

CONSTITUTION

BY-LAWS



LIONS CLUBS  
INTERNATIONAL

LIONS CLUB OF  
XXXXXXXXXXXXXX

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Incorporated

February 2024

# **CONSTITUTION OF THE LIONS CLUB OFXXXXXXXXXX INC.**

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**CONSTITUTION OF THE LIONS CLUB OF XXXXXXXXXXXX INC  
INTERPRETATION**

**In this Constitution, except where inconsistent with the context:**

**“ACT”** Means “The Association Incorporation Act of 1981

**“BOARD OF DIRECTORS”** means the Board of Directors of this Club who shall constitute the Management Committee of the Club within the meaning of the Associations Incorporation Act

**“BOARD MEETING”** means a meeting of the Board of Directors of this Lions Club.

**"CHAIRMAN"** means the President and / or the elected / appointed leader of a Club Sub-Committee or project.

**“CLUB” and “CHARTERED CLUB”** refers to this duly organised Lions Club which is chartered under the jurisdiction of and complying with the financial requirements of The International Association of Lions Clubs.

**"DISTRICT”** means the Incorporated Association within the area designated by the International Association of Lions Clubs as District 201 Q3.

**“DISTRICT GOVERNOR”** means the District Governor of Lions Clubs International District 201 Q3 Inc.

**“GENERAL MEETINGS”** All meetings defined in Rule 16 of this constitution shall be considered general meetings of the Club.

**“INTERNATIONAL and INTERNATIONAL ASSOCIATION”** means the International Association of Lions Clubs

**"INTERNATIONAL CONSTITUTION AND BY-LAWS”** means the Constitution and By-Laws of the International Association of Lions Clubs as amended from time to time.

**“LIONS CLUBS INTERNATIONAL”** means the International Association of Lions Clubs

**"MEMBER IN GOOD STANDING" and “GOOD STANDING”** refers to a Member who has met all of their financial obligations to the Club

**"MULTIPLE DISTRICT”** means the area designated by the International Association of Lions Clubs under the name **MULTIPLE DISTRICT 201**.

**"MULTIPLE DISTRICT COUNCIL”** means the Council of Multiple District 201, Lions Clubs International.

**“PRESIDENT-ELECT”** is the Lion elected by the Club Membership to the Office of President for the following financial year.

**"STATE"** means the State of Queensland, Australia.

**“STATUTORY REGULATIONS”** means the Associations Incorporation Act 1981 and the Collections Act 1966

**"THE INTERNATIONAL ASSOCIATION”** means the International Association of Lions Clubs.

**"THE INTERNATIONAL BOARD"** means the Board of Directors of the International Association of Lions Clubs.

## **RULE I - NAME, SLOGAN, MOTTO, EMBLEM AND COLOURS**

**Section A.** The name of this Incorporated Association is the Lions Club of XXXXXXXX Inc. (hereinafter referred to as "This Club" or "The Club") chartered by, and under the jurisdiction of the International Association of Lions Clubs (hereinafter referred to as the "International Association" or "Lions Clubs International").

**Section B.** The Slogan of this Club shall be: Liberty Intelligence, Our Nation's Safety.

**Section C.** The Motto of this Club shall be: "We Serve".

**Section D.** The emblem and colours of this Club shall be the same as the emblem and colours of the International Association of Lions Clubs.

**Section E.** Use of the name, goodwill, emblem and other logos of the association, shall be according to the guidelines of the International Association of Lions Clubs.

## **RULE 2 - PURPOSES (formerly known as Objects)**

The Purposes of this Club shall be:

1. To create and foster a spirit of understanding among the peoples of the world.
2. To promote the principles of good government and good citizenship
3. To fund and otherwise serve the civic, cultural, social and moral welfare of the community.
4. To assist financially, culturally, socially and morally the handicapped, disadvantaged and infirm of the community both directly and indirectly.
5. To unite the members in the bonds of friendship, good fellowship and mutual understanding.
6. To provide a forum for the open discussion of all matters of public interest; provided however, that partisan politics and sectarian religion shall not be debated by Club members.
7. To encourage service minded people to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavours.

## **RULE 3 - OBLIGATIONS OF THE CLUB**

The Club has accepted a Charter from The International Association of Lions Clubs, and in accepting the Charter the Club has agreed on its part to be bound by the Constitution and By-Laws of the International Association of Lions Clubs, **(the clauses of the International Constitution that are relevant to this club have been reproduced in full in the appropriate sections of these rules)** and to have its relationship with the International Association of Lions Clubs interpreted and governed by the Constitution and By-Laws of the International Association of Lions Clubs.

To remain in good standing the Club's obligations include the following: -

- (a) Collect from each member, except as otherwise provided in this Constitution minimum annual dues to cover International, Multiple District, District dues and such other expenses as are necessary for club administration
- (b) Submit such regular reports as required to the office of Lions Clubs International.
- (c) To abide by the Constitution and By-Laws of the International Association of Lions Clubs and the policies and directives of the International Board of Directors.

- (d) Attempt to resolve disputes arising at club level, refer to Rule 10 dispute resolution.
- (e) The Club may resign from the International Association of Lions Clubs and said resignation shall be effective upon acceptance thereof by the International Board of Directors. The International Board of Directors may withhold acceptance, however until all indebtedness has been paid, all club funds and property has been properly disposed of, the Club's Charter has been returned, and all right to the use of the name "LIONS", the emblem and other insignia of the International Association has been surrendered.

#### **RULE 4- POWERS OF THE CLUB**

**Section A.** This Club has, in the exercise of its affairs, all the powers of an individual

**Section B.** The Club may, for example -

- (a) Enter into contracts; and
- (b) Acquire, hold, deal with and dispose of property; and
- (c) Make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

#### **RULE 5- MEMBERSHIP**

**Section A. ELIGIBILITY FOR CLUB MEMBERSHIP.** Subject to the provisions of Section B of this Rule, any person of legal majority and good moral character and good reputation in their community, may be granted membership in this Lions Club. There is no restriction on the number of members in any class.

**Section B. MEMBERSHIP BY INVITATION.** Membership in this Lions club shall be acquired by invitation only. Nominations shall be made by a member in good standing who shall act as sponsor and be submitted to the membership chairperson or the club secretary, who, after investigation by the membership committee, shall submit the same to the board of directors. If approved by a majority of said board, the prospect may then be invited to become a member of this club. A properly filled out membership form duly signed as well as the entrance fee and dues must be received by the secretary before the member is reported to and officially recognised by the association as a Lion member.

**Section C. The Classes of Membership in this Club shall be as follows:**

**(1) ACTIVE:** A member entitled to all rights and privileges and subject to all obligations which membership in a Lions Club confers or implies. Without limiting such rights and obligations, such rights shall include eligibility to seek, if otherwise qualified, any office in this Club, District or Association and the right to vote on all matters requiring a vote of the membership; and such obligations shall include regular attendance, prompt payment of dues, participation in club activities and conduct reflecting a favourable image of this Club in the community. This membership category shall be included in the club delegate formula calculation.

**(2) MEMBER-AT-LARGE:** A member of this Club who has moved from the community, or because of health or other legitimate reason, is unable regularly to attend club meetings and desires to retain membership in this Club, and upon whom the Board of Directors of this Club desires to confer this status. This status shall be reviewed each six months by the Board of Directors of this Club. A Member-at-Large shall not be eligible to hold office or to vote at District or International Association meetings or conventions, but shall pay such dues as this Club



may charge, which dues shall include District, Multiple District and International Association dues. This membership category shall be included in the club delegate formula calculation.

**(3) HONORARY:** An individual, not a member of this Club, having performed outstanding service for the community or this Club, upon whom this Club desires to confer special distinction. This Club shall pay entrance fees and International Association and District dues on such a member, who may attend meetings but shall not be entitled to any privileges of Active Membership. This membership category shall not be included in the club delegate formula calculation.

**(4) PRIVILEGED:** A member of this Club who has been a Lion for fifteen or more years, who, because of illness, infirmities, advanced age or other legitimate reason, as determined by the Board of Directors of this Club, must relinquish their active status. A Privileged Member shall pay such dues as this Club may charge, which dues shall include District, Multiple District and International Association dues. A Privileged Member shall have the right to vote and be entitled to all other privileges of membership except the right to hold Club, District or International Association office. This membership category shall be included in the club delegate formula calculation.

**(5) LIFE MEMBER:** Any member of this Club who has maintained Active membership as a Lion for 20 or more years and has rendered outstanding service to this Club, their community or this Association; or any member of this Club who is critically ill; or any member of this Club who has maintained such active membership for 15 or more years and is at least 70 years of age may be granted Life Membership of this Club upon;

- (a) recommendation of this Club to the Association.
- (b) payment by this Club to the Association of such amount that the International Association shall from time to time set in lieu of all future dues to the International Association.

Nothing herein shall prevent this Club from charging a Life Member such dues as it shall deem proper.

A **Life Member** shall have all the privileges of active membership so long as they fulfil all obligations thereof.

A **Life Member** who desires to relocate and receives an invitation to join another Lions Club shall automatically become a Life Member of said Club.

Former Lioness members, who are now Active members of their Lions clubs or who become Active members of a Lions club on or before June 30, 2007, may apply all of their prior Lioness service toward Life membership eligibility. Lioness members who become Active members of a Lions Club after June 30, 2007, will not be eligible for Lioness service credit for the purposes of Life membership eligibility.

This membership category shall be included in the club delegate formula calculation.

**(6) ASSOCIATE MEMBER:** A member who holds their primary membership in another Lions Club but maintains a residence or is employed in the community served by this Club. This status may be conferred by the invitation of the Board of Directors and shall be reviewed annually. This Club shall not report an Associate Member on its Membership and Activities Report. An Associate Member may be eligible to vote on Club matters, at meetings where they are

present in person, but may not represent the Club as a delegate at District (single, sub-, provisional and/or multiple) or International Conventions. They shall not be eligible to hold Club, District or International office, nor District, Multiple District or International Committee assignments through this Club. International and District (single, sub-, provisional and/or multiple) dues shall not be assessed on an Associate; PROVIDED, however, nothing shall prevent this Club from assessing an Associate such dues as it shall deem proper. This membership category shall not be included in the club delegate formula calculation.

**(7) AFFILIATE MEMBER:** A quality individual of the community who currently is not able to fully participate as an Active Member of the club but desires to support the club and its community service initiatives and be affiliated with the club. This status may be conferred by the invitation of the club's Board of Directors.

An affiliate Member may be eligible to vote on club matters at meetings where they are present in person, but may not represent the club as a delegate at a District, Multiple District or International convention.

They shall not be eligible to hold club, District, Multiple District or International office, nor District, Multiple District or International committee assignment. An Affiliate Member shall be required to pay District, Multiple District, International and such dues as the club may charge. This membership category shall be included in the club delegate formula calculation.

**(8) DISCOUNTED MEMBER:** A member of this club who pays discounted dues as a result of their family membership status, student status or participation in any other discounted membership program offered by the association who desires to retain membership in this club and meets the qualifications for discounted dues. The membership status shall be verified by the board of directors of this club. A Discounted Member shall be eligible to hold office in district or international meetings but shall pay such dues as the local club may charge which dues shall include district and international dues. This membership category shall not be included in the club delegate formula calculation.

**Section D. GOOD STANDING.** Any member who fails to pay any indebtedness due to this club within thirty (30) days after receipt of written notice from the secretary shall forfeit their good standing and shall so remain until such indebtedness is paid in full. Only members in good standing may exercise the voting privilege and hold office in this Club.

**Section E. DUAL MEMBERSHIP.** No person shall simultaneously hold membership, other than Honorary or Associate, in this and any other Lions Club.

**Section F. Attendance and Participation.:** The Club shall encourage regular attendance at Club meetings and activities.

**Section G. No appeal against rejection of Nomination for Invitation for Membership:** Any person in respect of whom a nomination for invitation for membership has been rejected shall not have any right of appeal against such rejection.

**Section H. Reinstatement of Membership:** Any member dropped from membership in good standing may be reinstated by the Club's Board of Directors, and will retain their prior Lions service record as part of their total Lions service record. Members that have been dropped from membership for more than twelve (12) months must be approved in accordance with Rule 5 Section B.

**Section I Transfer Membership:** This club may grant membership on a transfer basis to one who has terminated or is terminating their membership in another Lions club, provided that a member is in good standing at the time of transfer requested. If more than twelve (12) months have elapsed between termination of their membership in another club and submittal of completed transfer member form or

current membership card, they may acquire membership in this club only under the provisions of Rule 5 Section B of the Constitution. Members that wish to transfer from this club to another club must submit a transfer form to be completed by the Secretary. The Secretary is obligated to complete transfer form without delay unless the board of directors is withholding acceptance of the member's resignation and transfer due to the member's financial indebtedness to the club and/or failure to return any club funds or property.

#### **Section J. Register of members**

- (1) The management committee must keep a register of members of the association.
- (2) The register must include the following particulars for each member—
  - (a) the full name of the member;
  - (b) the postal or residential address of the member;
  - (c) the date of admission as a member;
  - (d) the date of death or time of resignation of the member;
  - (e) details about the termination or reinstatement of membership;
  - (f) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the association at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

### **RULE 6 - CLUB BRANCH PROGRAM**

**Section A BRANCH FORMATION:** The Club (herein after within this rule shall be referred to as the parent club) may form branches to permit the expansion of Lionism into geographical areas where and when circumstances do not support the formation of a charter club The branch shall meet as a subsidiary of the parent club and shall conduct service activities in its community.

**Section B MEMBERSHIP IN PARENT CLUB:** The members of the branch shall be granted membership in the parent club. Membership shall be in one of the categories listed in Rule 5, Section B.

**Section C FUNDRAISING:** Activity or public welfare monies raised by the branch by asking for public support shall be held in a fund established to record such purpose. They shall be distributed in the branch community unless otherwise specified. The Board of Directors of the parent club may authorise the branch coordinator to countersign cheques and vouchers authorised for payment by the parent club's Board of Directors.

**Section D DISSOLUTION:** The branch may be disbanded by a majority vote of the club membership in attendance of the parent club.

**Section E DESIGNATED CLUB BRANCH FUNDS.** In the event of dissolution of the branch club, any remaining branch club designated funds shall be returned to the parent club. In the event the branch club is converted into a newly chartered club, any remaining funds designated as branch club funds shall be transferred to the newly chartered club.

## **RULE 7- FEES AND DUES**

**Section A.** Each new, reinstated and transfer member shall pay the entrance fee that has been determined by the members of this Club. This fee shall include the current International Association entrance fee and shall be collected before such member is enrolled as a member of this Club and before the Secretary may report such member to Lions Clubs International; provided however, that the Board of Directors may elect to waive all or any part of the Club portion of said entrance fee as to any member granted membership by transfer or reinstatement within twelve months of termination of their prior Lions Club membership.

**Section B.** Each member of this Club as defined in Rule 5 Section C of this constitution shall pay regular annual dues that shall include an amount to cover current International Association, Multiple District and District dues and Club administration costs and the dues shall be paid in advance at such times as has been determined by the members of the Club as determined by the Board of Directors of this Club.

The Treasurer of this Club shall remit International Association, Multiple District and District dues to the parties, and at the times specified in the respective International Association, Multiple District and District Constitution and By Laws.

## **RULE 8- RESIGNATIONS.**

### **Section A. Resignation from the Board of Directors**

Any member of the Board of Directors / Management committee of this Club may resign from office and said resignation shall become effective upon acceptance thereof by the Board of Directors.

### **Section B. Resignation from the Club**

Any member of this club may resign from the Club, and said resignation shall become effective upon acceptance thereof by the Board of Directors. The Board may withhold acceptance, however, until all indebtedness has been paid, all Club funds and property have been returned. All right to use the name "LIONS", the emblem and other insignia of this Club and the International Association cease when membership has been terminated.

## **RULE 9- FORFEITURE OF MEMBERSHIP / RIGHT TO APPEAL**

**Section A.** The Secretary shall submit to the Board of Directors the name of any member who fails to pay any indebtedness due this Club within 60 days after receipt from the Secretary of written notice thereof. The Board shall thereafter decide whether the member shall be dropped or retained.

**Section B.** Any member may be expelled from the Club for cause by a two-thirds vote of the entire Board of Directors. All right to use the name "LIONS", the emblem and other insignia of this Club and the International Association shall cease when membership has been terminated. This Club shall remove members whose conduct has been deemed a violation of the international constitution and by laws and board policy and unbecoming a Lion by the International Office or otherwise face charter cancellation.

**Section C.** Any person who has had their membership terminated, shall have the right to lodge an appeal within 30 days of written receipt of the decision to terminate. Such appeal is to be heard at a special meeting called for the purpose during the next regular meeting of the Club, within 90 days, where that person shall be given the opportunity to fully present their case. The question of termination shall be determined by the vote of all members present and there shall be no right of appeal against the decision of the meeting.

## **RULE 10 - DISPUTE RESOLUTION PROCEDURE**

**Section 1. DISPUTES SUBJECT TO PROCEDURE:** All disputes arising between any member or members, or a former member or members, and the club, or any officer on the board of the club, relative to membership, or the interpretation, breach of, or application of the club's constitution and by-laws, or the expulsion of any member from the club, or any other internal Lions club matter whatsoever which cannot be satisfactorily resolved through other means, shall be settled by dispute resolution. Except as otherwise provided herein, any time limits specified in this procedure may be shortened or extended by the district governor, conciliator or the International Board of Directors (or its designee) upon a showing of good cause. All parties to any dispute subject to this procedure shall not pursue administrative or judicial actions during this dispute resolution process.

**Section 2. REQUEST FOR DISPUTE RESOLUTION AND FILING FEE.** Any party to the dispute may file a written request with the district governor (a "complaint") asking that dispute resolution take place. All requests for dispute resolution must be filed with the district governor within thirty (30) days after the member knew or should have known of the occurrence of the event upon which the request is based. A copy of the complaint shall be sent to the respondent(s). A complaint filed under this procedure must be accompanied by a US\$50.00 filing fee or its equivalent in the respective national currency, payable by each complainant to the district (single or sub-), which shall be submitted to the district governor at the time the complaint is filed. Each district (single or sub-) may determine whether a higher filing fee will be charged for filing a complaint under this procedure. Any such higher filing fee must be approved by majority vote of the district cabinet in advance of charging any fee for filing a complaint under this procedure and any such fee shall not exceed US\$250.00, or its equivalent in the respective national currency, payable to the district (single or sub-). The entire filing fee will be retained by the district (single or sub-) as an administrative fee and shall not be refunded to any party unless a refund procedure is approved by the district cabinet. All expenses incurred relative to this dispute resolution procedure are the responsibility of the district (single or sub-), unless established district (single or sub-) policy provides that all expenses incurred relative to this dispute resolution procedure shall be paid on an equal basis by the parties to the dispute.

**Section 3. RESPONSE TO COMPLAINT.** The respondent (s) to the complaint may file a written response to the complaint with the district governor within ten (10) days of receiving notice of the complaint. A copy of the response shall be sent to the complainant(s).

**Section 4. CONFIDENTIALITY.** Once a complaint has been filed, communications between the complainant(s), respondent(s), district governor and conciliator should be kept confidential to the extent possible.

**Section 5. SELECTION OF CONCILIATOR.** Within fifteen (15) days of receipt of the complaint, the district governor shall appoint a neutral conciliator to hear the dispute. The conciliator shall be a past district governor who is currently a member in good standing of a club in good standing, in the district (single or sub-) in which the dispute arises, other than the club which is a party to the dispute, and who is impartial on the matter in dispute and without loyalties to any party to the dispute. The District Governor shall notify the parties, in writing, of the name of the appointed conciliator. In the event an appointed conciliator is not acceptable to any party, the objecting party must submit a written statement to the district governor team (district governor, first vice district governor and second vice district governor) within ten (10) days of receiving the district governor's notice of appointment identifying all the reasons for such an objection. If no such objection is received, the conciliator shall be deemed acceptable to all parties. If the district governor team determines by a majority decision, in their sole discretion, that the party's written objection statement sufficiently demonstrates that the appointed conciliator lacks neutrality, the district governor team by a majority decision shall appoint a substitute conciliator who is currently a member in good standing of a club in good standing, in the district (single or sub-) in which the dispute arises, other than the club which is a party to the dispute, or from an adjacent district, and who is impartial on the matter in dispute and without loyalties to any

party to the dispute. Otherwise, the district governor team by a majority decision shall issue their denial of the objection(s) and confirm the appointment of the original conciliator, in writing, to all parties. The district governor team's decision and appointment shall be determined within fifteen (15) days of receiving any party's written objection statement. Upon appointment, the conciliator shall have all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure. The time limits in this Section 5 may not be shortened or extended by the district governor or the district governor team. If the district governor does not appoint a conciliator to hear the dispute within fifteen (15) days of receipt of the complaint, the Legal Division will appoint a conciliator to hear the dispute. The conciliator shall be a past district governor who is currently a member in good standing of a club in good standing, in the district (single or sub-) in which the dispute arises, other than the club which is a party to the dispute, and who is impartial on the matter in dispute and without loyalties to any party to the dispute.

The Legal Division shall notify the parties, in writing, of the name of the appointed conciliator. In the event an appointed conciliator is not acceptable to any party, the objecting party must submit a written statement to the Legal Division within ten (10) days of receiving the Legal Division's notice of appointment identifying all the reasons for such an objection. If no such objection is received, the conciliator shall be deemed acceptable to all parties. If the Legal Division determines, in their sole discretion, that the party's written objection statement sufficiently demonstrates that the appointed conciliator lacks neutrality, the Legal Division shall appoint a substitute conciliator as provided above. Otherwise, the Legal Division shall issue their denial of the objection(s) and confirm the appointment of the original conciliator selected by the Legal Division, in writing, to all parties. The Legal Division's decision and appointment shall be determined within fifteen (15) days of receiving any party's written objection statement. Upon appointment, the conciliator shall have all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure.

**Section 6. CONCILIATION MEETING & DECISION OF CONCILIATOR.** Upon being appointed, the conciliator shall arrange a meeting of the parties for the purpose of conciliating the dispute. The meeting shall be scheduled within thirty (30) days of the appointment of the conciliator. The objective of the conciliator shall be to find a prompt and amicable resolution to the dispute. If such conciliation efforts are unsuccessful, the conciliator shall have the authority to issue their decision relative to the dispute. The conciliator shall issue the decision in writing no later than thirty (30) days after the date on which the initial meeting of the parties was held, and the decision shall be final and binding on all parties. A copy of the written decision shall be provided to all parties, the district governor and, upon request, to the Legal Division of Lions Clubs International. The decision of the conciliator must be consistent with any applicable provisions of the International, Multiple District and District Constitutions and By-Laws and policies of the International Board of Directors, and is subject to the authority of and further review by the International Board of Directors at the sole discretion of the International Board of Directors or its designee. Failure to comply with the final and binding decision of the conciliator constitutes conduct unbecoming a Lion and is subject to loss of membership privileges and /or charter cancellation.

**Section 7. REPRESENTATION FOR GRIEVANCE PROCEDURE.**

1. A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure.
2. If a party appoints a person under subrule (1) to be the party's representative, the party must give written notice of the appointment to each of the following entities—
  - a) the other party to the dispute;
  - b) the management committee;
  - c) if a mediator has been appointed before the party appoints the representative—the mediator.
3. A representative who acts for a party at a mediation must—
  - a) have sufficient knowledge of the matter, the subject of the dispute to be able to represent the party effectively; and
  - b) be authorised to negotiate an agreement for the party.

## **Section 8. ELECTRONIC COMMUNICATION FOR GRIEVANCE PROCEDURE**

Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agrees.

## **RULE 11 - OFFICERS.**

**Section A.** The Officers of this Club shall be a President, Immediate Past President, Vice President(s), Secretary, Treasurer, Service Chairperson, Marketing Chairperson, Membership Chairperson.

**Section B.** No person shall be eligible to hold office in this Club unless they are an active member in good standing.

**Section C.** No Officer shall receive any compensation for any service rendered to this Club in any official capacity.

**Section D.** REMOVAL: Any officer of this Club may be removed from office for good cause by Two Thirds (2/3) vote of all members present at the meeting.-Before the question of removal has been determined by the vote, the Officer concerned shall be given the opportunity to fully present their case. There shall be no right of appeal against the decision of the meeting.

## **RULE 12 - BOARD OF DIRECTORS / MANAGEMENT COMMITTEE**

**Section A.** The members of the Board of Directors / Management Committee shall be the Club Officers (refer Rule 11 Section A) in addition to the other members elected to the Board. These positions may include Program Coordinator, Club LCIF Coordinator, Safety Officer, Lion Tamer, Tail Twister, Child Safe Officer.

**Section B.** Regular meetings of the Board of Directors shall be held monthly at such time and place as the Board shall determine.

**Section C.** Special meetings of the Board of Directors shall be held when called by the President, or when requested by Three (3) or more members of the Board of Directors, at such time and place as the President shall determine.

### **Section D. QUORUM**

(1) The presence in person of a majority of its members shall constitute a quorum at any meeting of the Board of Directors. Except as otherwise specifically provided, the act of a majority of the Board Members present at any meeting of the Board shall be the act and decision of the entire Board of Directors.

(2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.

(3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—

(a) the meeting is to be adjourned for at least 7 days; and

(b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.

(4) If, at an adjourned meeting mentioned in sub rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

**Section E. DUTIES AND POWERS:** In addition to those duties and powers, express and implied, set forth elsewhere in Statutory Regulations and this Constitution and By-Laws, the Board of Directors

shall have the following duties and powers:

- (1) It shall constitute the Management Committee within the meaning of the Associations Incorporation Act and the Executive Board of this Club and be responsible for the execution, through the Club Officers, of the policies approved by this Club. All new business and policy of this Club shall be considered and shaped, first, by the Board of Directors for presentation to and approval by the Club members at a regular or special Club meeting.
- (2) Except as otherwise provided by these rules and subject to resolutions of the members of the Club carried at any general meeting, the Board of Directors/Management Committee: -
  - (a) Shall have the general control and management of the administration of the affairs, property and funds of the Club; and
  - (b) Shall have the authority to interpret the meaning of these Rules and any matter relating to the Club on which these rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- (3) It shall authorise all expenditures and shall not create any indebtedness beyond the current income of this Club, nor authorise disbursement of Club funds for purposes inconsistent with the business and policy authorised by the Club Membership.
- (4) It shall have the power to modify, override or rescind the action of any Officer of this Club.
- (5) Subject to the requirements of any statutory or regulatory provision from time to time in force, an audit of the funds of the Club shall be conducted at such times as the Board of Directors by resolution shall determine or if specifically requested by the majority vote of Club members. Any member of this club in good standing may inspect any such audit upon request at a reasonable time and place.
- (6) It shall appoint, on recommendation of the Finance Sub-Committee, a bank, banks or other financial institutions for the deposit of the funds of this Club.
- (7) It shall appoint the surety for the bonding of any Officer of this Club.
- (8) It shall not authorise, nor permit, the expenditure, for any administration purpose, of the net income of projects or activities of this Club by which funds are raised from the public.
- (9) It shall submit all matters of new business and policy to the respective standing or special Club Sub-Committee for study and recommendation to the Board.
- (10) It shall maintain at least two separate funds governed by generally accepted accounting practices. The first fund to record administration monies such as dues, tail twisting fines and other internally raised Club funds. A second fund shall be established to record activity or public welfare monies raised by asking support from the public. Disbursement from such funds shall be in strict compliance with Section E (8) of this Rule 12.

#### **Section F. MINUTES OF BOARD OF DIRECTORS MEETINGS**

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

#### **Section G. DOCUMENTS**

The Board of Directors must ensure the safe custody of books, documents, instruments of title and securities of the association.

#### **Section H. PROCEDURE AT BOARD OF DIRECTORS MEETING**

- (1) A member of the Board of Directors may take part and vote in a management meeting in person, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in sub rule (1) is taken to be present at the meeting.
- (3) At each Board of Directors meeting—
  - (a) the president is to preside as chairperson; and



- (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Vice President next in rank shall preside as chairman. Should the presidents or vice presidents be absent than the members present must elect 1 of their number to be chairperson of the meeting; and
- (c) the chairperson must conduct the meeting in a proper and orderly way.

### **Section I. FUNDS AND ACCOUNTS.**

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Board of Directors.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
  - (a) the president;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) any 1 of 3 other members of the association who have been authorised by the Board of Directors to sign cheques issued by the association.
- (6) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed “not negotiable”.
- (8) A petty cash account must be kept on the imprest system, and the Board of Directors must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at a Board of Directors meeting.
- (10) Public (activity) Funds. All funds raised from the public must be returned to public use, including money accumulated from invested public funds. The only deductions that may be made from the activity account are the direct operating expenses of the fundraising activity. Money accumulated from interest must also be returned to public use.
- (11) Administrative Funds. Administrative funds are supported through contributions from members through dues, fines and other individual contributions.

### **RULE 13 - NOT FOR PROFIT STATUS / INCOME & PROPERTY**

The Assets and Income of the Club shall be applied solely in furtherance of the Purposes of the Club as set forth in this Constitution and no portion shall be distributed, directly or indirectly to the members of this Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.

### **RULE 14 - CLUB OFFICER NOMINATION & ELECTION PROCEDURE**

The Officers of this Club (see rule 12 section A) excluding the immediate Past President shall be nominated and elected as follows:

- Section A.** A nomination meeting shall be held prior to 31<sup>st</sup> of March of each year, with the date and place of such meeting to be determined by the Board of Directors and fourteen (14) calendar days prior written notice thereof shall be given to each member of the Club by the Secretary, by mail, electronic medium or personal delivery.

- Section B.** The President shall appoint a nominating sub-committee, which shall submit the names of Candidates for the various Club Offices to the Club at the nomination meeting. At this meeting nominations for all offices to be filled in the succeeding financial year may also be made from the floor. Only members in good standing may hold office in this club.
- Section C.** If in the interim between the nomination meeting and the election meeting any nominee is unable for any reason to serve in the office to which they were nominated and for which office there was no other nominee, the nominating sub-committee shall submit, at the election meeting, names of additional nominees for that office.
- Section D.** An election meeting shall be held no later than April 15 of each year, at a time and place determined by the Board of Directors, and fourteen (14) calendar days prior written notice thereof shall be given to each member of the Club by the Secretary, by mail, electronic medium or personal delivery. Such notice shall include the names of all nominees approved at the preceding nomination meeting, a statement that these nominees will be voted upon at this election meeting. No nominations may be made from the floor at the election meeting except under Section C above.
- Section E.** Subject to the provisions of Sections F of this Rule 14, all Officers, other than elected Directors, shall be elected annually and shall take office on July 1st, and shall hold office for one year from that date, or until their successors shall have been elected and qualified. The secretary shall promptly report the newly elected officers to the International Office and the Lions District 201Q3 Cabinet Secretary, within 15 days of the election.
- Section F.** One-half of the Directors shall be elected annually and shall take office on the July 1st next following their election, and shall hold office for two years from that time, or until their successors shall have been elected and qualified, with the exception that at the first election held after the adoption of this Constitution and By-Laws, one-half of the Directors shall be elected for two year terms and the other one-half of the Directors shall be elected for one year terms.
- Section G.** An election shall be conducted by secret ballot by those present and qualified to vote using the preferential system of voting as set out in the Commonwealth Electoral Act for the election of Members of the House of Representatives. Only members in good standing may exercise the voting privilege in this club.

## **RULE 15 - VACANCIES**

**Section A.** If the office of President or of any Vice President shall become vacant for any reason, the Vice Presidents shall advance in office, according to their rank. In the event such provision for advancement shall fail to fill the office of President, or any office of Vice President, the Board of Directors shall call a special election meeting, the said Board shall determine the time and place, and such office shall be filled at the meeting.

Fourteen (14) calendar days prior written notice shall be given to each member of the Club by the Secretary, by mail, electronic medium or personal delivery.

In the event of a vacancy in any other office, the Board of Directors shall appoint a member to fill the unexpired term.

In the event vacancies shall be of such number as to reduce the number of Directors to less than the number required for a quorum, the membership of the Club shall have power to fill such vacancies by an election to be held at any regular meeting of the Club upon prior notice, in the manner, specified in Section B hereinafter. Such notice may be given by any remaining Officer or Director, but if none, then by any member.

**Section B.** In the event any officer-elect, before their term of office commences, is unable or refuses for any reason to serve therein, the President may call a special nomination and election meeting to elect a replacement for such officer-elect and fourteen (14) calendar days prior written notice thereof shall be given to each member of the Club by the Secretary, by mail, electronic medium or personal delivery setting forth the purpose, time and place thereof. The election shall be held immediately after nominations have been closed and a preferential vote shall be necessary for election.

## **RULE 16 - CLUB MEETINGS**

**Section A. REGULAR MEETINGS/EVENTS** of this Club shall be held at a times and places recommended by the Board of Directors, and approved by the Club. Except as otherwise specifically provided in this Constitution and By-Laws, notice of regular meetings shall be given in such a manner, as the Board of Directors deems proper. (It is recommended that Clubs hold a regular meeting / event at least once each month)

**Section B. SPECIAL MEETINGS** of the Club may be called by the President, in their discretion, and shall be called by the President when requested by the Board of Directors, at a time and place determined by the person or body requesting the same. In the event the President fails to call a special meeting at the request of the Board of Directors, the majority Board of Directors shall be authorized to call the meeting at a time and place determined by the Board of Directors. Fourteen (14) calendar days prior written notice thereof shall be given to each member of the Club by the Secretary, by mail, electronic medium or personal delivery setting forth the purpose, time and place thereof.

**Section C. A CHARTER NIGHT ANNIVERSARY MEETING** of the Club may be held each year, at which time special attention may be devoted to the Purposes and Ethics of Lionism, and the history of the Club.

**Section D. AN ANNUAL INSTALLATION MEETING** of the Club shall be held in June or July of each year at a time and place determined by the Board of Directors, at which meeting the final report of the retiring President shall be read and newly elected Officers shall be installed.

**Section E. AN ANNUAL GENERAL MEETING** of the Club shall be held in conjunction with a regular meeting of the Club within 6 months of the close of the financial year at a time and place determined by the President and/or the Board of Directors and fourteen (14) calendar days prior written notice thereof shall be given to each member of the Club by the Secretary, by mail, electronic medium or personal delivery.

The business transacted at the Annual General Meeting shall include: -

- (1) Confirmation that the minutes of the previous Annual General Meeting are accurate.
- (2) The receipt and adoption of the Auditors report, if required in terms of Rule 12 section E (5), on the statements of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of this Club during the last financial year

or

A resolution prepared on behalf of the Club stating - The association's financial records show the association keeps adequate financial records that correctly record and explain transactions and enable a true and fair financial statement to be prepared.

- (3) Any retiring Officer may give a final report on their Club responsibilities during the last financial year.
- (4) Ratifying the results of the Election Meeting.
- (5) The appointment of a Club Auditor if required, or the appointment of an approved person to verify the annual financial statements and complete the verification statement.
- (6) General Business. The notice provisions in Rule 20 Section B shall apply to any general business.

## **Section F. QUORUM**

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the Board of Directors at the close of the association's last general meeting plus 1.
- (2) However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association—
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under sub rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

**Section G.** Only members in good standing may exercise the voting privilege and hold office in this Club.

**Section H.** Except as otherwise specifically provided, the act of a majority of the members present at any meeting of the Club shall be the act and decision of the entire Club.

## **Section I. MINUTES OF GENERAL MEETINGS**

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes—
  - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made—
  - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the member copies of the minutes of the meeting.
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

## **Section J. PROCEDURE AT GENERAL MEETING**

- (1) A member may take part and vote in a general meeting in person, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in sub rule (1) is taken to be present at the meeting.

- (3) At each general meeting—
  - (a) the president is to preside as chairperson; and
  - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Vice President next in rank shall preside as chairman. Should the presidents or vice presidents be absent than the members present must elect 1 of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

**Section K. ALTERNATIVE MEETING FORMATS.**

Regular and/or special meetings of this club and/or board of directors may be held through the use of alternative meeting formats, such as teleconference and/or web conference upon initiation of the President or by any three (3) members of the board of directors.

**Section L. BUSINESS TRANSACTED BY MAIL.**

This club may transact business by mail (including letters, electronic mail, facsimile transmission) provided that no such action shall be effective until approved in writing by two-thirds (2/3) of the entire number of the club. The president or any three (3) members of said board may initiate such action.

**RULE 17 - COMMON SEAL**

- (1) This Club may have a common seal.
- (2) The Management Committee shall provide for the safe custody of the common seal.
- (3) The common seal shall not be used except by the authority of a resolution by the Board of Directors. This resolution must be endorsed by the Club membership at a regular or special meeting.
- (4) The common seal shall be affixed to a document in the presence of the President who shall sign every instrument to which the common seal has been affixed. The Secretary or the Treasurer shall countersign the affixation of the seal. The Secretary shall keep a record of all documents to which the seal has been affixed.

**RULE 18 - FINANCIAL YEAR**

The financial year of this Club shall be July 1 through June 30.

**RULE 19 - DELEGATES TO INTERNATIONAL, DISTRICT AND MULTIPLE DISTRICT CONVENTIONS**

**Section A. DELEGATE ENTITLEMENT INTERNATIONAL CONVENTION:**

Inasmuch as The International Association of Lions Clubs is governed by Lions Clubs in convention assembled, and in order that this Club may have its voice in Association matters, this Club shall have power to pay the necessary expenses of its delegates to each annual convention of the International Association. This Club shall be entitled in any convention of this Association, to one (1) delegate and one (1) alternate for every twenty five (25), or major fraction thereof, of its members as shown by the records of the international office on the first day of the month last preceding that month during which the convention is held, PROVIDED, however, that this Club shall be entitled to at least one (1) delegate and one (1) alternate. The major fraction referred to in this section shall be thirteen (13).

**Section B. DELEGATE ENTITLEMENT DISTRICT / MULTIPLE DISTRICT CONVENTION:**

In as much as all District / Multiple District matters are presented and adopted at the District / Multiple District conventions, this Club shall be entitled to send its full quota of delegates to all such conventions and have power to pay the necessary expenses of such delegates attending such conventions. This Club shall be entitled in each annual convention of its District / Multiple District to one (1) delegate and one (1) alternate for each ten (10) members who have been

enrolled for at least one year and a day in this club, or major fraction thereof, of this Club as shown by the records of the international office on the first day of the month last preceding that month during which the convention is held, PROVIDED, however, that this Club shall be entitled to at least one (1) delegate and one (1) alternate. Each certified delegate present in person shall be entitled to cast one (1) vote of their choice for each office to be filled by, and one (1) vote of their choice on each question submitted to, the respective convention. The major fraction referred to in this section shall be five (5).

**Section C. SELECTION OF CLUB DELEGATE(S) AND ALTERNATE(S).**

The Board of Directors or its designated committee shall name and appoint, subject to approval of the club membership, the delegates and alternates of this club to district / multiple and international conventions. Eligible delegates must be members in good standing in the club.

**RULE 20 - AMENDMENTS**

**Section A.** This Constitution may be amended at any regular or special meeting of this Club, at which a quorum is present, by the affirmative vote of three quarters 3/4 of the members present in person and voting, provided the Board of Directors has previously considered the merits of the amendments.

**Section B.** No amendment shall be put to vote, unless written notice thereof, stating the proposed amendment, shall have been published to the member through regular post or electronic means or delivered personally to each member of this Club at least fourteen (14) days prior to the meeting at which the vote on the proposed amendment is to be taken.

**Section C.** However, an amendment, repeal or addition is valid only if registered by the Chief Executive.

**RULE 21 - EXCLUSION OF SECTION 47 IN PART 5 OF THE ASSOCIATIONS INCORPORATION ACT 1981 (MODEL RULES WILL NOT APPLY)**

Section 47 in Part 5 of the Associations Incorporation Act 1981 does **not** apply to this Incorporated Association.

**RULE 22- DISSOLUTION / WINDING UP OF CLUB**

- i) The Club may be wound up by its members, subject to the adoption of a special resolution to wind up the Club at a General Meeting, carried by a **3/4** majority of Club Members present and voting thereon.
- ii) If the Club is wound up, following the payment of all debts and other liabilities (including the costs of winding up) any remaining assets: -
  - a. Must not be distributed to the members or former members of the Club and;
  - b. Subject to the requirements of Australian Law and any Australian Court Order, must be distributed to another organisation with similar purposes which is a charitable and/or not-for-profit and not carried on for the profit or personal gain of members.
- iii) In making distributions upon winding up, the Club must satisfy any obligations that apply to assets over which a trust exists."

**RULE 23- BY-LAWS**

Subject to this Constitution, the Club by notice of motion submitted to (in accordance with Rule 20 Section B) and approved by a majority of members at any regular or special meeting of the Club shall have the power to make By-Laws as may be necessary for the conduct and administration of the Club.

**RULE 24 - POLICY MINUTES**

Subject to this Constitution and By-Laws, this Club may adopt such policy minutes as may be necessary for the day to day conduct and administration of the Club. Such policy minutes may be amended or repealed (without notice of motion) by the vote of a majority of Club Members at any regular or special Club meeting. These Policy Minutes are to be adopted at the first meeting for each ensuing Lions year.

**BY-LAWS of the LIONS CLUB of XXXXXXXXXXXX INC.**

**By-Law No. 1**

This Club shall not endorse or recommend any candidate for public office, nor shall partisan politics or sectarian religion be debated by Club Members in meetings of this Club.

**By-Law No. 2**

Except to further their progress in Lionism, no Officer or Member of this Club shall use their membership as a means of furthering any personal, political, or other aspiration, nor shall the Club, as a whole, take part in any movement not in keeping with its Ethics and Purposes.

**By-Law No. 3**

No funds shall be solicited from members of the Club during meetings by any individual or individuals who are not members of the Club. Any suggestion or proposition made at any meeting of this Club calling for the expenditure of money for other than the regular obligations shall be referred to the Board of Directors for further review.

**By-Law No. 4**

**DUTIES OF CLUB OFFICERS.**

Section 1. **PRESIDENT.** The responsibilities for this position shall be as follows:

- (a) Serve as chief executive officer for this club.
- (b) Preside at all meetings of the board of directors of this club.
- (c) Chair the Club Global Action Team and ensure the following:

- (1) Ensure the election of qualified Lion leaders for the position of club service chairperson, club membership chairperson and club vice president, who will serve as the leadership chairperson.
  - (2) Ensure regular meetings to discuss and advance initiatives established by the Global Action Team.
  - (3) Collaborate with the district Global Action Team and other club presidents to further initiatives focused on expanding humanitarian service, leadership development and membership growth.
- (d) In collaboration with the club officers and committee chairpersons, implement a plan for membership growth, community engagement, operational improvement and the fulfillment of humanitarian services as presented and approved by the club's board of directors.
  - (e) Issue the call for regular meetings and special meetings of the board of directors of this club.
  - (f) Appoint standing and special committees and cooperate with chairpersons to effect regular functioning and reporting of such committees.
  - (g) See that regular elections are duly called, noticed and held.
  - (h) Ensure the club is operating in accordance with local laws.
  - (i) Ensure proper administration of club operations by ensuring that all club officers and members adhere to the club's Constitution and By-Laws and the International Constitution and By-Laws.
  - (j) Encourage diplomacy and solve disputes in a fair and transparent fashion utilizing the Dispute Resolution Procedure if needed.
  - (k) Be an active member of the district governor's advisory committee of the zone in which this club is located.
  - (l) Serve as a mentor to vice presidents to ensure the continuance of effective leadership.

**Section 2. IMMEDIATE PAST PRESIDENT.** The Immediate Past President and the other past presidents shall serve as mentors to the club president and vice presidents and serve as the club LCIF coordinator unless they are unable at which time this position may be filled by another club member.

**Section 3. FIRST VICE PRESIDENT.** The responsibilities for this position shall be as follows:

- (a) Conduct an annual club quality assessment and collaborate with the club officers, specifically members of the club's Global Action Team and other committee chairpersons during their term as first vice president to develop a plan for membership growth, community engagement, and the fulfillment of humanitarian services to be presented and approved by the board of directors during their term as president.
- (b) Serve as a key member of the club's Global Action Team as the club Leadership Chairperson and along with other members of the leadership committee:
  - (1) Ensure that new members are provided with an effective orientation so new members understand how the club operates within its district, multiple district and Lions Clubs International, with the support of the Club Membership Chairperson.
  - (2) Ensure current and/or incoming club officers attend training, offered by the district and/or via the Lions Learning Center (LLC)
  - (3) Communicate to the District Global Leadership Coordinator the need for training, the names of potential new leaders and the leadership development activities that club members attend.



- (4) Identify potential leaders and encourage their development as future leaders.
  - (5) Encourage members to participate in leadership training offered by the district, multiple district and Lions Clubs International.
- (c) Take a key role in membership retention and ensure organisational excellence by measuring member satisfaction and utilizing feedback to improve club operations.
  - (d) Understand the club's role in district activities and events.
  - (e) Network with the officers of other clubs to gain ideas that may be applied to the club.
  - (f) Gain in-depth knowledge of district, multiple district initiatives that support leadership development, membership growth and the expansion of humanitarian service.
  - (g) Be an active member of the district governor's advisory committee of the zone in which this club is located.
  - (h) If the president is unable to perform the duties of their office for any reason, the vice president next in rank shall occupy their position and perform their duties with the same authority as the president.
  - (i) Oversee the functioning of such committees of this club as the president shall designate.

Section 4. **VICE PRESIDENT(S)**. If the president is unable to perform the duties of their office for any reason, the vice president next in rank shall occupy their position and perform their duties with the same authority as the president. Each vice president shall, under the direction of the president, oversee the functioning of such committees of this club as the president shall designate.

Section 5. **SECRETARY**. They shall be under the supervision and direction of the president and the board of directors and shall act as the liaison officer between the club and the district (single, sub- and multiple) in which this club is located, and the association. The responsibilities for this position shall be as follows:

- (a) Submit regular monthly and other reports to the international office of the association containing such information as may be called for by the board of directors of this association.
- (b) Submit to the district governor's cabinet such reports as it may require.
- (c) Be an active member of the district governor's advisory committee of the zone in which the club is located.
- (d) Have custody and keep and maintain general records of this club, including records of minutes of club and board meetings; attendance; committee appointments; elections; member information, addresses and telephone numbers of members; members club accounts.
- (e) Give bond for the faithful discharge of their office in such sum and with such surety as determined by the board of directors.
- (f) Deliver, in a timely manner, at the conclusion of their term in office, the general records of the club to their successor in office.

Section 6. **TREASURER**. The responsibilities for this position shall be as follows:

- (a) Receive all monies, from the secretary and otherwise, and deposit the same in a bank or banks recommended by the finance committee and approved by the board of directors.
- (b) Arrange for issuance, in cooperation with the secretary, quarterly or semi-annual statements to each member for dues and other financial obligations owed to this club and report payments to the Board of Directors.
- (c) Pay out monies in payment of club obligations only on authority given by the board of directors.
- (d) Have custody and keep and maintain general records of club receipts and disbursements.
- (e) Prepare and submit monthly and semi-annual financial reports to the board of directors of this club.
- (f) Give bond for the faithful discharge of their office in such sum and with such surety as determined by the board of directors.
- (g) Deliver, in a timely manner, at the conclusion of their term in office, the financial accounts, funds and records of the club to their successor in office.
- (h) Serves as chairperson for the finance committee.

Section 7. **MEMBERSHIP CHAIRPERSON.** The responsibilities for this position shall be as follows:

- (a) Serve as a key member of the club's Global Action Team as the club Membership Chairperson.
- (b) Collaborate with the District Global Action Team on membership initiatives, and participate in relevant district, region and zone meetings and events.
- (c) Develop and lead a membership committee to help implement action plans to achieve the club's membership goals and to positively increase the member experience.
- (d) Encourage all members to participate in membership growth by inviting prospective members to the club. Follow up with prospective members promptly.
- (e) Promote a harmonious club atmosphere by listening to and addressing, with the support of the club board of directors, concerns that prevent a positive member experience. This may include a survey or other opportunities for feedback.
- (f) Engage new members in activities that are of interest to the member.
- (g) Collaborate with the club service chairperson as well as other club committees to promote membership opportunities.
- (h) Understand the different membership types and programs offered and promote membership programs to club members.
- (i) Ensure that new members are provided with an effective orientation so new members understand how the club operates within its district, multiple district and Lions Clubs International, with the support of the Club First Vice President/Club Leadership Chairperson.

- (j) Attend the district governors advisory committee meeting of the Zone in which this club is located when appropriate

Section 8. **SERVICE CHAIRPERSON.** The responsibilities for this position shall be as follows:

- (a) Serve as a key member of the club's Global Action Team as the club Service Chairperson.
- (b) Collaborate with the District Global Service Coordinator, club LCIF coordinator, district leaders, members of the club's service committee and others to develop and communicate annual service goals and action plans. Goals and Action plans should address current community needs and or LCI's global causes, and could be comprised of advocacy and fundraising in addition to direct service to beneficiaries.
- (c) Lead the service committee to implement the club's service action plans in order to achieve the club's service goals.
- (d) Incorporate opportunities for local youth and Leos to engage in all aspects of service activities, including goal setting, implementation, project evaluation and reporting.
- (e) Report service activities to Lions Clubs International.
- (f) Serve as a club resource on current community needs by monitoring the service activities of other service clubs, developing community partnerships to expand service, and utilizing tools and resources offered by Lions Clubs International and Lions Clubs International Foundation.
- (g) Increase member satisfaction by encouraging participation and engagement in service projects.
- (h) Collaborate with the club membership chairperson and other club committees to promote membership opportunities to non-Lions during service projects.
- (i) Attend the district governor's advisory committee meeting of the zone in which this club is located when appropriate.

Section 9. **MARKETING CHAIRPERSON.**

The responsibilities for this position shall be as follows:

- (a) Develop and implement an annual marketing plan in collaboration with the club membership chair. The plan should consider internal and external audiences, including club members, social media news media, supporters/sponsors and potential new members.
- (b) Collaborate directly with the Global Action Team to stay connected to all membership, leadership, and service programs, projects, and events.
- (c) Understand global brand guidelines and support proper use of brand materials in club events and service projects.
- (d) Promote the work of the club on social media. Develop a social media post calendar to follow club service, community involvement, and membership activities.
- (e) Work closely with the club membership chairperson to target and reach out to new potential club members.

- (f) Develop club marketing and public relations talking points for club members. Use word of mouth marketing tactics to promote the club and recruit new members.
- (g) Working with club leadership, submit marketing award application for consideration for the Lions International Marketing Award.
- (h) Motivate members to be brand ambassadors. Encourage members to take photos, share on social media, wear brand apparel, and share Lions messages during community involvement opportunities.
- (i) Publicize club activities, including service projects, fundraisers, donations, Lions Clubs International sponsored contests and other newsworthy accomplishments both internally and externally via the news media, social media, and other effective means.
- (j) Assist the club president in communicating information from the district, multiple district and international headquarters with the club members.
- (k) Attend the district governor's advisory committee meeting of the zone in which this club is located when appropriate.
- (k) Participate in meetings held by the district marketing chairperson.

## **BY LAW 5**

### **Board of Directors**

In addition to the club officers, the following chairpersons, if elected, may serve on the Board of Directors in addition to any other elected position that the club find's necessary.

Section 1. **PROGRAM COORDINATOR.** They improve general meetings and keep members informed of topics of importance to members by scheduling speakers and entertainment for general meetings based on the interests of club members. The program coordinator obtains permission for speakers from the president, informs the club secretary for inclusion on the agenda and informs the marketing chairperson to ensure effective communication. They welcome the speaker on arrival and ensures proper seating and welcoming during the event.

Section 2. **CLUB LCIF COORDINATOR.** They communicate the mission and success of LCIF and its importance to Lions Clubs International, implement LCIF development strategies within the club and collaborates with LCIF district coordinator to promote LCIF in the local area to ensure alignment with district goals. This position also collaborates with the club service chairperson and the Global Action Team to support club initiatives.

Section 3. **SAFETY OFFICER** They ensure that safety measures are in place by reviewing activities to identify potential hazards, completing the self-inspection checklist as available from Lions Australia, ensuring adequate supervision and acquiring proper insurance coverage. In the event of an incident, they gather and report all significant information relevant to the incident to the insurance company in a timely manner.

Section 4. **LION TAMER (Optional).** The Lion tamer shall have charge of and be responsible for the property and paraphernalia of the club, including flags, banners, gong, gavel. They shall put each in its proper place before each meeting and return the same to the proper storage area after each meeting. They shall act as sergeant-at-arms at meetings, see that those present are properly seated, and distribute

bulletins, favors and literature as required at club and board meetings. They shall give special attention to assure that each new member sits with a different group at each meeting so that they can become better acquainted.

Section 5. **TAIL TWISTER** (Optional). They shall promote harmony, good fellowship, life and enthusiasm in the meetings through appropriate stunts and games and the judicious imposition of fines on club members. There shall be no ruling from their decision in imposing a fine, provided, however, that no fine shall exceed an amount fixed by the board of directors of this club, and no member shall be fined more than twice at any one meeting. The tail twister (optional) may not be fined except by the unanimous vote of all members present. All monies collected by the tail twister (optional) shall be immediately turned over to the treasurer and a receipt be given.

Section 6. **DIRECTOR**. They provide additional oversight and approval for items placed before the board of directors. The term of office is two-years in duration.

#### Section 7. **CHILD SAFE OFFICER**

The appointed Club Child Safe Officer guides and supports members and takes a lead role in implementing the Club's Strategy as directed by the Club Board. Principal duties include (but not limited to):

- (a) undertaking review of the Strategy:
  - 1) annually or as required following-up on disclosure or suspicion of harm
  - 2) as identified in Lions Australia Child Safe Policy or Blue Card system updates
- (b) coordinating annual refresher training of Club members
- (c) managing Club Blue Card register
- (d) responding to request for assistance from cardholders and applicants
- (e) submitting regular reports to Club Board on:
  - 1) validity of Blue Cards holders
  - 2) follow-up action regarding members without valid cards
  - 3) measures to ensure Club activities comply with the Strategy
  - 4) improvements and opportunities to raise awareness and understanding
- (f) actioning disclosures or suspicion of harm including historic allegations
- (g) follow up when a breach in the Strategy has been identified
- (h) Records Management compliance.

### **By-Law No. 6**

Section 1. **STANDING COMMITTEES**. The following standing committees may be appointed by the club president, with the exception of chairperson positions that serve on the Board of Directors, which would require election. Additional committees may be established as determined by the club's Board of Directors.

- (a) **GLOBAL ACTION TEAM**. Chaired by the club president and includes the club first vice president (serving as the leadership chairperson), the club membership chairperson and the club service chairperson and supported by the club marketing chairperson. With the support of the board of directors, develops and initiates a coordinated plan to expand humanitarian service, achieve membership growth, and develop future leaders. Meets regularly with club members to discuss the progress of the plan and initiatives that may support the plan. Collaborates with members of the district Global Action Team to learn about initiatives and best practices. Shares activities, achievements and challenges with members of the Global Action Team. Attends the

District Governor Advisory Committee meeting and other zone, region, district or multiple district meetings that feature service, membership or leadership initiatives to exchange ideas and gain knowledge that may be applied to club practices.

- (b) **CONSTITUTION AND BY-LAWS COMMITTEE.** Interprets the club constitution and by-laws and may be charged with facilitating changes in accordance with amendment procedures.
- (c) **FINANCE COMMITTEE.** Chaired by the club treasurer to establish a detailed budget for the approval of the club's board of directors, ensure proper documentation and authorisation of funds, arrange for the annual audit of club accounts, if necessary, and ensure the delivery of all financial information to the successor committee.
- (d) **MEMBERSHIP COMMITTEE.** Chaired by the membership chairperson to ensure membership growth by reaching new markets, actively recruiting members and ensuring member satisfaction. This committee also verifies the qualifications of potential members who are considered by the club's Board of Directors and noted in rule 5 section B, of the Club Constitution. The membership committee should include last year's membership chairperson, vice membership chairperson and any club members interested in new member recruitment and/or member satisfaction.
- (e) **MARKETING COMMITTEE.** Chaired by the club marketing chairperson, the marketing committee supports the development of a club marketing plan. With the support of the board of directors, the marketing committee ensures effective communication with the club and the public to build public awareness and improve visibility of the club's activities in the community
- (f) **SERVICE COMMITTEE.** Chaired by the club service chairperson. Assists in developing service goals and action plans, identifying potential projects, guiding project planning and implementation and involving club members in meaningful service. Coordinates and ensures the effective leadership of service projects relating to the global service framework by supporting chairpersons assigned to each club service initiative. This committee may also be responsible for applying for relevant LCIF, ALF and other community grants and developing community partnerships as approved by the club's board of directors.
- (g) **INFORMATION TECHNOLOGY COMMITTEE.** Assists members by providing access and/or support to online tools and communication as needed. May also provide support and/or serve as the club webmaster.
- (h) **LEADERSHIP COMMITTEE.** Chaired by the first vice president. Notifies club members of training opportunities offered by the district, multiple district and Lions Clubs International as well as non-Lion programs that could benefit club members.

**Section 2. SPECIAL COMMITTEES.** From time to time, the president may appoint, with the approval of the board of directors, such special committees as may be necessary in their judgment or the judgment of the board of directors.

**Section 3. PRESIDENT EX-OFFICIO.** The president shall be an ex-officio member of all committees.

**Section 4. COMMITTEE REPORTING.** Each committee, through its chairperson, should be encouraged as necessary to report, either verbally or in writing, each month to the board of directors.

## By-Law No.7

### CLUB BRANCH ADMINISTRATION

**Section A. CLUB BRANCH OFFICERS.** The members comprising the branch shall elect a branch president, secretary and treasurer. These three individuals, along with the branch liaison constitute the executive committee of the branch. The president who shall serve on the parent club's board of directors and be encouraged to attend general and/or board meetings and activities of the parent club to provide branch records and a report of planned branch activities, a monthly financial report and coordinate efforts to encourage open discussion and effective communication between the branch and parent club. Members of the branch are encouraged to attend scheduled meetings and activities of the parent club.

**Section B. LIAISON.** The parent club shall designate a member of the parent club to oversee the progress of the branch and provide assistance to the branch, when necessary. The member serving in this capacity shall also serve as the fourth officer of the branch.

**Section C. VOTING ENTITLEMENT.** The members of the branch may vote on activities of the branch and are voting members of the parent club, when in attendance at meetings of the parent club. Branch members shall be calculated in parent club meeting quorum requirements only when present in person at the parent club meeting.

### Section D. FEES AND DUES.

#### New Member joining fee:

Each new branch member shall pay the international entrance fee to the parent Club. Club branches may charge a separate fee from that of the parent club and branch members are not required to pay the parent club entrance fee.

#### Semi Annual Dues:

Each member of the branch shall pay regular semi-annual dues, which shall include an amount to cover current international and district / multiple district dues (to defray the subscription price of LION Magazine, administrative and annual convention costs of the association and similar district costs) and shall be paid in advance at such times as the board of directors of the parent club shall determine. The treasurer of the branch shall remit international, district / multiple district dues to the parent club treasurer, at the times specified in the respective international and district / multiple district constitution and by-laws. Club branches are not required to pay club dues to the parent club.

## By-Law No.8

### RULES FOR MEETING PROCEDURE

Except as otherwise specifically provided in this Constitution and By-Laws, all questions of Order or Procedure with respect to any meeting or action of this Club, its Board of Directors or any Sub-Committee appointed hereunder shall be determined in accordance with "Law and Procedure at Meetings in Australia", by P E Joske as revised from time to time. Proxy voting is prohibited at any meeting of this club.

## By-Law No. 9

### AMENDING PROCEDURE / NOTICE

**Section A.** These By-Laws may be altered, amended or repealed at any regular or special meeting of this club at which a quorum is present, by vote of a majority of the members present in person and voting.

**Section B.** No amendment shall be put to vote unless written notice thereof, stating the proposed amendment, shall have been published to members via mail, electronic medium or personal delivery to

each member at least 14 (fourteen) days prior to the meeting at which the vote on the amendment is to be taken.