



ACN 612 963 194

**District Rules of Procedure
As adopted at D22 Conference 2023**

A. GOVERNANCE

A.1 Zonta International District 22 Ltd (District) is established and governed in accordance with -

- I. The Company Constitution;
- II. Corporations Act 2001;
- III. Zonta International Bylaws Article XIV of the Bylaws of Zonta International;
- IV. Zonta International District Manual (District Manual);
- V. Zonta International District Conference Manual;
- VI. Zonta International Policies and Guidelines;
- VII. The Rules of Procedure of Zonta International;
- VIII. These Rules of Procedure of District 22 ; and
- IX. The current Strategic Plan of District 22

A.2 Unless inconsistent with the above the following Rules of Procedure constitute standard operating procedure for the District.

B. DISTRICT BOARD

B.1 The District Board shall meet at least three times per financial year at the discretion of the Governor. Meetings may be conducted by electronic means provided that participants have the opportunity for simultaneous communication. Action by email requires a unanimous vote.

C. DISTRICT COMMITTEES

C.1 The Governor shall appoint the chairman and such other members of all standing and special committees as the Governor deems appropriate, except the Nominating Committee.

C.2 Provided funds are available, the District budget may allocate funds for the expenses of committees. Committee chairman shall submit expense vouchers for reimbursement.

C.3 **Standing Committees.** Zonta International Bylaws require a Bylaws and

Resolutions Committee, a Membership Committee, a Service Committee and an Advocacy Committee.

- a) **The Bylaws and Resolutions Committee** shall: review and, as necessary, suggest revisions to these Rules of Procedure each biennium to ensure they do not conflict with the Zonta International Bylaws; investigate complaints made against officers of the District, members of the District Nominating Committee or against a Club, following the procedures specified in the Zonta International Bylaws.
- b) **The Membership Committee** shall promote continuing membership growth: recruitment and retention in existing clubs, organisation of new clubs, and programs developed by the International Membership Committee.
- c) **The Service Committee** shall coordinate, at the District level, activities to implement service programs authorized by the International Convention. The committee shall also promote awareness of Clubs' local service projects and of policies adopted by the Zonta International Board.
- d) **The Advocacy Committee** shall coordinate, at the District level, activities to implement legislative awareness and advocacy programs, in accordance with policies adopted by the Zonta International Board.

C.4 **Special Committees.** There may be such special committees as the governor shall authorize to achieve biennial goals or other special purposes, such as a Finance Committee, a Public Relations and Communications Committee, a United Nations Committee, an Amelia Earhart Fellowship Committee, a Jane M. Klausman Women in Business Scholarship Committee, a Young Women in Public Affairs Award Committee and a Z Club and Golden Z Club Committee.

C.5 **Foundation ambassador.** The Governor shall appoint one or more District Foundation Ambassador(s).

D. NOMINATING COMMITTEE AND ELECTIONS

D.1 The Chairman of the District Nominating Committee shall distribute to each Club prior to May of each odd-numbered year, the Call for Nominations for Election as Directors and the Call for Nominations for Appointment to the Nominating Committee, associated Forms and Information for Nominees for the positions of Governor, Lieutenant Governor, Treasurer, Area Directors and Nominating Committee Members, to be filled by election at the Annual General Meeting of Members at the succeeding District Conference. Nomination forms including consent to serve if elected and personal data forms shall be submitted to the Chairman by at least 100 days prior to the Annual General Meeting of Members at Conference.

D.2 The Committee shall screen the nominees based on the recorded qualifications and on the Committee's own knowledge and judgment. The Nominating Committee shall prepare a slate of one or more eligible candidates for Governor, Lieutenant Governor, Treasurer and Area Directors to be appointed at that election and of five nominees for the District Nominating Committee. No name shall be listed without the member's consent to serve, if elected. No member of the Nominating Committee shall be eligible for nomination at the District level of Zonta International while serving on the Committee.

- D.3 At least sixty (60) days before the Conference at which the election is to be held, the Nominating Committee shall send its report to each Board member and to each Member Club in the District.
- D.4 The Committee may actively solicit nominations until the Notice of Annual General Meeting and List of Candidates are issued. At the Annual General Meeting of Members additional nominations may be made from the floor immediately after the report of the Nominating Committee, provided the consent form from of the nominee has been obtained and eligibility confirmed.

E. TRANSITION PROCEDURES

- E.1 At the changeover of the District Board, all District records must be turned over to successors no later than 30 days after the term of office ends.
- E.2 The Treasurer's records must be turned over no later than 45 days after the term of office ends.

F. DUES AND FEES

- F.1 District Dues shall be determined by the District Board.
- F.2 Clubs shall pay per capita dues to the District each year as determined by the Board, due and payable on 1 June for members at that date.
- F.3 Dues for new members are payable upon their joining. Half year dues are payable for members joining between 1 December and 31 May.
- F.4 The Dues Invoice/Remittance Form shall be forwarded to the Club Treasurers prior to 1 June and posted on the District Website.

G. FINANCES

- G.1 Bank Accounts, Term Deposits and Investments in the name of the Company for General Fund, Membership Fund, Conference Fund and any other specific Fund as determined by the Board, separate for each fund, are to be kept with an accessible Bank.
- G.2 All payments from the Company Bank Accounts shall require two signatures/authorizations and shall be approved by the District Governor.
- G.3 The District Treasurer shall use fund accounting to keep records for each fund.
- G.4 The biennial District budget shall be presented for approval at the Conference immediately preceding the biennium in which the budget is to become effective.
- G.5 The Governor shall approve the expenses of other District Board members and District committee members.
- G.6 Expenses to be paid from District General operating Funds are defined in the Zonta International District 22 Ltd Reimbursement Guidelines. The Reimbursement

Guidelines may be amended by a majority vote of the District Board.

- G.7 Expenses for the purposes of promoting continuing membership growth, recruitment and retention in existing clubs, strengthening clubs, organisation of new clubs and programs developed by the International and/or District Membership Committees, in the District shall be paid from the District Membership Fund.

H. AUDIT

- H.1 The District financial records shall be audited by a Certified or Chartered Public Accountant or a qualified individual independent of the District Board.
- H.2 The District Board shall propose the next Auditor for ratification at the Annual General Meeting.

I. INSURANCE

- I.1 The Public Liability and Voluntary Workers' insurance policies in the name of the District shall be reviewed each year and renewed in good time. The Certificates of Currency, Policies and Notifiable Events Form shall be posted on the District website as soon as possible after receipt. Any changes to the policies shall be brought to the attention of clubs.

J. DISTRICT CONFERENCE

- J.1 The District shall hold one District Conference per biennium.
- J.2 Minutes of Business Proceedings of the meeting of members during District Conference shall be approved at the next Board Meeting,
- J.3 The Conference Report shall be available to members (via posting on the District Website) no later than 60 days after the close of the Conference.
- J.4 Funds deemed sufficient by the District Board as working capital to meet deposits and preliminary expenses for the next District Conference shall be retained in the District Conference account.
- J.5 Surplus funds in excess of the required working capital as determined by the District Board from all District Conference activities shall be transferred to the District Membership Account.
- J.6 The Governor may appoint a Parliamentarian to serve at District Conference and as needed during the biennium.

K. DISTRICT DIRECTORIES

- K.1 Clubs shall submit the names of their officers and committee chairmen (with phone numbers and email addresses) to their Area Director by 31 May each year for inclusion in the District Directories.

L. AREA MEETINGS

- L.1 The Area Director will consult with the Governor on a suitable date and a host club(s) for the Area Meeting.
- L.2 Area Meetings are to be fully supported by a registration fee, and any other income associated with the meeting, to cover the expenses of running the meeting such as meals, venue, and speakers. Overnight accommodation for members attending the meeting is not included in the registration fee.
- L.3 The costs of the Governor and presiding Area Director, and Lieutenant Governor and Treasurer if required or requested to attend by the Governor, in attending an Area Meeting are borne by the District and are not part of the running expenses of the Meeting.
- L.4 A financial statement, showing all income and expenditure from an Area Meeting, shall be provided to the Area Director and Treasurer within thirty (30) days of the meeting.
- L.5 Any deficit is to be borne by the host club. Any surplus Area Meeting Funds shall be divided equally within thirty (30) days between:
 - (a) the District Membership Account and
 - (b) the Service Fund of the host club or clubs
- L.6 A report on the Meeting including the financial statement shall be posted on the District Website by the Area Director.

M. AMENDING DISTRICT RULES OF PROCEDURE

- M.1 These Rules of Procedure may be amended by majority vote of the District Board. Member Clubs may submit suggested amendments to the Board for their consideration.

N. PARLIAMENTARY AUTHORITY

- N.1 The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern Zonta International District 22 Ltd meetings in cases where they are not inconsistent with the Corporations Act 2001, the Company Constitution, Bylaws of Zonta International or with these Rules of Procedure.