
 - vi. a District Governor Nominee
 - vii. an Operational Chairman
 - viii. Immediate Past Chairman
 - ix. National Projects Manager
 - x. National DIK Manager
 - xi. National RAM Manager
- (b) The Chairman, Secretary and Treasurer shall be the Rotarian elected by members of the Company, in accordance with the Articles, at the Annual General Meeting and shall be elected for terms of three years.
- (c) The District Governor, District Governor Elect and District Governor Nominee shall be elected by members of the Company, in accordance with the Articles, from amongst the District Governors, District Governors Elect and District Governors Nominee respectively.
- (d) A representative of the Operational Chairmen shall be elected by the Operational Chairmen and shall be appointed for a two-year term.
- (e) The three National Managers shall be appointed by the Board.

5. Responsibilities of the Board (Funds Management)

The Board of Directors shall ensure that:

- (a) Accurate minutes are kept of all meetings of the Board;
- (b) Separate and proper books of account are maintained for the General Administration Fund, the Rotary Australia Overseas Aid Fund, the Rotary Australia Benevolent Society, Developed Countries Disaster Relief Fund, and that all funds are deposited to the credit of the appropriate bank accounts which shall be operated upon by two signatures of any four members of the

Board who have been authorised by the Board so to act;

- (c) Complete and detailed Statements of Receipts, Expenditure and Balance Sheet/s are presented at the Annual General Meeting of the Company;
- (d) The Statements referred to in Sub-clause (c) are properly audited and reported upon to the Board by an independent auditor or auditors;
- (d) The Treasurer shall prepare consolidated Statements of Income and Expenditure and coordinate all audits for the General Administration Fund, the Rotary Australia Overseas Aid Fund the Rotary Australia Benevolent Society, and the Developed Countries Disaster Relief Fund;
- (e) The Report of the Board, together with the Administration Budget for the ensuing year and all audited accounts, shall be forwarded to all members of the Council at least twenty one days prior to the Annual General Meeting of the Company, where the budget, all reports and accounts shall be submitted for consideration and adoption.

6. Grievance and Disputes Resolution Procedures

- (a) This applies to disputes between –
 - (i) a member and another member; or
 - (ii) a member and the Board.
- (b) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (d) The mediator must be –
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement –
 - (1) for a dispute between a member and another member – a person appointed by the Board; or
 - (2) for a dispute between a member and the Board – a person who is an independent mediator.
- (e) A member of RAWCS can be a mediator.
- (f) The mediator cannot be a party to the dispute.

- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must –
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute otherwise at law.

7. RAWCS Committees

- (a) The Board shall establish Activity Committees consisting of the Regional Activity Coordinators for each Activity, to coordinate and manage the various activities of RAWCS. Each Activity shall be chaired by a National Manager who will represent and report on that activity to the Board.
- (b) The Committees shall consist of, but not be limited to, the following:
 - (i) Audit and Risk Management Committee;
 - (ii) Governance Committee;
 - (iii) Director Nominations Committee
 - (iv) Website and Technology Committee;
 - (iv) Promotion and Development Committee;
 - (v) Donations in Kind Committee;
 - (vi) Rotarians Against Malaria Committee;
 - (vii) Projects Committee.
- (c) A person may not serve longer than nine (9) consecutive years on a RAWCS. or a Regional Operations Committee. Service on Regional Committees will not count as service on a RAWCS. Committee and vice versa.
- (d) Any National meetings being organised, including Committee meetings, which involve expenditure on travel and accommodation, must have the prior approval of the Board. A list of attendees and a copy of the agenda are to accompany a request for approval.

Every effort must be made to contain costs by only accepting the most economical airfare. Alternative methods must be sought to hold

meetings including the use of telephone conferencing facilities.

8. Promotions and Development Committee

The Promotions and Development Committee is responsible for the promotion of the Vision, Mission and Objects of RAWCS. The objectives, responsibilities and committee composition are set out in the committee's Terms of Reference.

9. Donations in Kind Committee

The Donations In Kind Committee is responsible for the management of the Donations In Kind activity. The objectives, responsibilities and committee composition are set out in the committee's Terms of Reference.

10. Rotarians Against Malaria Committee

The Rotarians Against Malaria Committee is responsible for the management of the Rotarians Against Malaria activity. The objectives, responsibilities and committee composition are set out in the committee's Terms of Reference.

11. Projects Committee

The Projects Committee is responsible for the management of the Projects activity. The objectives, responsibilities and committee composition are set out in the committee's Terms of Reference.

12. Rotary Australia Overseas Aid Fund

(a) The Rotary Australia Overseas Aid Fund is a tax-deductible fund. Donations to and expenditure from the fund must be clearly identified against a specified project conducted in countries declared as a 'developing country' by the Minister for Foreign Affairs. These projects may arise through either RAWCS, or The Rotary Foundation.

(b) The following may be drawn from the fund:

- (i) cost of equipment and/or materials for an overseas project;
- (ii) cost of technical and professional services for an overseas project;
- (iii) freight costs on materials and/or equipment shipped;
- (iv) cost of medical supplies or instruments for a specific overseas project;
- (v) Project Administration expenses.

(c) All bank accounts held overseas must be controlled by a

partnering overseas Rotary Club or trusted organization and must be able to provide documentary proof of the utilization of the funds and supply audited accounts when requested.

13. Rotary Australia Benevolent Society (RABS)

The Rotary Australian Benevolent Society Committee is responsible for the management of the Rotary Australian Benevolent Society activity. The objectives, responsibilities and committee composition are set out in the committee's Terms of Reference.

14. Regions

(a) For effective administration of RAWCS programs in Australia, Rotary Districts shall be grouped into Regions to operate from the 1st day of July to the 30th day of June in the next year.

(b) The composition of the Regions shall be as follows:

Northern Region — RI Districts 9550, 9570, 9600, 9630, 9640.

Eastern Region — RI Districts 9650, 9670, 9675, 9685, 9700, 9710

Southern Region — RI Districts 9780, 9790, 9800, 9810, 9820, 9830.

Central Region — RI Districts 9500, 9520.

Western Region — RI Districts 9455, 9465.

15. Operational Committees

(a) The Board may establish Operational Committees for each Region with the following officers:

(i) an Operational Chairman;

(ii) a Vice Chairman;

(iii) a Secretary / Treasurer

(b) In addition:

(i) the immediate past Operational Chairman and one representative of each District in the Region shall be voting members of the Operational Committee;

(ii) Regional Coordinators elected in accordance with Clause 17 (d); and

(iii) each District Governor, District Governor Elect and District Governor Nominee shall be "ex officio" voting members of the committee.

16. Functions of Operational Committees

The functions of the Operational Committee shall be as follows

(a) To encourage Rotary Clubs and Districts to promote and utilize RAWCS facilities when undertaking projects and to monitor and

support Project Managers and projects.

- (b) To assist and advise Rotary Clubs and Districts concerning the availability and organization of volunteer training teams and/or specialists, and materials and any necessary finance.
- (c) To promote the objects of RAWCS within the Region.
- (d) To ensure, prior to approval being granted by a Regional Operational Committee for an approved RAWCS project to be implemented by a Rotarian, Rotary Club, Rotary District or other volunteer, that an official RAWCS Project Registration Form has been duly completed.
- (e) To send quarterly reports of progress on all projects under its control to the Board.
- (f) To report quarterly to the National Operational Committee in regard to:
 - (i) details of registered projects and by whom,
 - (ii) details of current and completed projects,
 - (iii) survey plans if applicable.
- (g) To control all administrative funds in the Region and to prepare in advance a yearly administration budget for the approval of the Board. Such budget to be submitted to the Treasurer of the Company no later than 31 May in each Rotary Year.
- (h) To ensure accurate Minutes are to be kept of all meetings and copies are to be distributed to all members and the Board.
- (i) To manage the Operational Committee impress account

17. Regional Operations Officers

- (a) The Regional Chairman, Vice Chairman, Secretary / Treasurer of each Regional Operations Committee are those who are elected to these positions by the Region at a Regional Annual General Meeting held in accordance with sub clause (d).
- (b) In addition, other Regional officers are those who are elected by the Region at a Regional Annual General Meeting held in accordance with sub clause (d) as:
 - (i) an Operations Promotions and Development Coordinator;
 - (ii) an Operations Donations in Kind (DIK) Coordinator;
 - (iii) an Operations Rotarians Against Malaria Coordinator;
 - (iv) an Operations Projects Coordinator, and
 - (v) an Operations Rotary Australia Benevolent Society

Coordinator;

- (vi) The Immediate Past Operations Chairman is recognised as an Operations Officer not requiring election.
- (c) Any Rotarian, from a Club in any District of the Region, who is prepared to serve as a Regional Officer shall have his or her name submitted by their District Governor Elect to the Regional Annual General Meeting for election to any position on the Operations Committee. The successful person shall serve on the Operations Committee representing that particular position. The Secretary shall provide each District Governor Elect with a notice seeking nominations at least 30 days before the AGM.
- (d) Operations Committee Office Holders shall be elected at the Regional Annual General Meeting to be held before 31 August in the year preceding their taking office. If more than one nomination is received for any regional position a ballot shall be conducted to elect the office *holder*.
- (e) The Appointee should serve in that position for a minimum term of two years with the succeeding District Governor Elect's approval but no more than three years unless in exceptional circumstances.
- (f) To ensure continuity, it is recommended that not more than 50% of elected Office Holders are changed at each Annual General Meeting.
- (g) A casual vacancy will be filled by the Operations Committee calling for nominations from the Region, with nominees being approved by the District Governor of their District and elected in the same manner as for a regular nomination.
- (h) The Chairman elected by each Region pursuant to paragraph (a) will be an Operational Chairman.
- (i) Other Regional positions are to be determined by the Operations Chairman where necessary and are to be finalized by 30th June of the year of appointment.
- (j) An Operations Chairperson shall not hold more than one Operations Office at any one time.

18. Duties of Regional Officers.

The duties of the Operations Officers shall be as follows:

- (a) The Operations Chairman shall preside at all meetings of the Operations Committee, perform such other duties as ordinarily pertain to the office and report to the Board at each quarterly meeting on all activities of the Region.

- (b) The Vice Chairman shall preside at meetings of the Operations Committee in the absence of the Chairman, and perform such other duties as ordinarily pertain to the office.
- (c) The Secretary shall send out all notices and minutes of meetings, and other necessary documentation and correspondence to Operations committee members, District Governors, District Governors Elect and District Governors Nominee within the Region and to the members of the Board, and perform such duties as ordinarily pertain to the office.
- (d) The Treasurer shall have custody of all funds as determined by the Board and perform such duties as ordinarily pertain to the office.

The Treasurer will be responsible to ensure a Statement of Income and Expenditure of the Operations Administration costs, is sent to the National Treasurer of the Company each quarter.

- (e) The Operations Promotions and Development Coordinator
 - (i) shall ensure the efficient and effective circulation of brochures and other promotional materials that are produced by the National Promotions and Development Committee.
 - (ii) Additionally the Operations Promotions and Development Coordinator shall be responsible for;
 - (1) arrangements for Regional seminars that are planned by the Operations Committee;
 - (2) in co-operation with appropriate District RAWCS Committee, the organization of training sessions, including any held at District Assemblies and Conferences;
 - (3) the production and distribution of a quarterly RAWCS. newsletter;
 - (4) regular updates of social media sites (including Facebook) that publicise the achievements of RAWCS Regional projects.
- (f) The Operations Donations in Kind (DIK) Coordinator shall be responsible for
 - (i) the collection, storage and onwards transmission of donated goods. In doing so the Coordinator shall be guided by the need to co-ordinate such activities with other Regions;
 - (ii) reporting regularly to the Operations Committee of the value of the goods shipped, the value of shipments and the

- status of outstanding containers;
- (iii) Maintenance of records for collation into the annual report of RAWCS. on goods shipped and the value of shipments.
- (g) The Operations Rotarians Against Malaria (RAM) Coordinator shall be responsible for :
 - (i) raising the awareness of the risks of Malaria;
 - (ii) reporting progress in Malaria Control and Eradication;
 - (ii) motivating Districts to encourage Rotary clubs to support anti-malaria projects, both by fund raising and volunteer projects.
- (h) The Operations Projects Coordinator shall
 - (i) ensure the efficient and effective management and co-ordination of all projects within the Region, Districts and Clubs, and on all matters as requested by the Board. The Coordinator will endeavour to obtain details of humanitarian aid projects by Clubs and Districts in the Region.
 - (ii) Additionally the Operations Projects Coordinator shall be responsible for:
 - (1) Accepting or selecting projects submitted by a Rotary District or Rotary Club in the Region and forwarding those projects to the National Project Coordinator for registration and issue of a unique project number;
 - (2) Issuing details of such projects promptly to Districts;
 - (3) Assisting and advising Districts and Clubs in the formation of teams and dispatch of teams, including arranging briefing, air passages and any other necessary assistance;
 - (4) Ensuring that teams render a full report on their return;
 - (5) Reporting to the Operations Committee on all matters affecting volunteer teams;
 - (6) Acting in an advisory role to the Operations Committee on matters relating to funding of projects;
 - (7) Requesting, if applicable, survey to be carried out if a surveyor is visiting the area;
 - (8) Receiving donations for each project, where appropriate, and forwarding the money to the National Administrator;
 - (9) Maintaining a copy of all records in respect of each of the projects for which the representative is responsible and report quarterly to the Operations Committee.
 - (i) The Operations Rotary Australia Benevolent Society (RABS)

Coordinator shall be responsible for:

- (i) raising the awareness of the RABS throughout the Region;
- (ii) supporting RABS activities in Australia;
- (iii) raising funds to support RABS projects and to properly account for such to National Administrator;
- (iv) encouraging Rotary Clubs to investigate possible RABS projects and to register these through the on-line facility on the RAWCS Website.

19. Meetings of Regions

- (a) An Annual General Meeting of a Region shall be held prior to August 31st each.
Any Rotarian or invited guest may attend as observers.
- (b) General Meetings of the Operations Committee may be called by the Chairman on a quarterly basis provided that at least twenty-one (21) days' notice is given in writing to all Committee members,
- (c) Special Meetings of the Operations Committee may be called by the Operations Chairman provided that not less than seven days' notice is given in writing to all Operations Committee members.

20. Operations Finance

- (a) Operations Committees shall operate within their budgets as approved by the Board.
- (b) Each Region will maintain one Bank Account for General Administration Imprest Fund. The Operations Chairman, Regional Committee Treasurer and two other Operations Committee Officers shall have authority to transact in relation to this Bank Account ("**Signatories**"). The Operations Committee Treasurer will arrange for a Bank Statement to be accessible to the Treasurer of the Board. The Board in its absolute discretion may at any time revoke the authority of any Signatory to transact in relation to each Bank Account.
- (c) At the conclusion of each financial year, and not later than 31st August each Operations Committee Treasurer shall forward to the Treasurer of the Board, a Statement of Income and Expenditure and Balance Sheet related to the General Administration Imprest Account. The Accounts are to be recorded in a format recommended by the Board.

21. Quorums at Operations Committee Meetings

At all meetings of an Operations Committee, a quorum shall consist of a majority of members thereof.

22. Proxies at Operations Committee Meetings

Any member of an Operations Committee may appoint another Rotarian as their proxy by notifying the Secretary of the relevant committee in writing no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.

23. Dissolution of a Region

A Region shall only be dissolved by the agreement of at least two thirds of all incumbent District Governors whose District are members of that Region. Upon dissolution, all assets of the Region shall be vested in the Board and all records shall be handed over to the Secretary of the Company.

24. Amendments to the Regulations

- (a) Notice in writing of any proposed amendments of these Regulations together with reasons in support thereof shall be in the hands of the Secretary of the Board no later than thirty (30) days before the Annual General Meeting of the members of the Company. The Secretary of the Board shall give notice of such proposals to the members of the Company and members of the Board no later than twenty one (21) days prior to the Annual General Meeting.
- (b) These Regulations may be amended only by the agreement of at least two thirds majority of the members of the Company, voting at the Annual General Meeting of the Company or by postal ballot, if the Council shall so determine.
- (c) Amendments to these Regulations may be proposed in writing by:
 - (i) a minimum of five members of the Company, or
 - (ii) a two thirds majority decision of a RAWCS. Committee, or
 - (iii) a two thirds majority decision of the Board.