

# LIONS CLUBS INTERNATIONAL

## MULTIPLE DISTRICT 410

### **CONSTITUTION & BY-LAWS**

**AS AMENDED AT THE MULTIPLE DISTRICT 410 CONVENTION  
HELD IN OUDTSHOORN ON SATURDAY 25 APRIL 2009**

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**MULTIPLE DISTRICT 410 CONSTITUTION AND BY-LAWS**  
**LIONS CLUBS INTERNATIONAL MULTIPLE DISTRICT 410**

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# **LIONS CLUBS INTERNATIONAL MULTIPLE DISTRICT 410**

## **MULTIPLE DISTRICT 410 CONSTITUTION AND BY-LAWS**

(Including amendments passed on 28 April 2007)

### **ARTICLE 1 - NAME**

The Organisation duly constituted under the authority of the International Association of Lions Clubs shall be known as MULTIPLE DISTRICT 410 Lions Clubs International Southern Africa, hereinafter referred to as "the Multiple District". It shall comprise the Republic of South Africa, Lesotho, Namibia and Swaziland.

### **ARTICLE 2 - OBJECTS**

To provide the Multiple District with an efficient organisation, for the express purpose of advancing Lionism and providing proper administration throughout the Multiple District.

### **ARTICLE 3 - MEMBERSHIP**

#### Article 3 - Section 1 - Membership

The membership of this organisation shall consist of all Lions Clubs in the Multiple District, duly chartered by Lions Clubs International, and in good standing.

*(Amended 2005)*

All references to the male gender shall include the female gender.

#### Article 3 - Section 2 - Districts

The Multiple District shall consist of as many Districts as may be approved by the Lions Clubs International Board of Directors. The Council of Governors shall recommend the boundary lines of such districts, which shall be approved by the Multiple District Convention, or by two-thirds (2/3) of the conventions of the sub-districts comprising the multiple district, and then submitted for approval by the International Board of Directors.

*(Amended 2005)*

At the date of adoption of this Constitution, it is recorded that the Multiple District is divided into four Districts, namely 410A, 410B, 410C and 410D. In the event of redistricting or the addition of new Districts, a map showing the boundary lines of all Districts as re-constituted shall be furnished to Lions Clubs International, whose approval is required prior to any changes.

### **ARTICLE 4 - COUNCIL OF GOVERNORS**

#### Article 4 - Section 1 – Council of Governors

- (a) There shall be a Council of Governors composed of all the District Governors of Multiple District 410 and the Council Chairman who shall be a Past District Governor. Each member of the Council shall have one vote on each question requiring action of the Council.
- (b) A Past District Governor may serve as Council Chairman for a one-year term only and cannot serve in that capacity again.
- (c) The Council shall include Present and Past International Directors as advisory but non-voting members.
- (d) As from 1st July 1990 the Chairmanship of the Council of Governors shall rotate systematically in alphabetical order from one District in the Multiple District to another. If

the qualified District fails to elect a Past District Governor as Council Chairman (as provided for in sub-section (e) hereof), the District next in line shall elect the Council Chairman.

- (e) Prior to the 3rd Council meeting, the Cabinet Secretary of the District entitled to elect the Council Chairman shall convene a meeting of the District Governor and all Past District Governors who are members of Lions Clubs in his District, for the purpose of electing a Past-District Governor to serve as Council Chairman from July 1st in the following year. The Cabinet Secretary shall give at least fourteen (14) days notice in writing to all Past District Governors residing in the District, setting out the purpose of this meeting to be convened prior to the 3rd Council meeting. At the commencement of the meeting, the District Governor shall call for the nomination of a Chairman who is not a candidate, to conduct the proceedings. The District Governor shall be entitled to vote and shall be eligible for nomination. Nominations shall be made from the floor of the meeting and must be seconded. A Past District Governor in good standing, who is not present at the meeting, shall be eligible for nomination provided that he gives written advice of his willingness to accept nomination. Such written advice shall reach the Cabinet Secretary not later than seven (7) days prior to the meeting. The election (if any) shall be by secret preferential ballot and shall follow the same rules as for the election of a District Governor.

*(Amended 2007)*

- (f) In the event of a vacancy occurring after the election of the candidate, the District which elected the candidate shall convene another meeting in accordance with the provisions of Sub-Section 1 (e) and elect another candidate.

Notwithstanding the above, each sub-district shall have the right to determine its own method of election of its candidates.

A candidate for the office of Council Chairman shall:

- (i) Be an active or life member in good standing of a Chartered Lions Club in good standing in his District.
  - (ii) Have served or will have served at the time he takes office as Council Chairman, as District Governor for a full term or major portion thereof.
  - (iii) Have attended at the time he takes office as Council Chairman at least three (3) meetings of the Council of Governors in the immediately preceding year, provided however that this requirement may be dispensed with by the Council of Governors for reasonable cause. The cost of attending the meetings of the Council of Governors shall be borne by the Council.
  - (iv) Have not served as a Council Chairman before.
- (g) The Council of Governors shall be notified of the name of the elected person by the incumbent District Governor of the District concerned, not later than the 3rd Council Meeting.

*(Amended 2006)*

#### Article 4 - Section 2 – Appointment of Officers

- (a) The Council Chairman Elect and First Vice District Governors shall at the time of the first Council Meeting for the ensuing year or as soon as possible thereafter, but not later than the time of the second Council meeting for the ensuing year, meet for the purpose of electing a Council Secretary and a Council Treasurer.
- (b) The Council Chairman Elect and the District Governors Elect shall between the time of their election and officially taking office for the ensuing year, meet for the purpose of

electing such other officers as they may decide, unless otherwise provided for in this constitution and By-laws.

- (c) The meetings referred to in sub-sections (a) and (b) above shall be convened by the Council Chairman Elect who shall be the Chairman of the meeting and each Vice District Governor or District Governor Elect (as the case may be) and the Council Chairman Elect shall have one vote on each question requiring action.
- (d) Every person elected to serve as Council Secretary, Council Treasurer or as any other officer of the Council shall be a member in good standing of a club in good standing”

*(Amended 2009)*

#### Article 4 - Section 3 – Council Meetings

Meetings of the Council shall be held as and when deemed necessary by the Chairman or upon request by a majority of members of the Council. The times and places of such meetings shall be fixed by the Chairman and approved by a majority of members of the Council.

Every Council Officer shall be entitled at his own expense, except where requested by the Council of Governors to attend when his expenses will be paid, to attend sessions of the Council of Governors dealing with his portfolio when his said portfolio is discussed.

#### Article 4 - Section 4 - Quorum

A majority, 50% plus 1 (one), of the Council of Governors shall constitute a quorum.

*(Amended 2005)*

#### Article 4 - Section 5 – Powers, Rights and Obligations

The following powers rights and obligations shall be vested in the Council of Governors: -

- (a) It shall constitute the executive body of Multiple District 410 and its action shall be final, subject only to an appeal to any regular or special Multiple District Convention, or the International Board of Directors or International Convention, such appeal to be taken in writing duly presented to the Committee on Resolutions of said Board or Convention.
- (b) It shall have the general management and control of the business property and funds of the Multiple District, and will devise and maintain a policy manual in which shall be recorded from time to time decisions of the Council of Governors.  
The Council of Governors shall at the time of the first Council Meeting for the ensuing year, approve and adopt the Multiple District 410 Policy Manual, including all previous amendments.

*(Amended 2006)*

- (c) It shall pay from its Multiple District Administration Fund the expenses of all officers and members of Multiple District Committees when such expenses are incurred in the discharge of duties for the Multiple District as approved by the Council of Governors or as required by this Constitution and By-laws, but shall have no power to pay expenses not provided for in the Rules of Audit as approved annually by the Multiple District Council.
- (d) It shall have direct control of all Multiple District Projects which have been formally adopted at a Multiple District Convention and shall have the power to delegate supervision and control thereof to any properly constituted committee

*(Amended 2005)*

Full reports on the activities of all Multiple District projects shall be tabled at each annual Multiple District Convention. In addition, there shall be submitted at each Multiple District Convention an audited Balance Sheet and Income and Expenditure Account for the previous twelve (12) months ended 30 June as well as a draft Balance Sheet and Income and Expenditure Account for the first nine (9) months of the current fiscal year i.e. for the period ended 31 March. Contributions by clubs to Multiple District Projects shall be on a voluntary basis.

- (e) To invest and deposit the monies of the Multiple District in registered commercial or general banks and building societies.
- (f) Subject to a resolution passed at a Multiple District Convention by a two-thirds affirmative vote of the registered delegates present in person (of which due notice has been given in accordance with By-law 1, Section 1):
  - (i) To purchase, take on lease or in exchange, hire or otherwise acquire any real or any personal property and any rights or privileges which the Multiple District may think necessary or convenient with regard to any of its objects or acquisitions or which may seem calculated to facilitate realisation of any securities held by the Multiple District to prevent or diminish any apprehended loss, or liability, or which may seem capable of being profitably dealt with by way of re-sale or otherwise, and in particular any land buildings, ground loans, reversions, policies of assurance, life interest, rights of action, book debts or any other assets:
  - (ii) To sell, let, lease, exchange, part with, transfer, deliver, charge, mortgage or otherwise howsoever dispose of or deal with the undertaking, of the movable and immovable property and assets of any kind of the Multiple District or any part thereof:
  - (iii) To sell, lease, let, exchange, burden by servitude's or similar real or personal burdens or otherwise deal with any other property of the Multiple District for the time being, or any part thereof, or any interests therein.

#### Article 4 - Section 6 – Expenditure of Funds

The Council shall not in the ordinary course of its business knowingly incur expenditure in respect of administration or projects in excess of funds actually available.

### **ARTICLE 5 - MULTIPLE DISTRICT ADMINISTRATION FUND**

#### Article 5 - Section 1 – Administration Fund Tax

In order to provide revenue to defray the administrative expenses of the Multiple District an annual per capita Multiple District Administration Fund tax shall be levied upon each member of each Club in the Multiple District. The amount of such tax shall be determined at each Multiple District Convention.

The tax shall be paid in advance by each Club in the Multiple District based on the membership of the club at 30 June each year. Said tax will be collected from each Club by the respective District Cabinet Treasurer. The District Treasurer shall pay the total amount due by the said District to the Council Treasurer no later than 30 September each year excepting new and re-organised clubs which clubs shall pay pro-rata per capita tax beginning the first day of the second month following the date of their organisation.

#### Article 5 - Section 2 – Expenditure of Multiple District Administration Fund

The Multiple District Administration Fund shall be expended for such items as are approved by the Council of Governors, who shall not incur expenditure in excess of monies available.

#### Article 5 - Section 3 – Bank Accounts

A banking and/or building society account shall be opened by the Council of Governors for the purpose of receiving monies and all cheques and other negotiable instruments drawn thereon shall be signed by the Council Treasurer and countersigned by the Chairman or a member of the Council of Governors as determined by the Council of Governors.

#### Article 5 - Section 4 - Insurance

The Council Treasurer and the Council Secretary and all other persons delegated by the Council to receive or deal with the funds of the Multiple District and all signatories on Multiple District banking investments and savings accounts shall make bond in such amount and with such securities as shall be approved by the Council of Governors. Notwithstanding anything to the contrary in this constitution or in the constitution of any sub-district or club or in the constitution of any Multiple District or sub-district project and in addition to any requirements contained in the aforementioned constitutions, the Council of Governors shall ensure that adequate insurance cover is effected against financial loss arising from theft, fraud, forgery or other loss, as the Council of Governors may from time to time determine. Such insurance shall as far, as is reasonably possible cover funds held in project accounts and administration accounts of this Multiple District, the sub-districts or Lions Clubs, Leo Clubs and Lioness Clubs in the Multiple District.

The cost of the premium payable in respect of such insurance shall be apportioned between the aforementioned parties as shall be determined by the Council of Governors from time to time.

The requirements herein contained shall supersede any provisions in the constitutions of any of the aforesaid bodies.

#### Article 5 - Section 5 – Audit of Books and Accounts

The Council of Governors shall provide for an audit of the books and accounts of the Council Treasurer annually, or at more frequent intervals if necessary, by public accountants/auditors, whom qualify under the rules as laid down by the Department of Social Development and the Commissioner of the South African Revenue Services. These duly audited statements of the Multiple District shall be made available to any club in the Multiple District that requests copies of such financial statements.

*(Amended 2008)*

There shall be submitted at each Multiple District Convention: -

- (a) An audited Balance sheet and Income and Expenditure for the previous twelve (12) months ended 30th June;
- (b) A draft Balance sheet and Income and Expenditure Account for the first nine (9) months of the current fiscal year, i.e. for the period ended 31st March;

In order to ensure that the provisions of this Section are properly and timeously executed and to ensure continuity between successive administrations, the Council of Governors shall appoint a suitably qualified person, in an honorary or professional capacity to keep the books of accounts of the Council. The person so appointed shall serve under the direction of the Council Treasurer and shall continue to serve successive administrations but may be dismissed for good cause. This appointment need not be made if the person appointed as Council Treasurer agrees to serve as Council Treasurer for a minimum period of three years.

#### Article 5 - Section 6 – Balance of Multiple District Administration Fund

Any balance of funds remaining in the Multiple District Administration Fund Account at the end of the fiscal year ending 30th June shall be taken over by the incoming Council of Governors.

## **ARTICLE 5 (A) - OFFICIAL PUBLICATIONS**

### Article 5 (A) - Section 1 - Publications

The Council of Governors shall have exclusive jurisdiction, control and supervision over all publications, which are official publications of the Multiple District.

## **ARTICLE 5 (B) - INTERNATIONAL CANDIDATES CAMPAIGN FUND**

In order to provide assistance to defray the expenses of any approved Multiple District 410 Candidate standing for any International office at any Lions Clubs International Convention whose nomination has been endorsed by a Multiple District Convention, a Fund is to be established to be known as "The International Candidates Campaign Fund".

In order to provide the revenue for such fund, each club in Multiple District 410 shall be levied at a rate of one (1) Rand per member, per annum. The levy, payable from the Clubs administration account, shall be paid in advance by each Club in the Multiple District by one payment to be made by not later than the 10th September in each year, and billings of same to be based upon the membership of each club as at the 30th June of each and every year. The said levy shall be collected from each Club by the respective District Cabinet Treasurers, excepting new and re-organised clubs, which clubs shall pay a levy by the 15th of the third month following the date of their organisation. The total levy collected from Clubs by the District Treasurers shall be paid over to the Council Treasurer. This fund shall at all times be under the control of the Council of Governors.

*(Amended 2005)*

This fund may be utilised in addition to defray the expenses of the Council Chairman's attendance at the India, South Asia, Africa and Middle East Forum and All Africa Conference, provided that such attendance is approved by the Council of Governors and shall not exceed:

*(Amended 2007)*

The cost of a single economy return airfare to the venue of the India, South Asia, Africa and Middle East Forum and All Africa Conference for the Council Chairman

*(Amended 2007)*

The cost of the India, South Asia, Africa and Middle East Forum and All Africa Conference Registration fee for the Council Chairman

*(Amended 2007)*

The cost of not more than 4 night's single accommodation for the Council Chairman

## **ARTICLE 5 (C) - INTERNATIONAL CONVENTIONS**

### Article 5 (C) - Section 1 - Committee

There shall be a committee composed of Present and Past International Directors, the members of the Council of Governors in office and any candidate for International Director who has obtained the endorsement of a Multiple District 410 Convention. Its purpose shall be to co-ordinate the delegates and alternates from Multiple District 410 attending an International Convention of the International Association of Lions Clubs. Its duties shall include dealing with the dress of delegates and alternates, flags, banners and booklets as well as the organisation of breakfasts, cocktail parties and hospitality rooms.

### Article 5 (C) - Section 2 - The International Convention Fund

In order to defray the expenses incurred by Multiple District 410 at International Conventions a fund shall be established to be known as "The International Convention Fund".

In order to provide the revenue for such fund, each Club in Multiple District 410 shall be levied at a rate of fifty (50) cents per member, per annum. The levy, payable from the Clubs administration account, shall be paid in advance by each Club in the Multiple District by one payment to be made by not later than 10 September in each year, and billings of same to be based upon the membership of each club as at 30 June of each and every year. The said levy shall be collected from each Club by the respective District Cabinet Treasurers, excepting new and re-organised clubs, which Clubs shall pay a levy by the 15th of the third month following the date of their organisation. The total levy collected from Clubs by the District Treasurers shall be paid over to the Council Treasurer. This fund shall at all times be under the control of the Council of Governors.

*(Amended 2005)*

## **ARTICLE 6 - NOMINATION AND ENDORSEMENT**

### **International Director and Second Vice-President Nominees**

#### Article 6 - Section 1 – Notice of Intention

Subject to the provisions of the International Constitution and By-laws, any member of a Lions Club in the Multiple District seeking endorsements of conventions of his Sub-District and the Multiple District as a candidate for the office of International Director or Second Vice-President shall:

- (a) Deliver (by mail or in person) written Notice of Intention to seek such endorsement to the District Governor of his Sub-District, and the Council Secretary no less than sixty (60) days prior to the convening date of the convention (Sub and Multiple) at which such question of endorsement is to be voted upon:
- (b) Deliver with said Notice of Intention evidence of fulfilment of the qualifications for such office set forth in the International Constitution and By-laws.

#### Article 6 - Section 2 – Nominating Committee

Each Notice of Intention so delivered shall be transmitted forthwith by the Sub-District Governor and the Cabinet Secretary, as the case may be, to the Nominating Committee of the respective convention, which shall review and perfect the same by obtaining from each prospective candidate any additional evidence of such intention and qualifications as may be necessary under the International Constitution and By-laws, and shall place in nomination at the respective convention the name of each such prospective candidate who has fulfilled said procedural and Constitutional requirements.

#### Article 6 - Section 3 – Seconding Speech

Each such nominee for endorsement shall be entitled to one seconding speech of no more than three (3) minutes duration.

#### Article 6 - Section 4 – Voting on endorsement

The vote on the question of endorsement shall be by secret written ballot. Delegates shall cast their votes to decide whether or not they wish to endorse a candidate. A majority of the votes cast shall be required for endorsement of a candidate.

If the majority of the votes cast shall be in favour of endorsement of a candidate and there is only one nominee, that nominee shall be declared endorsed (elected) as the candidate of the respective Convention and District (Sub or Multiple). In the event of there being two or more candidates for endorsement, a second ballot shall be held and shall follow the same rules as set down for the election of a District Governor or a First Vice District Governor. The successful candidate shall be declared endorsed (elected) as the candidate of the respective Convention and District (Sub or Multiple).

*(Amended 2009)*

#### Article 6 - Section 5 – Certification to Lions Club International

Certification of endorsement by the respective conventions (Sub- and Multiple) shall be made in writing to the International Office by the Sub- and Multiple District officials designated, and in accordance with the requirements therefore set forth, in the International Constitution and By-laws.

#### Article 6 - Section 6 – Validation of Endorsement

No endorsement of any candidacy of any member of a Lions Club in this Multiple District shall be valid unless and until the provisions of this Article 6 have been met.

### **ARTICLE 7 - MULTIPLE DISTRICT CONVENTION**

#### Article 7 - Section 1 - Frequency

A convention of the Multiple District shall be held each year not later than thirty (30) days prior to the date set for the International Convention at a place selected by the vote of the delegates present in person at the previous annual Convention of the Multiple District; the time to be fixed by the Council of Governors and the Host Club(s).

Notwithstanding the above, the Multiple District Convention is empowered at such convention to give a mandate to any club or clubs subject to the provisions of Section 3 hereof to negotiate for and finalise a venue for the Multiple District Convention two (2) years in advance provided, however, that any club(s) wishing to host a convention shall, prior to issuing an invitation to do so, present a detailed report of the proposals for approval by the Council of Governors not later than ninety (90) days before the convention where they intend issuing the said invitation.

A Special Convention of the clubs of the Multiple District may be called by a two-thirds vote of the Council of Governors at such time and place as they shall determine; provided that such Special Convention shall conclude no less than 15 days prior to the convening date of the International Convention. Written notice of the Special Convention setting forth the time, place and purpose thereof, shall be provided to each club in the Multiple District by the Multiple District Council Secretary, no less than 30 days prior to the convening date of the Special Convention.

*(Amended 2009)*

#### Article 7 - Section 2 - Venue

The Council of Governors shall retain and have the absolute power to change at any time, for good and sufficient reason, without the Multiple District or individual District or Districts incurring any liability whatsoever, the city or place of holding the Multiple District Convention.

#### Article 7 - Section 3 - Rotation

The Convention shall rotate systematically from year to year from one District in the Multiple District to another, the only exception being if an invitation is not extended from the qualified District.

#### Article 7 - Section 4 – Officers of the Convention

The members of the Council of Governors shall be the officers of the annual Multiple District Convention.

#### Article 7 - Section 5 - Voting

Each chartered Club in the Multiple District in good standing shall be entitled to one voting delegate and one (1) alternate for each ten (10) members of said Club, or major fraction thereof, 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 such vote on any question can be cast only by a delegate present in person at the Convention, and no delegate shall cast more than one (1) vote on each question.

Outstanding dues may be paid and good standing acquired at any time prior to the close of credential certification. Such closing time shall be determined by the Council of Governors.

A Lions Club in good standing is one which:

- (a) Is not in "status quo", operates in accordance with the provisions of the Constitution of Lions Clubs International and By-laws, and the International Board policy.
- (b) Has paid International, Multiple District and sub District per capita taxes and other levies in full.
- (c) Has no unpaid balance of more than R500.00 or US \$50 whichever is the lesser outstanding over 90 days for monies owing to Lions Clubs International, Multiple District 410 or any Sub-District, for merchandise, projects or otherwise.

Each Sub-District shall establish which clubs in that district have acquired good standing and shall furnish the Council Secretary with a list duly certified by him of such clubs at the commencement of the Multiple District Convention.

#### Article 7 - Section 6 – Quorum for Convention

A majority, 50% plus 1 (one), of the registered delegates present in person at any session shall constitute a quorum.

*(Amended 2005)*

#### Article 7 - Section 7 – Supervision of Convention

The Council of Governors shall have supervision over all phases of the Multiple District Convention; shall have complete charge of the Multiple District Convention expenditure and the Multiple District Convention Fund (See Article 9).

#### Article 7 - Section 8 – Report to the International Office

Within 60 days after the close of each Multiple District Convention, the Council Secretary shall transmit one copy of the complete proceedings thereof to the International office, and one copy to each District Governor. Upon written request from any Club in the Multiple District by not later than the 31st July next following the Convention one copy shall be furnished to said Club.

#### Article 7 - Section 9 – Purpose of the Convention

The purpose of the Multiple District Convention shall be: -

- (a) To co-ordinate the actions of the respective District Conventions taken on Multiple District-wide matters affecting the welfare of Lionism in the Multiple District and the operation of the administrative organisation of the Multiple District;
- (b) To approve or disapprove changes in the provisions of this Constitution and By-laws;
- (c) To approve any candidate from Multiple District 410 for International office;
- (d) To consider, generally, matters which affect the Multiple District.

#### Article 7 - Section 10 – Voting for Resolutions

A majority, 50% plus 1 (one), vote of the registered delegates present in person and voting for, or against, any particular motion, shall be sufficient for the adoption or rejection of any resolution before the Convention, save that:

- (a) Any change in the provisions of this Constitution and By-laws shall require a two-thirds majority vote of the registered delegates present in person; and voting for, or against, any particular motion.

*(Amended 2005)*

#### Article 7 - Section 11 – Flags at Convention

The national flags of all countries and nations which form part of the Multiple District shall be displayed at all Convention sessions, including the national flags of known visitors (where appropriate and possible) and the flag of Lions Clubs International.

### **ARTICLE 8 - CONVENTION EXPENDITURE**

#### Article 8- Section 1 – Convention Fee

A Convention Fee, determined by the Host Clubs with the approval of the Council of Governors, shall be levied upon all delegates attending each annual District and Multiple District Convention to defray the cost of: -

- (a) All administrative expenses of the Host Club(s) in connection with the said Conventions and shall include such expenses as printing and stationery, decorations, hire of halls, services of stenographers, registration and ballot cards, relay systems, badges, reporting of official proceedings, insurance's and other miscellaneous expenditure incidental to the running of a Convention:
- (b) Organised entertainment and official Convention banquets, but excluding the cost of accommodation and meals which shall be borne by the delegates themselves.

The said Convention Fee shall be collected by the Host Club(s) under the supervision of the Council of Governors at the Convention site and failure or refusal to pay same shall be grounds for non-certification of delegate status upon report of same to the Convention Credentials Committee.

#### Article 8 - Section 2 – Convention Fee; Surplus/Deficit

Any surplus arising from Convention fees after defraying the costs referred to in Section 1 above shall be paid by the Host Club(s) into a Multiple District Convention Fund to be administered by the Council of Governors and to be used for the purposes prescribed in Section 1 above, and/or for any official Lions Clubs International Convention, Conference or Forum which is held within the geographical area of Multiple District 410. In the event of a deficit on a Multiple District Convention, the Host Club(s) may be reimbursed by the Council of Governors from funds available in the Multiple District Convention Fund.

#### Article 8 - Section 3 – Audit of Convention Accounts

The Convention Host Club(s) shall present the Council of Governors with an audited statement of such Convention income and expenditure by not later than seven (7) months after the start of the immediate following fiscal year. Such financial statement shall be presented at the next Multiple District Convention. Audited statement to be compiled by public accountants/auditors, whom qualify under the rules as laid down by the Department of Social Development and the Commissioner of the South African Revenue Services.

*(Amended 2009)*

#### Article 8 - Section 4 – Convention Enhancement Fund

In order to enhance the quality of Conventions a fund shall be established to be known as "The Convention Enhancement Fund". To provide the revenue for such Fund, an annual per capita Convention Enhancement Fund tax, payable from the Clubs administration account, shall be levied

upon each member of each club in the Multiple District. The amount of such tax, if any, shall be determined at each Multiple District Convention.

Said tax shall be collected from each club by the respective District Treasurers and paid over to the Council Treasurer on the same basis as the Multiple District Administration Fund Tax (See Article 5, Section 1).

*(Amended 2005)*

#### Article 8 - Section 5 – Convention Fund

In order to maintain the quality and to limit the costs of the annual Conventions, a fund shall be established to be known as “The Convention Fund”. To provide the revenue for such Fund, an annual per capita Convention Fund tax, payable from the clubs administration account, shall be levied upon each member of each club in the Multiple District. The amount of such tax, if any, shall be determined at each Multiple District Convention.

Said tax shall be collected from each club by the respective District Treasurers and paid over to the Council Treasurer on the same basis as the Multiple District Administration Fund Tax (See Article 5, Section 1).

*(Amended 2009)*

### **ARTICLE 9 - AMENDMENTS**

#### Article 9 - Section 1 – Constitutional Amendments

This Constitution can be amended only at a Multiple District Convention, by resolution reported by the Committee on Constitution and By-laws at such Convention and adopted by a two-thirds affirmative vote of the registered delegates present in person.

### **ARTICLE 10 - DISTRICT CONSTITUTIONS**

#### Article 10 - Section 1 – Provisions in District Constitutions

District Constitutions and By-law's shall not contain any provisions which are not consistent with this Constitution and By-laws as amended from time to time.

In any matter for which no provision has been made in a District Constitution and By-law's, this Constitution and By-law's shall apply.

### **ARTICLE 11 – LEGISLATIVE REQUIREMENTS**

#### Article 11 - Section 1 – Body Corporate

The Multiple District is a body corporate and has an identity and existence distinct from its members or office-bearers.

#### Article 11 - Section 2 – Continued Existence

The Multiple District shall continue to exist, notwithstanding changes in the composition of its membership or office-bearers

#### Article 11 - Section 3 – Rights of Members to Property or Assets

The members or office-bearers of the Multiple District have no rights in the property or other assets of the Multiple District solely by virtue of their being members or office-bearers

#### Article 11 - Section 4 – Liability of Members

The members or office bearers do not become liable for any of the obligations and liabilities of the Multiple District solely by virtue of their status as members or office bearers of the Multiple District.

#### Article 11 - Section 5 – Personal Liability of Members

The members and office-bearers are not personally liable for any loss suffered by any person as a result of an act or omission that occurs in good faith while the member or office bearer is performing functions for or on behalf of the Multiple District.

#### Article 11 - Section 6 – Distribution of Income to Members

The Multiple District's income and property are not distributable to its members or office bearers except as compensation for expenses incurred on behalf of the Multiple District.

#### Article 11 - Section 7 – Responsibility and Dissolution

The Multiple District is:

- (a) Required to have at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the Multiple District and no single person may directly or indirectly control the decision making powers relating to the Multiple District.
- (b) Prohibited from distributing any of its funds to any person (otherwise than in the course of undertaking any public benefit activity) and is required to utilise its funds solely for the object for which it has been established, or to invest such funds-
  - (i) With a financial institution as defined in section 1 of the Financial Services Board Act, 1990 (Act No. 97 of 1990);
  - (ii) In securities listed on a stock exchange as defined in section 1 of the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985); or
  - (iii) In such other prudent investments in financial instruments and assets as the Commissioner for Inland Revenue may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit Organisations:

Provided that the provisions of this subparagraph shall not prohibit the Multiple District from retaining any investment (other than any investment in the form of a business undertaking or trading activity or asset which is used in such business undertaking or trading activity) in the form that it was acquired by way of donation, bequest or inheritance;

- (c) Required on dissolution to transfer its assets to-
  - (i) Any similar public benefit organisation, which has been approved in terms of Section 30 of the Income Tax Act, No. 58 of 1962;
  - (ii) Any institution, board or body which is exempt from tax under the provisions of section 10(1) (cA)(i) of the aforesaid Act, which has as its sole or principal object the carrying on of any public benefit activity; or
  - (iii) Any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) or (b) of the said Act;
- (d) Prohibited from carrying on any business undertaking or trading activity, otherwise than to the extent that-
  - (i) The gross income derived from all such business undertakings or trading activities do not in total exceed the greater of-
    - 15 per cent of the gross receipts of the Multiple District; or
    - R25 000;
  - (ii) The undertaking or activity is-

- (aa) Integral and directly related to the sole object of the Multiple District; and
- (bb) Carried out or conducted on a basis substantially the whole of which is directed towards the recovery of cost and which would not result in unfair competition in relation to taxable entities;
- (cc) The undertaking or activity, if not integral and directly related to the sole object of the Multiple District as contemplated in item (bb), is of an occasional nature and undertaken substantially with assistance on a voluntary basis without compensation; or
- (dd) The undertaking or activity is approved by the Minister of Finance by notice in the Gazette, having regard to-
  - (A) The scope and benevolent nature of the undertaking or activity;
  - (B) The direct connection and interrelationship of the undertaking or activity with the sole purpose of the Multiple District;
  - (C) The profitability of the undertaking or activity; and
  - (D) The level of the economic distortion that may be caused by the tax exempt status of the Multiple District carrying out the undertaking or activity;
- (e) Prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms section 18A of the Income Tax Act: Provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1) (cA)(i) of the said Income Tax Act, which has its sole or principal object the carrying on of any public benefit activity) may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation;
- (f) Required to submit to the Commissioner for Inland Revenue a copy of any amendment to this constitution

*(Amended 2004)*

## **ARTICLE 12 - OBJECTS**

The objects of Lions Clubs International Multiple District 410 shall be to perform the Public Benefit Activities specified in the first and second parts of the ninth schedule to the South African Income Tax Act, 1963, as amended from time to time.

*(Amended 2004)*

## **ARTICLE 13 - REASONABLE REMUNERATION**

Employees serving the Multiple District may receive reasonable remuneration for services rendered provided that:

- a) The remuneration is not excessive and
- b) Such remuneration does not economically benefit any person in a manner, which is inconsistent with the objects as stated in Article 12

*(Amended 2004)*

## **BY LAWS**

### **BY-LAW 1 - CONVENTION RESOLUTIONS**

#### By-law 1 - Section 1 – Notice to submit Resolutions

The Council Secretary shall in writing at least 150 days before Convention call on all Lions Clubs in the Multiple District to submit resolutions, to be received by the Council Secretary at least ninety (90) days prior to the Convention (as hereinafter provided for) for consideration at the forthcoming annual Multiple District Convention.

No resolution shall be moved at a Multiple District or District Convention unless due notice in writing thereof shall have been received by the Council or District Secretary respectively at least ninety (90) days prior to the annual Multiple District or District Convention provided that the Multiple District or District Convention may waive this section by a two-thirds majority vote of the respective Multiple District or District Convention registered delegates present and voting. for, or against, this section.

*(Amended 2005)*

#### By-law 1 - Section 2 – Bodies entitled to propose Resolutions

Only the following shall be entitled to propose resolutions in accordance with Section 1 hereof

- (a) The Council of Governors
- (b) The District Cabinets
- (c) All Lions Clubs
- (d) The Resolutions, Constitution and By-law's Committee in accordance with its duties as set out in By-law 3 Section 3(a) of these By-law's

#### By-law 1 - Section 3 – Notice of Resolutions received.

The Council or District Secretary shall give notice in writing to all Clubs in the Multiple District or District of all resolutions of which he has received due notice in accordance with Section 1 hereof at least thirty (30) days prior to the annual Multiple District or District Convention.

### **BY-LAW 2 - DUTIES**

#### By-law 2 - Section 1 – Council Chairman

##### Council Chairman

Under the general supervision of the International Board of Directors, he shall be the administrative officer of the Multiple District. His specific responsibility shall be to: -

- a) Further the Purposes and Objects of Lions Clubs International;
- b) Provide leadership, direction and initiative for the International and Multiple District programmes, goals and long range planning;
- c) Create and foster harmony and unity among Sub-Districts and assist District Governors to solve issues;
- d) Preside over the Multiple District convention and all Council meetings;
- e) Submit reports and perform such duties as may be required by the Multiple District Constitution and By-law's;
- f) Perform other such administrative duties as may be assigned by the Council of Governors; and

- g) Facilitate, at the close of his term of office, the timely presentation of all Multiple District accounts, funds and records to his successor in office.

#### By-law 2 - Section 2 – Council Secretary

##### Council Secretary

- (a) Under the supervision and direction of the Council of Governors, the Council Secretary shall keep an accurate record of the proceedings of all meetings of the Council, and shall within six (6) weeks after each meeting forward copies of the minutes of same to all members of the Council, and the office of Lions Clubs International. He shall assist the Council of Governors in conducting the business of the Multiple District and shall perform such duties as are specified or implied in the Constitution and By Laws, or as may be assigned to him from time to time by the Council.
- (b) The Council Secretary shall within thirty (30) days after each Council meeting forward electronic copies of all reports and minutes to the Archive Secretary.
- (c) Within sixty (60) days after the Multiple District Convention, the Council Secretary shall forward a copy of the minutes of the Convention to the Archive Secretary.
- (d) Within sixty (60) days after the completion of his term, the Council Secretary will forward certified copies, or originals where applicable, of the following documents to the Archive Secretary for safekeeping;  
Agreements entered into by the Council; Insurance Policies; A copy of the PBO registration certificates and any other related authorisations granted to the Multiple District; Pension Schemes; List of Assets and any other reports or documents that the Council may deem necessary to archive.

*(Amended 2006)*

#### By-law 2 - Section 3 – Council Treasurer

##### Council Treasurer

- a) Under the supervision and direction of the Council of Governors the Council Treasurer shall assist the Council of Governors in conducting the business of the Multiple District and shall perform such duties as are specified or implied in the Constitution and By Laws, or as may be assigned to him from time to time by the Council. He shall have control of disbursements and receipts subject to the supervision of the Council of Governors as regards the Multiple District Administration Fund and all cheques drawn by the Council Treasurer against the Multiple District Administration Fund shall be countersigned by at least one member of the Council of Governors, preferably the Chairman. He shall deposit all monies received by him in such bank or banks as may be designated by the Council and shall disburse the same by order of said Council. His accounts, books and records shall at all times be open to the inspection of the Council and any auditors named by the Council. He shall give bond for the faithful performance of his duties in such sum and with such sureties as may be required by the Council of Governors.  
The Council Treasurer shall ensure that arrangements is made in time to ensure the smooth transition of mandates and signing authority between the incumbent Council and the incoming Council so that all cheques drawn by the Council Treasurer against the Multiple District Administration Fund can be honoured by the incoming Council by the 1<sup>st</sup> July, or shall begin with the close of the association's international convention.

*(Amended 2009)*

- b) The Council Treasurer shall within thirty (30) days after each Council meeting forward electronic copies of all financial reports and interim statements of all the projects under the control of the Multiple District to the Archive Secretary.

- c) Within sixty (60) days after the completion of his term, the Council Treasurer will forward certified copies, or originals where applicable, of the following documents to the Archive Secretary for safekeeping;
  - i) Audited Financial statements for the previous fiscal year, and a copy of the provisional accounts for the current fiscal year; All bank and financial statements in respect of each banking account under the control of the Multiple District and Council.
  - ii) Copies of all Bank mandates and signatories; Convention Accounts; Financial Statements of Lions Youth Exchange; Audited Financial statements pertaining to LCIF grant Application/s and reporting during the past fiscal year, and Tax exemption certificates, excluding the Audited Convention Accounts as referred to in Article 8 – Section 3.

*(Amended 2006)*

#### By-law 2 - Section 4 – Council of Governors

##### The Council of Governors

- (a) The Council of Governors is the deliberative and assisting body in the formulation of administrative plans and policies affecting the Multiple District, including the annual Multiple District Convention. It shall make all contracts and approve all accounts relating to the Multiple District Administration expenses. It shall designate for said fund, and set the amount of corporate surety bond for the Council Treasurer, and approve the surety company with which he shall be bonded. It shall demand and receive from the Council Treasurer financial reports, semi-annually or more frequently, if necessary, and shall make provision for an audit at the end of the fiscal year of the books and accounts of the Council Treasurer. It shall, in the event of a surplus being left in the Multiple District Administration Fund, make provision for placing same in the hands of the succeeding Council of Governors. When deemed or found necessary it shall recommend to the Multiple District Convention changes pertaining to the amount of per capita levy collected for the Multiple District Administration Fund.

*(Amended 2004)*

- b) Without altering the voting powers of the Council of Governors, consideration, debate and decision making on any matter by the Council shall include the active input of the First Vice District Governors, the Council Chairman Elect, the Immediate Past Council Chairman, the Council Secretary and Treasurer and if necessary, the Immediate Past District Governors of any District not equally represented by the foregoing officers
- c) A member in good standing of a club in good standing shall be entitled to:
  - (i) A copy, for which he or she shall supply an e-mail address, of the minutes of all Council meetings and the Council Secretary shall dispatch it by e-mail within a reasonable time.
  - (ii) Attend Council meetings, provided that he or she shall not be entitled to speak or otherwise participate in any discussion or debate, unless invited by the Chairman of the Council of Governors to do so.

*(Amended 2009)*

#### **BY-LAW 3 - COMMITTEES**

##### By-law 3 - Section 1 – Committee Appointments

The Council of Governors may appoint at the annual Multiple District Convention or prior thereto, the following Multiple District Convention Committees: Multiple District Nominations and Elections, Rules and International Convention and such other committees as it deems necessary. Each sub-

District of the Multiple District shall where practical have at least one representative on each committee appointed by the Council of Governors. The Council of Governors shall appoint a Resolutions, Constitution, By-laws and Protocol committee consisting of the four District Constitution Chairmen, one of whom they shall appoint as chairman of the committee. The Chairman shall be a voting member and if necessary may exercise a casting vote. The Committee shall meet to carry out the duties imposed on it under Section 3(a) hereof and the costs of the meeting and the travelling expenses of the members shall be paid by the Council.

#### By-law 3 - Section 2 – Committee Chairpersons

Unless otherwise provided for in this Constitution and By-laws the Council of Governors shall designate the Chairman of each Committee appointed by it, and have power to fill all vacancies in any Committee so appointed.

#### By-law 3 - Section 3 - Committees

##### (a) RESOLUTIONS, CONSTITUTION AND BY-LAWS COMMITTEE

Its purpose shall be the examination of all original Resolutions that come to or are to come before the Convention. These Resolutions shall be considered by this Committee which will issue a report on them. The said Committee shall have the following rights: -

- (i) To originate and draft it's own Resolutions for submission to the Convention.
- (ii) It shall have the power to put Resolutions in proper form, eliminating duplication where similar Resolutions are offered and ensure that all Resolutions relating to a specific subject will be offered in a logical sequence.
- (iii) It shall have the authority to make substantive alterations in the Resolutions, but only with the sponsor's consent.

The Resolutions Committee shall be required to report all Resolutions referred to it.

##### (b) MULTIPLE DISTRICT NOMINATIONS AND ELECTIONS COMMITTEE

This Committee shall function as provided for in Article 6 of this Constitution and shall supervise the election of candidates for International Office should a ballot be necessary at Convention.

##### (c) CREDENTIALS COMMITTEE

This Committee shall prepare and certify to the Convention the list of Officers, delegates and alternates that it has registered after finding them entitled to accreditation.

##### (d) COMMITTEE ON STANDING RULES

This Committee shall draft rules of operating procedure for Convention.

##### (e) PROGRAMME COMMITTEE

This Committee shall formulate a Convention programme including a suitable order of business.

##### (f) CONVENTION ARRANGEMENTS COMMITTEE

This Committee shall concern itself with the necessary physical arrangements such as negotiating a suitable venue/s, securing hotel accommodation, and related services. This Committee shall be appointed by the Convention Host Club/s.

##### (g) ARCHIVE SECRETARY

- (i) The Council shall appoint an Archive Secretary, whose duties shall include the preservation, protection and maintenance of documents and other information relating to the assets, agreements, minutes, records, reports and financial commitments of the Council and all projects and committees of the Council.

- (ii) The Archive Secretary shall, if he becomes aware of any non-compliance with any obligation imposed on the Council, any project, committee or Sub-District whose records he holds, immediately report such non-compliance to the Council.
- (iii) All documents and information held by the Archive Secretary shall be held in perpetuity, unless the Council shall, in respect of any particular documents or information, or any class thereof, decide otherwise.
- (iv) All documents and information held by the Archive Secretary shall be available for inspection by any Lion, on the basis that none of the contents thereof shall be disclosed to any person who is not a Lion, unless the Council shall agree otherwise.
- (v) The Archive Secretary shall acknowledge receipt of the applicable documents received from the Council Secretary and Treasurer and confirm receipt thereof at the first Council Meeting following the required time regulation.
- (vi) The Archive Secretary shall pass the documents so received to a reputable Document Storage Company acceptable to the Council.
- (vii) A copy of the schedule of documents shall be kept with him/her in a safe place for reference purposes together with the manifest from the Document Storage Company. This schedule of documents and manifest register shall be handed over to the succeeding Archive Secretary.
- (viii) In the event of a query, by an authorised person, the Archive Secretary would consult his/her schedule of documents for that particular year and would then be able to authorise access to the particular volume of documents stored at the document storage facility.
- (ix) The Archive Secretary shall be responsible for ensuring that the documents are viewed and handled in the appropriate manner and that the documents are returned to their respective storage volumes.
- (x) The Council can determine which archived documents can be copied onto a suitable digital medium for further safekeeping. The digital medium must also be retained in safe keeping by the document storage facility.
- (xi) The Council of Governors shall empower the Archive Secretary to call for random certificates of balance, and allow him/her full access to compare and verify, electronically or otherwise, Multiple District accounts against the said certificates of balance.

*(Amended 2006)*

The Council Treasurer shall ensure that adequate budgetary provision is made for the costs involved in implementing the provisions of this Article.

*(Amended 2005)*

(h) OPERATIONS AND COMPLIANCE COMMITTEE

- (i) This committee shall draft and maintain and from time to time draft amendments to an Operations Manual. The Operations manual shall have, but not be limited to, chapters relating to procedure to be followed and activities of the Council, its committees and its projects. The committee's duties shall include making recommendations relating to financial and other controls, calling for the Council, Sub-Districts, clubs or committees and itself proposing resolutions relating thereto and to better management procedures to be adopted in an amended form or otherwise, at a Convention, for inclusion in the Operations Manual. It shall, in consultation with the Chairman

of the Resolutions, Constitutions By-laws and Protocol Committee, ensure that no provision of the Operations Manual is in conflict with this constitution. It shall be entitled to investigate non-compliance with all Lions Constitutions and to report all such non-compliance and on any other matter relevant to good governance and reputation to the Council. The Operations Manual shall be made available to each Sub-District and club, with the recommendation that it be adopted for use by those Sub-Districts and Clubs.

- (ii) The Operations Manual, once drafted and approved by a Multiple District Convention, shall only be amended by a resolution of the majority of the voting delegates at a convention

*(Amended 2004)*

#### By-law 3 - Section 4 - LILCOM

- (a) There may be a Leadership Information and Long Range Planning Committee (LILCOM) consisting of the LILCOM Chairman of each sub-district from whom a chairman will be appointed by the Council of Governors.
- (b) The function of the committee shall be to consider matters relative to Leadership, Information and Long Range Planning referred to it on an ad hoc basis by the Council of Governors.

#### By-law 3 - Section 5 – Membership Development Committee

- (a) There may be a Membership Development committee consisting of the membership Chairman of each sub district from whom a chairman will be appointed by the Council of Governors.
- (b) The function of the committee shall be to consider matters relative to Membership Development referred to it on an ad hoc basis by the Council of Governors.

#### By-law 3 - Section 6 – Duration of Office

- (a) No person shall hold office, (whether as a member, chairman of any committee or secretary or treasurer of the Council or of any committee of the council or otherwise) for a period of more than three consecutive years, except that the members of the Archive Committee and the Resolutions, Constitutions, By-laws and Protocol Committee shall be exempt from the provisions hereof
- (b) No person disqualified from holding any particular office by virtue of the provisions of By-law 3 Section 6 a) shall be eligible to hold any similar office until a period of three years has expired after he last held any such office”

*(Amended 2004)*

#### By-law 3 - Section 7 – Appointment of Co-ordinators

The incoming Council shall endeavour to appoint Multiple District Co-ordinators and Committee Chairpersons from amongst the incoming District Chairpersons of the sub-districts

*(Amended 2004)*

#### By-law 3 - Section 8 – Failure to Report

Failure by any appointee of the Multiple District Council to provide comprehensive, accurate and proper report in respect of the activities of his or her committee, without just cause, shall be grounds for the termination of his or her appointment

*(Amended 2004)*

By-law 3 - Section 9 – Preclusion for holding Office on the Council

Any Lion who has been convicted of a criminal offence involving dishonesty or moral turpitude or who has been granted immunity from prosecution for such an offence by becoming a State witness, shall be prohibited from holding any office on the Council. Any person who holds such an office, if charged with such an offence shall immediately be suspended from such office and upon having been convicted of the offence or granted immunity shall, by the mere fact of such conviction or immunity, be dismissed from that office. If acquitted of the offence, the suspension shall terminate and he may be reinstated in office.

*(Amended 2004)*

**BY-LAW 4 - RULES OF PROCEDURE**

Except as otherwise specifically provided in this Constitution and By-laws, or in the Rules of Procedure adopted for a meeting, all questions of Order or Procedure in any District Meeting or Convention (Sub or Multiple), any meetings of the Council, a sub-District Cabinet, Region, Zone or member Club or of any group or Committee of any one of them shall be determined by Robert's Rules of Order as revised from time to time.

**BY-LAW 5 - FISCAL YEAR**

This fiscal year of the Multiple District shall be from 1st July to 30th June, inclusive, of each year.

**BY-LAW 6 - AMENDMENT OF BY-LAWS**

These By-laws can be amended only at a Multiple District Convention by resolution reported by the Resolutions, Constitution and By-laws Committee at such Convention and adopted by a two-thirds affirmative vote of the registered delegates present in person.

**BY-LAW 7 - FINANCIAL INTEGRITY**

By-law 7 - Section 1 – Domicilium and Financial Information

The Council shall, from time to time, establish a permanent mailing address to be its domicilium.

The Council may appoint any person to obtain any financial information concerning any Lions or Lions related banking account

*(Amended 2004)*