

THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS CONSTITUTION OF LIONS CLUBS DISTRICT 201 N5 INC.

(Adopted by District 201N5 Convention 12 November 2016)

CLAUSE 1 – NAME

Section 1

This organisation (hereinafter referred to as "the District") shall be known as District 201 N5 of The International Association of Lions Clubs (which Association is hereinafter referred to as "the Association").

CLAUSE 2 – DISTRICT PURPOSES

Section 1

The Purposes of this District shall be:

- (a) To provide an administrative structure with which to advance the Purposes of Lions Clubs International in this District.
- (b) To create and foster a spirit of understanding among the peoples of the world.
- (c) To promote the principles of good government and good citizenship.
- (d) To take an active interest in the civic, cultural, social and moral welfare of the community.
- (e) To unite the members in the bonds 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 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.

CLAUSE 3 – MEMBERSHIP

Section 1

The members of the District shall be all the Lions Clubs in the District chartered by the Association.

Section 2

The Cabinet Secretary shall maintain a register of members in electronic form (which must be convertible to hard copy) specifying the name and postal and email address of the members. The register of members must be kept in New South Wales at the address of the Cabinet Secretary. A copy will also be posted on the District Website. A hard copy will be supplied to a member on request.

Section 3

Disciplining of members (Lions Clubs) shall be under the control and authority of the Association. Any right of appeal shall be in accordance with the policies of the Association.

Section 4

The boundaries of the District shall be as approved from time to time by the Board of Directors of the Association.

CLAUSE 4 – EMBLEM, COLOURS, SLOGAN & MOTTO

Section 1

The emblem of the Association and each chartered Club shall be of a design as follows:



Section 2

Use of the name, goodwill, emblem and other logos of the Association shall be according to the guidelines established from time to time in the By-Laws of the Association.

Section 3

The colours of the Association and of each chartered Club shall be purple and gold.

Section 4

Its Slogan shall be; Liberty, Intelligence, Our Nation's Safety.

Section 5

Its Motto shall be: We Serve.

CLAUSE 5 – SUPREMACY

Section 1

The Standard Form District Constitution and By-Laws shall govern the District unless otherwise amended by this District Constitution so as not to conflict with the Multiple District and International Constitution & By-Laws and policies of Lions Clubs International. Whenever there may exist a conflict or a contradiction between the provisions set out in this District Constitution and its By-Laws and the Multiple District Constitution and By-Laws then the Multiple District Constitution and By-Laws shall govern. Whenever there may exist a conflict or a contradiction between the provisions set out in this District Constitution and By-Laws and the International Constitution and By-Laws, then the International Constitution and By-Laws shall govern.

CLAUSE 6 – OFFICERS AND DISTRICT CABINET

Section 1

The Officers of this District shall be the District Governor, the Immediate Past District Governor, the First and Second Vice District Governors, the Region Chairpersons (if the position is utilized during the District Governor's term), the Zone Chairpersons, the Cabinet Secretary, the Cabinet Treasurer and the Constitution and By-Laws Officer. Each such officer shall be a member in good standing of a Lions Club in good standing in the District.

Section 2

The District shall have a District Cabinet composed of the District Governor, the Immediate Past District Governor, the First and Second Vice District Governors, the Region Chairpersons (if the position is utilized during the District Governor's term), the Zone Chairpersons, the Cabinet Secretary, the Cabinet Treasurer, the Constitution and By-Laws Officer and such other Chairman or Lions Member as the District Governor may from time to time appoint. Each Member of the District Cabinet must be and remain a member in good standing of a Lions Club in good standing in the District. Provided always that the District Governor may appoint as a Member of District Cabinet, a Lioness and/or a Leo who must be and remain a Member in good standing of a Lioness Club or Leo Club (as the case may be) in good standing in the District to serve as a Lioness or Leo Chairman (as the case may be). The terms of the District Governor, the First Vice District Governor, the Second Vice District Governor and the Immediate Past District Governor are limited in accordance with the Constitution and By-Laws of the Association. There shall be no restrictions on the number of consecutive terms other Cabinet Members may serve.

Section 3

The District Governor and First and Second Vice District Governors shall be elected at the Annual Convention of the District.

The District Governor shall by the time he takes Office have appointed the Cabinet Secretary, the Cabinet Treasurer, a Region Chairman for each Region and a Zone Chairman for each Zone in the District, and such other Officers as are provided for in Section 1 hereof PROVIDED ALWAYS that no appointment of Region Chairmen shall be made if the District Governor determines not to utilize that position during his term of Office.

Section 4

Nothing herein shall prevent the District Governor from appointing any additional Officers, as he shall deem necessary during his term of Office.

Section 5

If any vacancy occurs in any office, except that of District Governor, First Vice District Governor and Second Vice District Governor, the District Governor may (subject to Section 6 hereof) appoint another Lion who is qualified to be an Officer to fill such office for the unexpired term thereof.

Section 6

Should a Regional Chairman or Zone Chairman cease to be a member of a Club in the Region or Zone, as the case may be, to which he was appointed, his term of office shall thereupon cease and the District Governor shall appoint a successor to fill that office.

Section 7

Should any Officer cease to be a member in good standing of a Lions Club in good standing in the District his term of office shall likewise cease and the District Governor may appoint a successor to fill that office save that in the case of the office of District Governor, First Vice District Governor and Second Vice District Governor such vacancy shall be filled in the manner hereinafter appearing.

Section 8

Members of the District Cabinet other than the District Governor, First Vice District Governor and Second Vice District Governor may be removed from Office for cause by the affirmative vote of two-thirds (2/3) of the entire number of the District Cabinet.

Section 9

No salary shall be paid to any Officer of the District but any Officer may be reimbursed for any approved expenses.

Section 10

A regular meeting of the District Cabinet shall be held in each quarter of the financial year. The first such meeting shall be held within sixty (60) days after the adjournment of the preceding International Convention of the Association. At least ten (10) days written notice of such regular meetings setting forth a date, time and place determined by the District Governor shall be given to each Officer by the Cabinet Secretary.

Section 11

Special meetings of the District Cabinet may be called by the District Governor at his discretion and shall be called upon written request made to the District Governor by a majority of the members of the District Cabinet. At least five (5) days written, telegraphic, telephonic or personal notice of a special meeting, setting forth the purposes thereof and a date, time and place determined by the District Governor, shall be given to each Officer by the Cabinet Secretary or some other person appointed for that purpose.

Section 12

The attendance of a majority of the Members of the District Cabinet shall constitute a quorum for any meeting of the District Cabinet. There shall be no provision for Cabinet Meetings to be held at separate venues using technology.

Section 13

Each Member of the District Cabinet, including the District Governor shall be entitled to vote on any matter coming before the District Cabinet for decision. The District Governor shall in addition have a casting vote but may use the same only to maintain the status quo.

Section 14

The District Governor shall divide the District into Regions of no more than sixteen (16) and no fewer than six (6) Lions Clubs and each such Region into Zones of no more than eight (8) and no fewer than three (3) Lions Clubs (unless exemption is given by the Association) having due regard to the geographical location of the Clubs. Such division shall be made before the District Governor commences his term of office but shall be subject to change by the District Governor when, in his sole discretion, he shall deem same necessary in the best interests of the District.

Section 15

Meetings of representatives of all Clubs in a Region, with the Regional Chairman of the Region as Chairman, shall be held during the financial year at times and places determined by the Regional Chairman of the respective Region. The Zone Chairmen for Zones in that Region and the Presidents and Secretaries of all Lions Clubs in that Region shall be entitled to attend and vote at all such Region Meetings. Any two (2) or more Regional Chairmen may combine their Region Meetings subject to the written approval of the District Governor PROVIDED ALWAYS that this Clause shall not be deemed to be of no effect if the District Governor determines not to utilise the position of a Region Chairmen during his term of Office.

Section 16

In each Zone the Zone Chairman and the Presidents and Secretaries of all Clubs in the Zone shall comprise a District Governor's Advisory Committee with the Zone Chairman as Chairman thereof. This Committee shall meet at such time, date and place as shall be determined by the Zone Chairman but always in accordance with the current policy established by the Association. Such meetings shall be known as Zone Meetings.

Section 17

Rules of Procedure, the Agenda and all other matters relating to the conduct of Region and Zone Meetings shall be as determined by the District Governor or in default by the Chairman of the meeting, who may permit persons other than those mentioned in the previous Sections to attend such meetings.

Section 18

The District Governor may appoint a District Governor's Honorary Committee composed of past International Officers who are members in good standing of Clubs in good standing within the District. This Committee shall meet as and when convened by the District Governor for the purpose of the discussion of such matters as shall be referred to the Committee by the District Governor and shall report on those matters direct to the District Governor as soon as possible following the meeting.

Section 19

The Cabinet may publish a magazine or newsletter or such other publication as it may deem desirable to assist the objects of the District.

Section 20

The Secretarial Records and Minute Book will be maintained by the Cabinet Secretary. Minutes of meetings (whether of members or of the Cabinet) may be kept electronically. The Accounting Records will be maintained by the Cabinet Treasurer. The Constitution and By-Laws and Statutory Records will be maintained by the Public Officer. Such records must be kept in New South Wales. Members may inspect records at reasonable times, except for any item which the District Governor, acting reasonably, determines should be confidential.

CLAUSE 7 – FINANCES

Section 1

Each Club shall pay to the Cabinet Treasurer to defray District administrative costs such fee per member per annum as shall be determined by a Convention. This amount shall be due and payable in two semi-annual payments as follows:

- (1) one half thereof on 10th August of each year to cover the period 1st July to 31st December, and
- (2) one half thereof on 10th February of each year to cover the period 1st January to 30th June.

These billings shall be based on the membership of each club at the 1st July and the 1st January respectively. Where a Convention has determined prior to 31st December in any financial year that the fee per member shall be increased for that financial year, the amount of the increase shall become due and payable on the following 10th February in addition to the semi-annual payment.

Section 2

New Clubs will be liable for fees from 1st July or 1st January which first occurs after the date which appears on the Charter and re-organised clubs will be liable for fees from 1st July or 1st January which first occurs after the date of re-organisation.

Section 3

District fees shall become and remain a District Fund and subject to Section 4 hereof shall be disbursed only for District administration expenses as approved by Cabinet. Payments shall be by cheques signed by any two signatories approved by Cabinet, one of whom shall be the Cabinet Treasurer or by electronic funds transfer by any two signatories approved by Cabinet one of whom shall be the Cabinet Treasurer.

Section 4

Out of the fee referred to in Section 1 hereof the Cabinet may determine such amount per club member per annum which shall be paid into the District Convention Fund to defray District Convention costs for purposes other than hospitality.

Section 5

Such further amounts as Cabinet may from time to time determine shall be paid from membership fees into any other funds established by Cabinet.

Section 6

There shall be an Audit of all books and accounts of the District after the close of each financial year for presentation to the succeeding District Governor by the end of the month of August after he/she takes office. The Auditor shall be appointed by Cabinet. No person shall be appointed as auditor unless he/she is a Registered Company Auditor or a Registered Public Accountant or a Registered Public Auditor or a member of the Australian Society of Certified Practising Accountants or of the Institute of Chartered Accountants in Australia or any professional body succeeding either of those bodies. An Auditor shall not be a member of or closely related to a member of the Cabinet.

Section 7

Any balance of District funds at the close of the financial year shall be handed to the incoming District Governor to be used at the discretion of his/her Cabinet.

Section 8

Any fees payable from time to time to Multiple District 201 Council shall be collected by the Cabinet Treasurer of the District and forwarded to the Multiple District Council Executive Officer.

Section 9

District funds raised as a result of activities undertaken by Lions Clubs of the District shall, unless raised for a specific purpose which was outlined at the commencement of the activity, be distributed in such amounts and at such times and in such areas as shall be determined by a Convention or Cabinet.

Section 10

An insurance policy to provide fidelity bonding for the Cabinet Secretary and Cabinet Treasurer shall be effected at the expense of the District.

Section 11

The Cabinet Treasurer under the supervision of the District Governor shall carry out such duties relating to finance and accounts as the District Governor may assign to him. His books and accounts must be available at all times to the District Governor and any duly qualified Auditor appointed by the District Governor or Cabinet. He shall be reimbursed for any approved expenses.

Section 12

The financial year of the association commences on 1 July and ends on 30 June.

Section 13

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by Section 1 hereof.

CLAUSE 8 – DISTRICT CONVENTION

Section 1

An annual convention of the District shall be held in each year to conclude no less than thirty (30) days prior to the convening of the International Convention at a place selected by the delegates of a previous Annual Convention of the District and at a date and time fixed by the District Governor. A meeting of the registered delegates of the District in attendance at the Annual Convention of the Multiple District of which this District shall be a part may constitute the Annual Convention of the District.

Section 2

The city or town where a Convention shall be held shall be determined by the Convention held two years before the Convention in respect of which the application or decision is being made.

The Convention shall determine the city or town by secret ballot by the preferential system of voting as set out in the Commonwealth Electoral Act for the election of Members of the House of Representatives.

Section 3

Any Club desiring to be the Convention Host Club of a Convention shall make application in writing to the Cabinet Secretary at least sixty (60) days prior to the date fixed for the Convention at which the decision will be made. Each such application shall set out particulars of the proposals and the Club's reasons for considering the same to be suitable and shall be considered by the Convention.

Section 4

If no nomination is submitted at the Convention in accordance with this Clause, or if the Convention should not accept any nomination duly made, the District Governor (in office at the time when the decision would normally be made pursuant to Section 2 hereto) shall determine the city or town where the Convention shall be held.

Section 5

The date and premises and other phases of the Convention (including budgetary matters) shall be determined by the District Governor in office at the time when the city or town where the Convention is to be held is determined or when any decision relating to such Convention, is required to be made. Such decision may be altered by the District Governor or his/her successor. The time and programme for a Convention shall be determined by the District Governor in office when that Convention is to be held. The date of a Convention to be so determined shall be during the months of October (with the first day being not earlier than 21 October) or November.

Section 6

The District Governor shall preside over the Convention and all Convention arrangements shall be under his/her supervision and control.

Section 7

The District Governor may appoint a Convention Organising Committee, and such other Convention or Convention related committees as he/she may from time to time determine. He/she shall appoint a chairman of all such committees and designate the duties of such chairman and their committees. He/she may remove and/or replace any person so appointed.

Section 8

The Delegates at each Convention shall be determined in accordance with the provisions of the constitution of the Association. The District Governor shall be an ex-officio Delegate of the Convention with full rights as such and each Past District Governor who is a member in good standing of a Club in good standing within the District shall be a Delegate of the Convention with full rights as such independent of the ordinary Club quota of his Club.

Section 9

Each chartered Club in good standing in Lions Clubs International and the District shall be entitled in each annual Convention of the 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 the Club or major fraction thereof, of said 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. The major fraction referred to in this Section shall be five (5) or more members. Each certified delegate present in person shall be entitled to cast one (1) vote only for each Office to be filled by, and one (1) vote only on each question submitted to, the respective Convention. Unless otherwise specified herein, the affirmative vote of a majority of the delegates voting on any question shall be the act of the Convention. All eligible Delegates must be members in good standing of a Club in good standing in this District. Delinquent dues may be paid and good standing acquired up to fifteen (15) days prior to the close of credential certification, and such closing time shall be established by the rules of the Convention.

Section 10

The attendance in person of a majority of the delegates registered at a Convention shall constitute a quorum at any session of the Convention.

Section 11

A Special Convention of the Clubs of the District may be called by a two-thirds vote of the District Cabinet at such time and place as they shall determine; provided that such Special Convention shall conclude no less than 30 days prior to the conveying date of the International Convention and that such Special Convention shall not be convened for the election of the District Governor, First Vice District Governor or Second Vice District Governor. Written notice of the Special Convention setting forth the time, place and purpose thereof, shall be provided to each Club in the District by the District Cabinet Secretary, no less than 30 days prior to the convening of the Special Convention.

CLAUSE 9 – DISTRICT CONVENTION EXPENSES

Section 1

The Convention Organising Committee (subject to direction from the District Governor or the Cabinet) shall be authorised to incur such expenses as are incidental to the running of the Convention out of District funds.

Section 2

A hospitality fee, the amount of which shall be determined by the District Governor or the Cabinet, shall be collected from each person who applies to attend each Convention. This fee will be collected by the Convention Organising Committee and used to meet hospitality expenses exclusively. The Convention Organising Committee may make such refunds of hospitality fees as it shall think fair and proper subject to any directions from the District Governor.

Section 3

Any surplus from moneys collected by the Convention Organising Committee shall be handed to the Cabinet Secretary for disposal in such manner as the Cabinet may decide. Any deficit shall be dealt with as the Cabinet shall think fit.

Section 4

The Convention Organising Committee shall submit to the District Governor audited statements of the Convention accounts within ninety (90) days of the close of the Convention, such audit having been made by a person qualified to audit the District Accounts pursuant to Clause 7 Section 6 hereof and a copy of such audited statements shall be made available to each Club in the District during the following month and shall be submitted to the following District Convention.

CLAUSE 10 – CONVENTION MOTIONS

Section 1

Subject to Sections 4 and 6 hereof the only motions to be considered at a Convention shall be those which:

- (1) have been submitted in writing to the Cabinet Secretary not less than sixty (60) days prior to the date of opening of the Convention by a Club within the District and which are sent by the Club's President or Secretary; or
- (2) have been approved by Cabinet for submission to the Convention not less than sixty (60) days prior to the date of opening of the Convention.

PROVIDED that the limit of sixty (60) days shall be increased to ninety (90) days in the case of any motion to establish a District Project.

Section 2

There shall be two categories of District Projects: a Category 1 Project which is a project involving the solicitation of funds from Clubs within the District and a Category 2 Project which is a project not involving the solicitation of funds from Clubs within the District.

- (1) A motion to establish a Category 1 District Project must contain: -
 - (a) Full organisational details of the project including whether the project is to be managed by the sponsoring Club or by a District Governor appointed Committee.
 - (b) Project status and financial reporting process.
 - (c) Financial responsibilities of the Clubs within the District which decide to participate in the project.
 - (d) Details of any monetary and/or physical contributions and/or public relations contributions to be made by organisations other than the Clubs which will be involved.
- (2) A motion to establish a Category 2 District Project must contain: -
 - (a) Full organisational details of the project including whether the project is to be managed by the sponsoring Club or by a District Governor appointed Committee.
 - (b) Project status and financial reporting process.
 - (c) Details of any physical contributions and/or public relations contributions to be made by organisations other than the Clubs which will be involved.
- (3) The term of a District Project shall be fixed by the relevant motion or, in the absence of a period of time being expressed the period of time shall be deemed to be three (3) years commencing on 1st January immediately following the Convention approving the project.
- (4) The term of a project may be extended by a resolution passed at a Convention held not later than the expiry date fixed for the project.
- (5) A motion to amend an existing District Project must contain sufficient information to identify the effect of the amendment on the organisational details of the project and the financial/other responsibilities of the participating Clubs.

Section 3

The Cabinet Secretary shall give written notice to all Clubs within the District of all motions to be placed before the Convention (and the basic information submitted on a motion to establish a District Project) at least thirty (30) days or in the case of a motion to establish a District Project at least forty five (45) days prior to opening of the Convention.

Section 4

Notwithstanding any other provision of this Clause a motion (except a motion to establish a District Project) may be considered by the Convention as a Late Notice of Motion provided that: -

- (1) (a) it arises as the result of debate or action taken at the Convention relating to a motion received in time; or

- (b) it arises as the result of a recommendation contained in an official forum report to the Convention on a matter pertaining to a topic scheduled for discussion at that forum; or
 - (c) it relates to a happening or event occurring between the due date for lodgement of motions and the commencement of the Convention and is approved by the District Governor as a proper matter for inclusion in the agenda of the Convention as a Late Notice of Motion; and
- (2) at least two thirds of the delegates present and voting support the admission of such a motion to the Convention programme or agenda, and
 - (3) the Late Notice of Motion is supported by a written submission signed by the President of a Lions Club on behalf of his/her Club or by the District Governor.

Section 5

A vote on any question can be cast only by a delegate present (which for the purposes of this Clause includes an alternate delegate acting as a delegate).

Section 6

Sections 1, 3, and 4 of this Clause shall not apply to motions of a formal nature.

Section 7

Any motion carried at a Convention shall take effect at the close of the Convention, unless otherwise specified in that motion.

Section 8

Within sixty (60) days after the close of the District Convention, the Cabinet Secretary shall make available a copy of the minutes thereof to the Association and to the District Governor in accordance with the provisions of the Constitution of the Association and to each Club in the District which within twenty one (21) days of the close of the Convention requests the same in writing from the Cabinet Secretary.

CLAUSE 11 – DISTRICT GOVERNOR ENDORSED APPEAL OR ACTIVITY

Section 1

In addition to the District Projects provided for in Clause 10 Section 2, the District Governor may endorse a short-term Appeal or Activity for emergency fund-raising relating to a specific disaster and/or other relief project.

Section 2

Requests for approval of a District Governor endorsed Appeal or Activity shall be submitted to the District Governor in writing. Details to be provided shall include the name of the Appeal/Activity recipient, the financial assistance being sought, management of the funds donated and any assistance to be provided by the recipient, agency/organisation.

Section 3

District Governor endorsed Appeal or Activity shall only remain current during the term of the District Governor giving the approval.

CLAUSE 12 – MEETINGS

Section 1

The District shall in each calendar year convene an Annual General Meeting of its members (Lions Clubs). Unless otherwise determined by the Cabinet the Annual General Meeting shall be held at the District Convention.

Section 2

The business of the Annual General Meeting shall be:-

- (1) to confirm the Minutes of the last preceding Annual General Meeting and any general meetings held since.
- (2) to receive from the Cabinet reports upon the transactions of the District during the last preceding year.
- (3) to consider the financial accounts of the District.

Section 3

The Cabinet may whenever it thinks fit convene a special general meeting of the District.

Section 4

- (1) No business may be transacted at a meeting of the District unless a quorum shall be present during the time when the meeting is considering that business.
- (2) The presence of a majority of the members (Lions Clubs) in good standing shall be necessary for a quorum at any meeting of the District.
Provided that where the Annual General Meeting is held at the District Convention, in lieu of such provision, the presence of a majority of the delegates accredited for the Convention shall be necessary for a quorum at the Annual General Meeting. For this purpose, a delegate includes an alternate delegate acting as a delegate.
- (3) The Cabinet Secretary shall give written notice of the Annual General Meeting or of any special general meeting of the District to all Clubs within the District at least thirty (30) days prior to the date of the meeting.
- (4) Each member (Lions Club) shall be entitled to nominate one of its members to vote in person on its behalf. Proxy voting shall not be permitted.
Provided that where the Annual General Meeting is held at the District Convention in lieu of such provision, each delegate accredited for the Convention shall be entitled to one vote in person. For this purpose, a delegate includes an alternate delegate acting as a delegate.
- (5) Postal or electronic voting shall not be permitted and there should be no provision for meetings to be held at separate venues using technology.

CLAUSE 13 – SERVICES OF NOTICES

Section 1

Service of any written notice to be given to any member or officer may be effected:-

- (1) by delivering it to the member or officer personally, or
- (2) by sending it by pre-paid post to the registered address of the member or officer or to the address, if any, supplied by the member or officer to the District, or
- (3) by sending it by facsimile transmission to the facsimile address supplied by the member or officer, or

- (4) by sending it by some other form of electronic transmission to the address supplied by the member or officer.

Section 2

Service of a notice sent by pre-paid post shall be deemed to have been effected on the day after the day of posting and service of a notice sent by facsimile transmission or some other form of electronic transmission shall be deemed to have been effected on the day after the date of transmission.

CLAUSE 14 – SUSPENSION OR CANCELLATION OF CLUB CHARTER

Section 1

Where the Charter of any Club within the District is cancelled by the Association the property of the Club including all moneys standing to its credit at any bank and all other funds shall forthwith vest in the District Governor on behalf of this District who may receive all property, moneys and funds and give all necessary receipts and discharges to any person or persons or corporation for the time being holding such property, moneys or funds. The District may (if approved by Cabinet) satisfy any liabilities of such a Club and dispose of the net assets of such Club (if any) for the benefit of the District and the area in which the Club is situated subject nevertheless to the law for the time being in force in the State or Territory in which the Club is situated.

Section 2

Where any Chartered Club within the District is placed in status quo by the Association for any period the District Governor may instruct that Club's bankers to suspend all operations on the Club's bank account and during such period no moneys may be withdrawn from the Club's accounts without the written consent of the District Governor.

CLAUSE 15 – DISSOLUTION

Section 1

Upon the dissolution of this District either by agreement of the District in accordance with a resolution carried at a District Convention by a two thirds majority of delegates voting thereon or by the decision of the Association, the property and assets of the District shall vest in such other Lions Clubs or Lions Districts and in such proportions as such resolution may provide or the Association (or in default the Council of Multiple District 201) shall determine provided that all such funds shall be applied to charitable purposes within the meaning of the laws of the State or Territory in which the majority of the Clubs in the District are located or to another Lions Club or Clubs or Lions District constituted principally within the State or Territory. Funds held for a particular purpose shall be applied to a purpose as closely as is practicable to that purpose.

CLAUSE 16 – POLICY MINUTES

Section 1

Subject to the Constitution of the Association and its by-Laws and to this Constitution, the District Cabinet shall have the power to make such Policy Minutes as it shall deem to be necessary with respect to the conduct and administration of the District and for the purpose of carrying out its duties. It may repeal or amend such Policy Minutes at any time.

CLAUSE 17 – POWER TO DISTRIBUTE FUNDS

Section 1

The income and property of the District, however derived, shall be applied solely towards the promotion of the Purposes of the District and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Clubs of the District or to Lions members or to relatives of such members provided that nothing herein shall prevent the payment in good faith to any Lions member in return for any services actually rendered to the District or the payment of interest on any moneys borrowed by the District from a Club or a Lions member.

CLAUSE 18 – PRECEDENCE

Section 1

The provisions of the Constitution and By-Laws of the Association shall take precedence over the provisions of this Constitution, and the provisions of this Constitution relating to matters affecting the District shall take precedence over provisions of the Constitution and By-Laws of Lions Clubs within the District.

CLAUSE 19 – AUTHORISED SIGNATORIES

Section 1

The District shall not be required to have a Common Seal.

Section 2

Official Documents requiring execution on behalf of the District may be executed by not fewer than two (2) authorised signatories of the District. The authorised signatories shall be the District Governor, the First Vice District Governor, the Cabinet Secretary and the Public Officer (who is an authorised signatory by virtue of the office).

CLAUSE 20 – DISTRICT DISPUTE RESOLUTION PROCEDURES

Section 1

Disputes Subject to Procedure

All disputes relative to Membership, Club boundaries, or interpretation, breach of, or application of the District Constitution and By-Laws, or any policy or procedure adopted from time to time by the District Cabinet, or any other internal Lions District matters that cannot be satisfactorily resolved through other means, arising between any clubs in the District, or any club(s) and the District administration, shall be settled by the following dispute resolution procedure. Except as otherwise provided herein, any time limits specified in this procedure may be shortened or extended by the District Governor, or, in the event the complaint is directed against the District Governor, the Immediate Past District Governor, conciliators 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

Complaints and Filing Fee

Any Lions Club in good standing within the Association (the “complainant”) may file a written request with the District Governor or, in the event the complaint is directed against the District Governor, the Immediate Past District Governor (a “complaint”), with a copy to the Legal Division, asking that dispute resolution take place under this procedure. The complaint must be filed within thirty (30) days after the complainant(s) knew or should have known of the occurrence of the event upon which the complaint is based. The complainant(s) must submit minutes signed by the Club Secretary certifying that a resolution in support of filing the complaint has been adopted by a majority of the entire membership of the Club. A copy of the complaint shall be sent to the respondent(s).

A complaint filed under this procedure must be accompanied by a US\$750.00 filing fee, or its equivalent in the respective national currency, payable by each complainant to the District which shall be submitted to the District Governor or, in the event the complaint is directed against the District Governor, the Immediate Past District Governor, at the time the complaint is filed. In the event the complaint is settled or withdrawn prior to a final decision by the conciliators, US\$100.00 shall be retained by the District as an administrative fee and US\$325.00 shall be refunded to the complainant and US\$325.00 shall be paid to the respondent (which shall be shared on an equal basis if there is more than one respondent). In the event the selected conciliators find the complaint to have merit and the complaint is upheld, US\$100.00 shall be retained by the District as an administrative fee and US\$650.00 shall be refunded to the complainant. In the event the selected conciliators deny the complaint for any reason, US\$100.00 shall be retained by the District as an administrative fee and US\$650.00 shall be paid to the respondent (which shall be shared on an equal basis if there is more than one respondent). In the event the complaint is not settled, withdrawn, upheld or denied within the time frames established by this procedure (unless an extension has been granted for good cause), then the entire fee will be automatically retained by the District as an administrative fee and shall not be refunded to any party. All expenses incurred relative to this dispute resolution procedure are the responsibility of the District, unless established District 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 or, in the event the complaint is directed against the District Governor, the Immediate Past District Governor, with a copy to the Legal Division, 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 or, in the event the complaint is directed against the District Governor, the Immediate Past District Governor, and conciliators should be kept confidential to the extent possible.

Section 5

Selection of Conciliators

Within fifteen (15) days of filing the complaint, each party to the dispute shall select one (1) neutral conciliator and the selected conciliators shall select one (1) neutral conciliator, who will serve as chairperson. The selected conciliators' decision relative to the selection of the conciliator/chairperson shall be final and binding. All of the selected conciliators shall be Lion leaders, preferably Past District Governors, who are currently members in good standing of Clubs in good standing in the District (single or sub-) in which the dispute arises, other than a Club which is a party to the dispute, and shall be impartial on the matter in dispute and without loyalties to any party to the dispute. Upon completion of the selection process, the conciliators shall be deemed appointed with all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure.

In the event the selected conciliators cannot agree on the selection of the Conciliator/Chairperson within the time frame noted above, then the selected Conciliators shall be automatically deemed to have resigned for administrative reasons and the parties must select new Conciliators ("the second team of selected Conciliators") who shall then select one (1) neutral Conciliator/Chairperson in accordance with the selection procedures and requirements described above. In the event the second team of selected Conciliators cannot agree on the selection of the Conciliator/Chairperson from within the District in which the dispute arises, the selected Conciliators may select one (1) neutral Conciliator/Chairperson who is a member of a club in good standing outside the respective District. In the event the second team of selected Conciliators cannot agree on the selection of the Conciliator/Chairperson from within or outside the District in which the dispute arises, then the Past International Director who most recently served on the International Board of Directors from within the District in which the dispute arises or from an adjacent District, whichever is closest in proximity, shall be appointed as Conciliator/Chairperson. The time limits in this Section E may not be shortened or extended by the District Governor or, in the event the complaint is directed against the District Governor, the Immediate Past District Governor, or the Conciliators.

Section 6

Conciliation Meeting & Decision of Conciliators

Upon being appointed, the Conciliators 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 Conciliators. The objective of the Conciliators shall be to find a prompt and amicable resolution to the dispute. If such conciliation efforts are unsuccessful, the Conciliators shall have the authority to issue their decision relative to the dispute. The Conciliators shall issue their 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. The written decision shall be signed by all the Conciliators, with the dissent of any Conciliator properly noted, and a copy of the written decision shall be provided to all parties, the District Governor or, in the event the complaint is directed against the District Governor, the Immediate Past District Governor, and, to the Legal Division of Lions Clubs International. The decision of the Conciliators 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 Conciliators constitutes conduct unbecoming a Lion and is subject to loss of membership privileges and/or charter cancellation.

CLAUSE 21 – INTERPRETATION

Section 1

Where throughout this Constitution words importing the masculine gender appear such words shall be interpreted to also include the feminine gender.

Section 2

Subject to the provisions of this Constitution, Joske's Law and Procedure, at Meetings in Australia, newly revised, shall govern all questions of order and procedure.

CLAUSE 22 – AMENDMENTS

Section 1

This Constitution may be amended only at a Convention by a special resolution (which is a resolution passed by an affirmative vote of three-quarters of the votes cast at a meeting of which not less than twenty one (21) days' notice has been given) reported by the District Constitution and By-Laws Committee.

Section 2

Clause 10 hereof (except Section 4 thereof) shall apply to any such motion.

Section 3

Each amendment shall take effect when it is registered with NSW Fair Trading.

Section 4

As the name and emblem of the Association shall only be used by those bodies that adopt the general principles of the Association's Constitution and By-Laws, the International Board of the Association shall be advised in advance of proposed amendments to this Constitution.

Section 5

Notification of any amendment shall be given to NSW Fair Trading within twenty eight (28) days of the passing thereof.

Section 6

Should any amendment to the International Constitution and By-Laws of the International Association of Lions Clubs be adopted at an International Convention and such amendment be at variance with, or otherwise effect, the provisions of this Constitution, then:

- (a) such amendment shall be brought to the attention of the District Governor and Cabinet as soon as practical after the rising of such International Convention and
- (b) the District Governor and Cabinet shall take all steps necessary to submit to the next following District Convention a Notice of Motion seeking an amendment to this Constitution in conformity with the amendment adopted at the International Convention.