

LIONS CLUB
OF
BRISBANE MACGREGOR INC

**CONSTITUTION
AND BY-LAWS**

Chartered by and under the jurisdiction of

**INTERNATIONAL
ASSOCIATION
OF
LIONS CLUBS**

POLICY INTENTION:

Nothing in this Constitution or By-Laws is intended to derogate from the policy in respect to any matter of club operation determined by the International Board of Directors but is subject to any statutory or any other laws of the State of Queensland and the Commonwealth of Australia.

NAME

1. The name of the organisation is the Lions Club of Brisbane MacGregor Inc. (the “Club”).

The club is chartered by and under the jurisdiction of The International Association of the Lions Clubs (hereinafter referred to as the “Association”).

SLOGAN

2. The association together with clubs slogans shall be: Liberty, Intelligence, Our Nation’s Safety.

MOTTO

3. The motto of the club shall be in accordance with the association:
We Serve.

OBJECTS

4. The Objects of the club shall be:-
 - (a) To create and foster a spirit of understanding among the people of the world.
 - (b) To promote the principles of good government and good citizenship.
 - (c) To foster and otherwise serve the civic, cultural, social and moral welfare of the community.
 - (d) To assist financially, culturally, socially and morally the handicapped, disadvantaged and infirm of the community both directly and indirectly.
 - (e) To unite the clubs in the bands of friendship, good fellowship and mutual understanding.
 - (f) 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.
 - (g) To encourage service minded men and women to serve their community without personal financial reward, and to encourage efficiency and promote ethical standards in commerce, industry, professions, public works and private endeavours.
 - (h) To create and foster a spirit of understand among all people for humanitarian needs by providing voluntary services through community involvement.

DEFINITIONS

5. In this constitution the following shall apply:-
- (a) Act shall mean the Association Incorporations Act 1981 (Qld) as amended or any other amendment, rule, regulation thereto.
 - (b) The “club” refers to the Lions Club of Brisbane Macgregor, its successors in title and any other institution, instrumentality or otherwise created pursuant to the provisions of the Act.).
 - (c) “Association” shall mean the International Association of Lions Clubs
 - (d) The “Board of Directors” shall mean the management committee within the meanings stipulated within the provisions of the Act.
 - (e) “General Meeting” shall mean and include dinner meeting or any other meeting convened by the members of the club and determined to be a general meeting by such gathering.
 - (f) “Good standing” shall mean due compliance with the constitution and by-laws of the club and is financial.
 - (g) “By-Laws” shall mean any regulatory law, direction, endorsement or otherwise made and passed pursuant to the provisions of this constitution.
 - (h) “Rules and Policies” shall mean the day to day management, directions, recommendations and the standard rules whereby the direction of the club can be fostered.
 - (i) “Members” shall mean the members of the club.
 - (j) “Financial” shall mean all fees, costs or otherwise levied by the club have been paid in full.
 - (k) “Powers” shall mean all the powers applicable and specified within this constitution and incorporated by the provisions of the Act.
 - (l) “Special Resolution” shall mean a resolution passed by two-thirds majority of the then members voting.
 - (m) “Mailed”, “mail” and “notice” shall mean and include delivery by regular pre-paid post, personal delivery, courier services or electronic means.
 - (n) Electronic means shall include electronic mail, facsimile transmission or cable transmission.
 - (o) Words importing a gender shall include the other genders and in the case of an association or corporation shall be construed as neuter.
 - (p) Words importing the plural shall include the singular and visa-versa.

POWERS

6. The club has, in the exercise of its affairs, all the powers of an individual.
7. The club may exercise individual right in respect of property including but not limited to:
 - (a) Entering into contracts;
 - (b) Acquiring, holding, dealing with and disposing of property;
 - (c) Making charges for services and facilities by way of supply or delivery, and
 - (d) Doing all things necessary or convenient to be done in carrying out its affairs.
8. The income and property of the club wherever so and whenever so derived shall be applied solely towards the promotion of the Objects of the club.

CLASSES OF MEMBERSHIP

9. Membership of the club shall consist of the following classes and shall not be limited by number nor kind and shall have the following meaning:-
 - (a) **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 the 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 favorable image of this Lions Club in the community.
 - (b) **MEMBER-AT-LARGE:**

A member of this club, who has moved from the community, or because of health or other legitimate reason, is unable to regularly 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 in District or International meetings or conventions, but shall pay such dues as the local club may charge, which dues shall include District and International dues.
 - (c) **HONORARY:**

An individual, not a member of this Lions Club, having performed outstanding service for the community or this Lions Club, upon whom this club desires to confer special distinction. This club shall pay entrance fees and International and District dues on such a member, who may attend meetings, but shall not be entitled to any privileges of Active Membership.

(d) PRIVILEGED:

A member of this Lions 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 his Active status. A Privileged member shall pay such dues as the local club may charge, which dues shall include District and International dues. He shall have the right to vote and be entitled to all other privileges of membership except the right to hold club, District or International office.

(e) LIFE:

Any member of this club who has maintained continuous Active membership as a Lion for 20 or more years and has rendered outstanding service to this club, his community, or the Association; or any member who is critically ill; or any member of the club who has maintained such continuous Active Membership for 15 or more years and is at least 70 years of age, or any member of this club who has maintained such continuous Active Membership for 20 or more years and has served as an Officer of this Association may be granted Life Membership in this club upon:

- (i) Recommendation by this club to the Association,
- (ii) Payment to the Association of \$500.00, or such amount as determined by the International Board of Directors of Lions, or that amounts equivalent in the respective national currency, by this club in lieu of all future dues to the Association, and
- (iii) Approval by the International Board of Directors.
- (iv) Members who are granted Life Membership by the Lions Club International will be charged Club and District dues as follows:-
 - (1) Members granted Life Membership prior to 14 April 2009 will continue to be exempt from Club, District and Multiple District dues;
 - (2) Members granted Life Membership after 14 April 2009 will not be exempt from Club, District and Multiple District dues.

A Life Member shall have all privileges of Active Membership so long as he fulfils 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.

(f) ASSOCIATE:

A member who holds his 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. The 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 he is present in person, but may not represent the Club as a delegate at District (single, sub-, transitional, provisional, and/or multiple) or International Conventions. He shall not be eligible to hold Club, District or International office, nor district, multiple district or international committee assignments through this club. An Associate Member shall not be required to pay District or International dues, provided, however, nothing shall prevent this club from assessing an Associate Member such club dues as it shall deem proper.

(g) AFFILIATE:

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 this club's Board of Directors.

An Affiliate Member may be eligible to vote on club matters at meetings where he/she is present in person, but may not represent the club as a delegate at district (single, sub, transitional, provisional, and/or multiple) or international conventions.

He/she shall not be eligible to hold club, district or international office, nor district, multiple district or international committee assignment. An Affiliate Member shall be required to pay district, international and such dues as the local club may charge.

10. Classification:

In the event that the members of the club elect to grant and maintain membership on a classification basis, the following rules shall apply:

- (a) Classification shall be defined as any major phase of, or interest in, a business or profession or as a good standing member of the community.
- (b) Not more than two (2) Active Memberships shall be granted in any classification.
- (c) Classifications may be established for Associates, Partners, Proprietors, Officers, Managers, Participants and such other categories as this club may determine.

11. No person shall simultaneously hold membership, other than Honorary or Associate, in this and any other Lions Club; and no person shall simultaneously hold membership, other than Honorary, in this Lions Club and any other service club of like character.

12. Reinstatement of Membership:

Any member barred from membership in this club may be reinstated, within six (6) months from the date of termination of his membership by a majority vote of the Board of Directors. In the event that more than six (6) months have elapsed between such termination and his reinstatement application, it will be necessary for him to come into the club under the procedure set forward in Paragraphs 16 to 21.

13. Transfer Membership:

This Club may grant membership on a transfer basis to one who has terminated or is terminating his membership in another Lions Club, provided that:

- (a) A completed transfer member form is received by the secretary of this club within six (6) months following the date of termination of membership in his former club or, if the form is not available, the member's current membership card;
- (b) Such termination was in good standing; and
- (c) Such transfer member form or membership card is approved by the Board of Directors. If more than six months have elapsed between termination of his membership in another club and submittal of completed transfer member form or current membership card, he may acquire membership in this club only under the provisions of Paragraphs 16 to 21.

MEMBERSHIP FEES

14. Each class of membership shall require a payment of fee and such sum shall be determined by the members in general meeting but shall cover current International and District dues, administrative and annual costs of the club or any other costs determined by the members as a required cost for the continued operation of the club.
15. The fees for membership shall be paid at such time and in such manner as the Board of Directors from time to time determine.

APPLICATIONS FOR MEMBERSHIP

16. Applications for membership shall be accepted by invitation only; and
 - (a) All applicants must have attained the age of eighteen (18) years;
 - (b) Applications shall be made on forms provided by the International Office of Lions; and
 - (c) Shall be signed by a current member in good standing who shall act as sponsor;
17. Upon completion the application shall be submitted to the membership chairman or the club secretary who after investigation shall submit the said application to the Board of Directors;

18. If approved by the majority of the Board of Directors, the Applicant may be invited to become a member of the club, provided always that a properly completed membership form and the payment of the fee requisite to membership is provided to the secretary to enable induction into the club and to enable a report to be provided by the club to the Association to confirm club membership.

ADMISSION AND REJECTION OF MEMBERS

19. The Board of Directors as soon as practicable after receipt of any application by a prospective member and upon the payment of any requisite fee shall consider the merits of the application and determine the acceptance or rejection of the applicant.
20. Any applicant who receives a majority of the votes of the members of the Board of Directors present at the meeting at which such application is being considered shall, subject to induction, be accepted as a member to the club and shall receive designation within the class of membership that is applicable.
21. Upon the acceptance or rejection of an application for membership the secretary shall forthwith give the applicant notice in writing of such decision by the Board of Directors.

TERMINATION OF MEMBERSHIP

22. Any member may resign from the club at any time by giving notice in writing to the secretary.
23. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
24. If a member -
- (a) Is convicted of an indictable offence; or
 - (b) Fails to comply with any of the provisions of the constitution, rules or regulations of the club; or
 - (c) Has membership fees in arrears for a period of sixty (60) days or more; or
 - (d) Absents himself from four consecutive general meetings; or
 - (e) Conducts himself in a manner considered to be injurious or prejudicial to the interests of the club,
- then the Board of Directors may terminate the membership.
25. To determine whether the Board of Directors should terminate a membership, the member concerned shall be given the opportunity to be heard on whether his membership shall be terminated.
26. The decision of the Board of Directors shall be determined upon majority and the said board shall instruct the secretary of the club to advise such decision in writing.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

27. A person whose application for membership has been rejected or whose membership has been terminated may, within 1 month of receiving written notification thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the Board of Directors.
28. At the general meeting to determine the appeal the Appellant shall have a right to be heard and to table any document, paperwriting or otherwise in support and likewise any member of the club may make submissions in support or opposition to the Appellant's case,
29. The appeal shall be determined by the vote of the majority of the members present at such meeting.
30. Any applicant who has been rejected for membership shall have any amount of fee paid refunded in full as soon as practicable thereafter.

REGISTER OF MEMBERS

31. The Board of Directors shall direct the secretary to keep a register in which shall be entered the names and residential addresses of all persons admitted to membership of the club and the date of his admission.
32. The said register shall also record particulars of deaths, resignations, terminations and any reinstatement of membership and any further particular as the Board of Directors or the members at any general meeting may require to be included from time to time.
33. The register shall be open for inspection at all reasonable times by any member who notifies the secretary in writing of at least seven (7) days for such inspection.

SECRETARY

34. If the club has not elected an interim officer as secretary for the club before its incorporation, the members of the Board of Directors must appoint or elect a secretary for the club within 14 days after incorporation.
35. If a vacancy happens in the office of secretary, the members of the Board of Directors must appoint or elect a secretary within 14 days after the vacancy happens.
36. The secretary must be an individual residing in the state who is -
 - (a) A member of the club elected by the club as secretary; or
 - (b) Appointed by the Board of Directors as secretary.
37. The Board of Directors may appoint and remove the secretary at any time subject to ratification by the club in general meeting by a majority decision.

MEMBERSHIP OF BOARD OF DIRECTORS

38. (a) The Board of Directors of the club shall be its management committee and shall consist of the president, the immediate past president any vice-presidents elected/appointed pursuant to the rules, secretary, treasurer, membership chairman and any other member of the club it may at its absolute discretion from time to time elect or appoint but shall at all times contain the elected officers of the club.
- (b) The final composition of the Board of Directors shall be determined by the Policy and Rules.
39. At the special general meeting of the club, hereinafter referred to as the “Changeover Meeting” all the members of the Board of Directors shall retire from office, except any director who has been elected the previous year for a two-year period. In addition the president of the club shall be entitled to a position on the Board of Directors designated as Immediate Past President.

MEMBERSHIP OF BOARD OF DIRECTORS

40. The election to the Board of Directors shall take place in the following manner -
- (a) A Nomination Meeting shall be held in March of each year with a date and place of such meeting to be determined by the then Board of Directors and notice thereof mailed to each member of the club at least ten (10) days prior to time of such holding;
- (b) Any two financial members of the club shall be at liberty to nominate any other member to serve as an officer of the Board of Directors (hereinafter referred to as the proposer and seconder);
- (c) All nominations shall be in writing and shall be signed by the member and the proposer and seconder, and shall be lodged with the secretary at or prior to the Nomination Meeting, At this meeting nominations for all offices to be filled in the succeeding year may also be made from the floor;
- (d) The secretary shall compile a list of candidates’ which shall contain the following information in alphabetical order:-
- (i) Name of the applicant;
- (ii) Position for which the Applicant is applying;
- (iii) Name of the proposer and the seconder.
- (e) Such candidate’s lists shall be available for inspection with the secretary or at the usual place of the meeting of the club at the dinner meeting preceding the general meeting (hereinafter referred to as the Election Meeting).

- (f) The Election Meeting shall be held no later than April the 15th of each year at a time and place determined by the Board of Directors and fourteen (14) days prior notice of which shall be given to each member of the club by the secretary. Such notice shall include the names of all nominees approved at the preceding Nomination Meeting and a statement that these nominees will be voted upon at the Election Meeting. No nominations may be made from the floor at the Election Meeting.
 - (g) In the event there is more than one nominee for any position, a list which shall be determined to be a balloting list shall be prepared containing the names of the candidates in alphabetical order and each member present at the meeting shall be entitled to vote for any number of such candidates, not exceeding the number of vacancies.
 - (h) All elected officers shall be for a yearly basis, except those specified in paragraph 42 hereof and shall take office on the 1st day of July of each year.
 - (i) In addition a Membership Committee shall be elected by the members for a three (3) year term. Initially one member shall serve for a period of one (1) year and shall be elected as a member of the Board of Directors. The second member shall be elected for a two (2) year term and shall automatically be elected to the Board of Directors in the next year. The third member shall be elected for a period of three (3) years. Each year thereafter a new member will be elected and shall serve on a three (3) year continuous rotation basis. Therefore the newly elected member serves as a member of the Membership Committee in the first year, becomes its vice-chairman in the second year and becomes its chairman and serves as the membership director on the Board of Directors in the third
41. Any member of the Board of Directors may resign from membership of the Board at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the club where that member shall be given the opportunity to be fully heard.
42. Any officer of the club may be removed from his office for good cause by a two-thirds majority of the entire membership of the club. Notice of such removal must be given by the secretary to each and every member of the club at least fourteen (14) days notice before such meeting and such notice must be signed by a majority of the Board of Directors.

VACANCIES ON THE BOARD OF DIRECTORS

43. The Board of Directors shall have power at any time to appoint any member of the club to fill any casual vacancy on the Board until the next election meeting.
44. In the event that any vacancy on the Board causes such number on such board to reduce in numbers such that there is insufficient to form a quorum, the members of the club shall have power to fill any such vacancy by an election held at a general meeting of the club upon prior notice in writing of at least fourteen (14) days.

45. In the event that the office of president or any vice-president shall become vacant for any reason, the vice-president closest in rank shall advance in office accordingly.

FUNCTIONS OF THE BOARD OF DIRECTORS

46. Except as otherwise provided by this constitution and by-laws and subject to resolutions of the members of the club carried at any general meeting the Board of Directors:
- (a) Shall have the general control and management of the administration of the affairs, property and funds of the club; and
 - (b) Shall determine policy, direction and to endeavor to fulfill the objects of the club and to set rules and policy not inconsistent with the constitution and by-laws.
47. The Board of Directors may exercise any or all the following powers of the club:-
- (a) To authorise all expenditures, collect funds secure the payment of money in such manner as the members of the club may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the club. In particular to authorise expenditure for any club project.
 - (b) To engage in any operation within the objects of the constitution.
 - (c) To override, rescind or modify any action undertaken or otherwise of any officer of the club.
 - (d) To have the books, accounts and operations of the club audited annually pursuant to the Act.
 - (e) To invest any monies in any financial institution on behalf of the club.
 - (f) To appoint for surety for bonding of any officer of the club.
 - (g) To use any of the club's property in furtherance of the objects set out in the constitution.
 - (h) The Board shall regulate funds of the club in two (2) separate accounts, the first such account to be under the name and style of the Administration Account to record administrative monies such as dues, fines and other internally raised club funds for the benefit of the members of the club and the second fund to record all remuneration payments or otherwise raised in pursuant to any charitable purpose or public welfare monies raised by support from the public at large (hereinafter referred to as the Community Service Fund).
 - (i) To disburse from each fund strictly in accordance with paragraph 104 to 116 hereof.

MEETINGS OF THE BOARD OF DIRECTORS

48. The Board of Directors shall meet monthly to exercise its functions.
49. The Board of Directors must decide how a meeting is to be called.
50. Notice of a meeting is to be given in the way decided by the Board of Directors.
51. A special meeting of the Board of Directors shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Board of Directors, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat. Not less than 14 days' notice shall be given by the secretary to members of the Board of Directors of any special meeting of the Board of Directors.
52. At every meeting of the Board of Directors, a simple majority of one half of the board plus one of members elected and/or appointed to the Board of Directors, shall constitute a quorum.
53. Subject as previously provided in this rule, the Board of Directors may meet together and regulate its proceedings as it thinks fit.
54. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
55. A member of the Board of Directors shall not vote in respect of any contract or proposed contract with the association in which the member is interested, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.
56. The president shall preside as chairperson at every meeting of the Board of Directors, or if there is no president, or if at any meeting the president is not present within 10 minutes after the time appointed for holding the meeting, a Vice President in order of seniority (i.e first 1st Vice President, then 2nd Vice President and then 3rd Vice President) shall be chairperson or if the vice-president is not present at the meeting then the members may choose one of their number to be chairperson of the meeting.
57. If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board of Directors, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

SUB-COMMITTEES

58. The Board of Directors may delegate any of its powers to a subcommittee consisting of such members of the Association as the management committee thinks fit.

59. Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Directors.
60. A subcommittee may elect a chairperson of its meetings.
61. If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.
62. A subcommittee may meet and adjourn as it thinks proper.
63. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
64. All acts done by any meeting of the Board of Directors or of a subcommittee or by any person acting as a member of the Board of Directors shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board of Directors or person acting as aforesaid, or that the members of the Board of Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Directors.
65. A resolution in writing signed by all the members of the Board of Directors for the time being entitled to receive notice of a meeting of the Board of Directors, shall be as valid and effectual, as if it had been passed at a meeting of the Board of Directors duly convened and held.
66. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board of Directors.

GENERAL MEETING

67. General meetings of the club shall be held not less than twice in each month at a time and place recommended by the Board of Directors and approved by the club.
68. The business to be transacted at the meeting shall be determined by the Board of Directors but any member may raise any issue, ask any question or make any enquiry in relation to the activities of the club at such meeting.
69. The majority of members in general meeting may elect to suspend, cancel or postpone the requirement to hold two general meetings in any particular month of the year.

FIRST ANNUAL GENERAL MEETING

70. The first annual general meeting must be held within 18 months after the day the Club is incorporated.

SUBSEQUENT ANNUAL GENERAL MEETING

71. Each subsequent annual general meeting must be held -
- (a) At least once each year; and
 - (b) Within 3 months after the end of the association's previous financial year.

BUSINESS TO BE TRANSACTIONED AT ANNUAL GENERAL MEETING

72. The following business must be transacted at every annual general meeting:-
- (a) The receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the association for the last financial year;
 - (b) The receiving of the auditor's report on the financial affairs of the association for the last financial year;
 - (c) The presenting of the audited statement to the meeting for adoption;
 - (d) The appointment of an auditor.

SPECIAL GENERAL MEETING

73. The secretary shall convene a special general meeting by sending out notice of the meeting within 14 days of:
- (a) Being directed to do so by the Board of Directors; or
 - (b) Being given a requisition in writing signed by not less than one-third of the members; or
 - (c) Being given a notice in writing of an intention to appeal against the decision of the Board of Directors to reject an application for membership or to terminate the membership of any person.
74. A requisition mentioned in paragraph 73 shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

QUORUM AT GENERAL MEETING

75. At any general meeting the number of members required to constitute a quorum shall be the majority of members.
76. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
77. If within half an hour from the time appointed for the commencement of a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members of the Board of Directors, shall lapse.

78. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
79. The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
80. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
81. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

NOTICE OF GENERAL MEETING

82. The secretary shall convene all general meetings of the club by giving notice of such meeting to the members of the club.
83. The manner by which such notice shall be given shall be determined by the Board of Directors.
84. However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Board of Directors shall be given in writing.

PROCEDURE AT GENERAL MEETING

85. Unless otherwise provided by this constitution, at every general meeting -
 - (a) The president shall preside as chairperson, or if there is no president or if the president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, a vice-president shall be the chairperson or if a vice-president is not present or is unwilling to act then the members present shall elect one of their number to be chairperson of the meeting; and
 - (b) The chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
 - (c) Every question, matter or resolution shall be decided by a majority of votes of the members present; and
 - (d) Every member present shall be entitled to one vote and in the case of an equality of votes the question shall be deemed to be decided in the negative; and
 - (e) However, no member shall be entitled to vote at any general meeting if the member's annual subscription is more than 1 month in arrears at the date of the meeting; and

- (f) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot; and
- (g) The chairperson shall appoint 2 members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
- (h) Proxy voting is inconsistent with the Objects of Lionism and is therefore not permitted;

RECORDING OF MINUTES

- 86. The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board of Directors meeting and general meeting to be recorded in such a manner as to be available for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.
- 87. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board of Directors meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Board of Directors meeting verifying their accuracy.
- 88. Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.
- 89. However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

BY-LAWS

- 90.
 - (a) The members may from time to time make, amend or repeal by-laws, not inconsistent with this constitution for the regulatory direction of the club and any by-law may be set aside by a general meeting of members at which a quorum is present, by the vote of majority of the members present in person and voting.
 - (b) The club shall not endorse or recommend any candidate for public office nor shall parties in politics or sectarian religion be debated by members in meetings of the club.
 - (c) Except to further his progress in Lionism, no officer or member of the club shall use his 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 purpose and objects.
 - (d) 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.

(e) Standing committees of the club may be appointed by the president, except for the members and chairman of the membership committee who are elected.

91. Except for the by-laws stated in paragraphs 90 (b) and (c) any other by-law of the club may be suspended at any meeting of the club at which a quorum is present by the unanimous vote of all members present.

92. In the event that there is a motion for alteration, amendment or repealing of any of the by-laws then written notice of same shall be mailed or delivered personally to each of the members at least fourteen (14) days prior to the meeting at which the vote on the alteration, amendment or otherwise is to be taken.

POLICY AND RULES

93. Members of the club may from time to time adopt, make, amend or repeal policy and rules of the club not inconsistent with the constitution and by-laws to enable for the internal management of the club and any policy and rule may be set aside by a general meeting of the members by majority.

94. The secretary shall be responsible for publishing the policy and rules and a copy of same shall be available to every member of the club upon request in writing.

ALTERATION OF CONSTITUTION

95. Subject to the provisions of the Act, this Constitution may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.

96. However an amendment, rescission or addition is valid only if it is registered by the chief executive of the Office of Fair Trading.

97. Nothing in the Constitution shall be inconsistent with the International Constitution and By-Laws of the Association provided always that same complies with any statutory requirement of the jurisdiction of which the Club is therein situate.

98. In the event that there may be any inconsistency with the International Constitution and By-Laws of the Association any alteration, amendment, rescission or otherwise shall be submitted to the International Board of Directors for ratification, adoption, approval or otherwise.

COMMON SEAL

99. A common seal for the club shall not be required.

100. In the event that a common seal does exist the Board of Directors shall provide for its safe custody.

101. The common seal shall only be used by the authority of the Board of Directors and every instrument to which the seal is affixed shall be signed by a member of the Board of Directors and shall be countersigned by the secretary.

TIME

102. Strict adherence to time limitations as set out in the Constitution, By-Laws, Policy and Rules shall not be required and shall be treated as an irregularity which shall not render any proceeding, any meeting, resolution at such meeting, minute or otherwise as a nullity.
103. The club by a special resolution may extend or shorten any time limitation as set out in the Constitution, By-Laws, Policy and Rules.

FUNDS AND ACCOUNTS

104. The funds of the club must be kept in the name of the club in a financial institution decided by the Board of Directors.
105. Two (2) separate accounts must be kept in the name of the club pursuant to Clause 47(h) hereof.
106. All monies receipted for a specified purpose must be banked to the appropriate account according to Clause 47(h) hereof.
107. Proper books and accounts shall be kept and maintained either in written or printed or electronic form in the English language showing correctly the financial affairs of the club and the particulars usually shown in books of a like nature.
108. All moneys shall be deposited as soon as practicable after receipt thereof.
109. All amounts of \$100 or over shall be paid by cheque signed by any two of the following:-
 - (a) President;
 - (b) Secretary;
 - (c) Treasurer.
 - (d) Any other members of the Board of Directors as approved by resolution of the Board of Directors.
110. Cheques shall be crossed 'not negotiable' except those in payment of wages, allowances or petty cash recouments which may be open.
111. The Board of Directors shall determine the amount of petty cash, which shall be kept, on the imprest system or by any computerized like systems.
112. All expenditure shall be approved or ratified at a Board of Directors meeting.

113. As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the particulars of:-
- (a) The income and expenditure for the financial year just ended; and
 - (b) The assets, liabilities and all mortgages, charges and securities affecting the property of the club at the close of that year.
114. Within 3 months of the end of the club's financial year, audited particulars provided for in paragraph 113 shall be presented at the annual general meeting.
115. The auditor must examine the statement prepared under paragraph 113 and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
116. The income and property of the association must be used solely in promoting the club's objects and exercising the association's powers.

DOCUMENTS

117. The Board of Directors shall provide for the safe custody of books, documents, instruments of title and securities of the club.

FINANCIAL YEAR

118. The financial year of the club shall close on 30th June each year.

DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

119. This section applies if the club is wound up under part 10 of the Act and there are surplus assets.
120. Any monies held in the Community Service Account at the time of winding up under Part 10 of the Act shall be paid over and discharged to the Treasurer of the district in which the club is geographically situated and for which it is regulated within the provisions of the constitution of the district involved.
121. Any surplus assets which are the property of the club inclusive of any monies in the administration account shall be distributed pursuant to the direction of the members at a special meeting but may by special resolution of two-thirds majority:-
- (a) Be distributed to the then members of the club on at an equal basis; or
 - (b) Be distributed to another club with similar objects.

122. In the event the surplus assets are to be distributed to another club it must be given to another entity that:-

- (a) Has objects similar to the club's objects; and
- (b) The rules of which prohibit the distribution of the entity's income and assets to its member.

123. In this section:-

“Surplus assets” means in relation to the club the assets after payments of the debts and liabilities remaining on the winding up of the club and the costs, charges, expenses of the said winding up.

APPLICATION OF ACT

124. In the event of any provision contained in this constitution being repugnant to the provisions of the Act then same shall be revoked and there shall be an adoption of the model rule set out in the Act that may be applicable.