



THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS

DISTRICT 105D CONSTITUTION

(INCORPORATING ALL ACCEPTED AMENDMENTS THROUGH MARCH 2011)

Updated March 2011

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INTERPRETATION

Section 1

Wherever the Male Gender or pronoun presently appears in this Constitution, it shall be interpreted to mean Male and/or Female persons.

This Constitution shall be read, construed and operated in the general context and spirit of the Constitution and Bye-Laws of the International Association of Lions Clubs and shall be binding on the whole of the Membership.

The provisions of the Constitution of the International Association of Lions Clubs and the provisions of the Constitution of Multiple District 105 (British Isles and Ireland) shall take precedence over this Constitution.

Section 2

For the avoidance of doubt the following words shall have the meanings assigned to them :-

The Association

The International Association of Lions Clubs (Lions Clubs International)

Cabinet

The District Governor's Cabinet (as defined in Article III Section 1 of this Constitution)

Club (or Clubs)

A Lions Club (or Clubs) within Sub-District 105D organised, chartered and in good standing (as defined by the Association)

Convention

The Annual Convention of Sub-District 105D

District

Sub-District 105D

Governor

The District Governor duly elected for the time being of Sub-District 105D

Multiple District

District 105 of the Association

First Vice Governor

The First Vice District Governor duly elected for the time being of Sub-District 105D

Second Vice Governor

The Second Vice District Governor duly elected for the time being of Sub-District 105D

Year

The period from 1 July to 30 June the following year, both dates inclusive

ARTICLE I

Purpose

To provide the District with a proper administrative structure to advance the purpose and objects of the Association within the District.

ARTICLE II

Members

The Members of the District shall consist of all Clubs within the boundaries as recognised from time to time by the Association.

ARTICLE III

District Organisation

Section 1

(a) A Governor, a First Vice Governor and a Second Vice-Governor for the Year shall be elected at the Convention held in the immediately preceding Year in accordance with the provisions of the Constitution of The Association

(b) The Governor so elected shall by the time he officially takes office appoint to serve for the Year:

(i) A District Secretary

(ii) A District Treasurer

(iii) A Zone Chairman from within each Zone of each Region of the District

(iv) Such other specialist District and Regional Officers as he shall from time to time consider necessary.

(c) Each appointee shall be, and continue to be, an active member in good standing of a Club.

(d) The Governor may in his absolute discretion at any time replace any appointee as he shall think fit and may co-opt any other Lion as he may from time to time deem necessary.

(e) With the exception of Regional Officers, all persons appointed or co-opted under this section, the Immediate Past Governor, First Vice Governor and Second Vice Governor shall constitute the Cabinet, under the Chairmanship of the Governor.

Section 2

(a) The Governor shall convene a meeting of the Cabinet during the month of July of the Year and in conjunction with Convention. He shall also convene at least two further meetings of the Cabinet during the Year.

(b) At least ten days prior to each meeting the District Secretary shall give written notice to all Cabinet members, setting out details of date, time and place determined by the Governor, for the Cabinet meeting to be held, together with full details of the proposed agenda.

(c) For any meeting thereof the attendance of a simple majority of the members of Cabinet shall constitute a quorum.

(d) In all meetings of Cabinet the voting privilege and procedure shall be as laid down by the Governor at the July meeting of the Year.

(e) The District Secretary shall prepare minutes of all Cabinet meetings held and circulate one copy thereof promptly to the Governor, the Association, the Multiple District Secretary and each Cabinet Member.

(f) A Club Secretary may, on application to the District Secretary, be furnished with a copy of the minutes of any Cabinet meeting held within the previous twelve months.

Section 3

(a) In the best interests of the Association and for the efficient functioning of the District, the Governor shall divide the District into Regions (each consisting of not more than 16 Clubs) and Zones (not consisting of more than 8 Clubs) as he shall, at his sole discretion, deem necessary. Before making any changes to existing arrangements he, or the First Vice Governor (with the approval of the Governor), shall advise the Clubs that are likely to be affected, informing them of the reasons for the change".

(b) Each Region Chairman (if appointed) shall attend at least one business meeting of each Club within the Region during the year.

(c) Subject to the approval of the Governor, meetings of representatives of all the Clubs within any Region may be held during the Year at such times and places fixed by the Region Chairman (if appointed) or by the Governor. Full details of the time and place so fixed together with the proposed agenda to be followed thereat shall be notified to each Club Secretary within that Region - if possible, at least 2 months in advance.

(d) Each Zone Chairman shall attend at least one business meeting of each Club within the Zone during the Year.

(e) (i) Each Zone Chairman shall hold a minimum of three meetings during the Year of the representatives (to include the President and Secretary) of all Clubs within the Zone at such times and places as he shall from time to time decide - provided always that the first meeting shall be held before 30th September in the Year. Subject to the discretion of the Governor the second meeting shall be held before 30th November in the Year and the third meeting shall be held before 28th February in the Year.

(ii) Further meetings may be held in the Year at the discretion of the Zone Chairman or at the discretion of the Governor.

(iii) In all cases full details of the date, time, place and proposed agenda should be notified in writing to the Secretary of each Club in the Zone - if possible at least one month in advance.

ARTICLE IV

Finance

Section 1

(a) (i) To provide revenue to defray administration and Convention expenses of the District, and such other matters as the Governor or Cabinet shall from time to time deem fit, a PerCapita levy for a Year shall be collected from each Club by the District Treasurer at such times and in such amounts as shall be passed by way of Resolution proposed by District Cabinet at Convention held in the previous Year.

(ii) In the event that any Resolution to determine a Per-Capita levy for a Year is not passed at Convention held in the previous Year, the amounts collectable from each Club for the Year shall remain those as determined at the most recent preceding Convention.

(b) Clubs organised or re-organised during the Year shall be liable to pay per-capita dues calculated on a pro-rata basis commencing from the first day of the month following the date of their organisation or re-organisation meeting.

(c) From and after 1 July 2000 Cabinet shall be empowered to levy a carrying charge, not exceeding £10.00p, as shall be determined at their first meeting in the Year, on any Per Capita Levy not settled in full by the due date.

Section 2

(a) The District Treasurer shall open such bank or building society accounts with Trustee Status as the Cabinet shall from time to time approve (in which shall be lodged all moneys and funds received on behalf of the District).

- (b) All withdrawals from such accounts shall be on the authority signed by any two of the Governor, the District Treasurer and the District Secretary.
- (c) The Governor and the District Treasurer and the District Secretary shall jointly, but subject to the ratification of Cabinet, have management and control over the property and funds and of all budgetary matters of the District and its Committees (if any). No obligation may be approved or made which would result in a deficit in the total funds of the District at any time.

Section 3

(a) Appropriate out-of-pocket expenses incurred in carrying out their duties (or contributions thereto) may be claimed by, and paid to, Cabinet members provided that these have been duly authorised by the Governor and/or Cabinet.

(b) The Cabinet shall determine at their first meeting in the Year the maximum pence per mile payable on account of the use of motor vehicles and shall approve and determine a maximum budget sum applicable for each member of Cabinet for the Year.

Section 4

(a) The Governor or Cabinet shall provide for an independent examination of the books, records and Financial Statements of the District covering the Year by a suitably qualified person to be appointed (or re-appointed as the case may be) by resolution at Convention each Year.

(b) A copy of the Financial Statements so audited, together with a copy of the audit report therein, shall be circulated to every Club Secretary by 31st January preceding the Convention.

(c) The Governor, or Cabinet, may at any time call for an interim audit of the books, records and Financial Statements of the District together with an audit report thereon.

Section 5

(a) Each Year the Immediate Past Governor (acting as Chairman), First Vice Governor, Second Vice Governor, District Secretary, District Treasurer and two most recent Past Governors available shall be the Permanent Finance Committee of the District.

(b) The Committee shall be responsible for reviewing all aspects of Financial, Budgetary and Audit matters affecting District funds and shall report to Cabinet periodically thereon.

(c) The Committee, subject to Cabinet approval, shall have power to co-opt up to two further Active Lions with specialist knowledge in such matters to serve in the Year.

ARTICLE V **Administration of Club Affairs**

Section 1

(a) The Governor or any person or persons appointed by him shall be entitled to inspect the books of account and minute books of any Club and to attend any meeting (to include Board meetings and Committee meetings) of any Club.

(b) The Governor may at his absolute discretion direct any Club, or officer or member of any Club, on any matter which in his opinion affects the good name of the Association.

ARTICLE VI **Activities outside of the normal operating areas of Clubs**

No Club shall raise or attempt or cause to be raised any funds, subscriptions or donations in cash or in kind within the normal operating area of any other Club (including Clubs within any other District within the Association) without prior approval in writing of that Club.

ARTICLE VII

District Convention

Section 1

(a) A Convention shall be held each Year at a time and place approved by the immediately preceding Convention (or, in the case of no such approval, at a time and place directed by Cabinet).

(b) The Annual Convention shall be held not less than four weeks prior to the time appointed for the Convention of the Multiple District in that Year.

(c) Unless resolved otherwise by Convention or Cabinet the Annual Convention shall not be held on a date that shall coincide with any date set for the holding of the Multiple District Youth Award Finals or with any date set for the holding of any meetings of the International Board of Directors in that Year (if known).

(d) The whole of the administrative expenses of Convention, including the cost of hiring halls and equipment, decorations therein and all other expenses (including those of official guests) incidental to running the business sessions of Convention shall be authorised by Cabinet and at the expense of District. An estimate of such costs shall be prepared and submitted by the host to the Cabinet for approval. No expenditure shall be incurred by the Host until approved in writing by Cabinet.

Section 2

The Governor shall be responsible for the arrangement and supervision of the business programme of Convention.

Section 3

(a) The Governor shall arrange to issue an official Call for Convention at least 24 (twenty-four) weeks prior to the date set for holding the same.

(b) The Call shall be circulated to every Club Secretary.

(c) The Call shall incorporate the name and address of the officer appointed by the Governor to receive and deal with proposed resolutions, nominations and invitations for consideration at the ensuing Convention.

(d) The Call shall incorporate the latest date decided by Cabinet (which shall be at least 12 (twelve) weeks prior to the date set for holding convention) by which the officer appointed must receive such proposed resolutions, nominations and invitations.

ARTICLE VIII

Resolutions, Nominations and Elections

Section 1

(a) All proposed resolutions shall be received in writing by the appointed officer on or before the closing date stated in the Convention Call.

(b) It shall be a good and sufficient reason for the Cabinet not to accept any proposed resolution or any proposed amendment if they are of the opinion that it would waste the time, or otherwise inconvenience the proceedings, of the forthcoming Convention or if the substance of such proposed resolution or proposed amendment has been voted upon at either of the two immediately preceding Conventions.

(c) The officer shall have the power to re-draft any proposed resolution or any proposed amendment if in his opinion such re-drafting is necessary in the interests of clarity or for any other good and proper reason.

(d) In the event of any non-acceptance or re-drafting of any proposed resolution or proposed amendment, the officer shall liaise with the Secretary of the Club submitting the same as soon as is practicable after receipt of the same and having regard to the time limit established.

Section 2

(a) The Governor shall have power to accept an emergency resolution or amendment at Convention if, in his opinion, such resolution or amendment could not have reasonably been submitted in writing to the officer appointed on or before the date stipulated.

(b) Such emergency resolution or amendment shall only be presented for consideration with the approval of Convention.

Section 3

(a) All proposed nominations for the offices of Governor, First Vice Governor and Second Vice Governor for the ensuing Year and, when appropriate, all proposed nominations for International Office, shall be received by the appointed officer in writing on or before the closing date stipulated in the Convention Call.

(b) If no such proposed nominations have been received by the closing date stipulated nominations may be presented from the floor at Convention.

Section 4

(a) All invitations extended to act as Host for Convention to be held within the District two years hence shall be received by the appointed officer in writing on or before the closing date stated in the Convention Call.

(b) Such invitations shall be investigated from all view-points commensurate with the generally accepted requirements of a Convention and shall be subject to Cabinet approval thereof.

(c) If no invitation to host a subsequent Convention is received by the date stipulated, invitations may be presented from the floor to Convention and may be accepted, but will be subject to Cabinet approval at their next meeting.

(d) If there should be no acceptable invitations whatsoever, it shall be the duty of the next succeeding Cabinet to arrange the venue of the appropriate Convention at such place within the District and at such time and by such means as it shall decide.

(e) (i) The Host shall submit to Cabinet for approval, the estimated costs and the proposed charges to be made for the various social activities to be held in conjunction with Convention.

(ii) Neither the Host or Cabinet shall seek to approve charges that will result in a surplus or a deficit on these activities.

(iii) In the event that any surplus is realised on these activities in any Year the District Treasurer shall hold such in reserve and shall make the same available to the succeeding Host to be utilised against costs at their discretion.

(vi) In the event that any deficit is incurred on these activities the same shall be borne by District. However if it is demonstrated by Cabinet that information had been deliberately or negligently withheld by the Host or the Convention Committee appointed by the Governor when making their financial submissions to Cabinet, in which case the deficit shall be borne by the Host or the said District Convention Committee as appropriate.

(f) Any activity proposed to be held at Convention involving the raising of funds from those in attendance shall be at the discretion of the Governor or Cabinet. All net proceeds therefrom shall be for the benefit of District funds and shall not be for any other purpose unless specifically authorised by the Governor or Cabinet.

Section 5

All proposed resolutions, nominations and invitations accepted for consideration at Convention shall be circulated to every Club Secretary at least 9 (nine) weeks prior to the date for the holding of Convention.

Section 6

On receipt of the proposed resolutions any Club wishing to submit proposed amendments thereto shall submit the same in writing to the appointed officer at least 3 (three) weeks prior to the date set for Convention.

Section 7

All proposed amendments to resolutions to be considered at Convention should be circulated to each Club Secretary at least 7 days prior to Convention. Alternatively copies thereof shall be distributed to all Delegates (or their Alternates as the case may be) on Registration at Convention.

ARTICLE IX
Other matters affecting Convention

Section 1

(a) Every Club should be represented at Convention.

(b) Every Club shall be entitled to nominate one voting delegate and one alternate for each 10 (ten) members who have been enrolled for at least one year and a day in the club, or major fraction thereof, as shown by the records of the Association as on the first day of the month last preceding the month during which Convention is to be held. (The major fraction referred to shall be 5 (five) or more members).

Section 2

(a) The delegates (or their alternates as the case may be) in attendance at a Convention session shall constitute a quorum provided that there shall be at least one representative from each of a majority of the total number of Clubs making up the District.

(b) If no quorum is present the session shall be adjourned to a time and place to be appointed by the Governor.

Section 3

The Governor should preside at all sessions of the Convention. In his absence the First Vice-Governor should preside, failing this the Second Vice-Governor should preside, failing this the Immediate Past Governor should preside. In the event of the non-availability of any of the foregoing persons the most recent Past Governor available will preside..

Section 4

The affirmative vote of a majority of the delegates voting on any matter shall signify the approval of Convention save that on any matter the Presiding Officer shall judge to be a constitutional matter.

Section 5

(a) At the commencement of the business session of each Convention the Chairman presiding shall invoke District 105D Convention Standing Orders as drawn up July 1986 and as amended from time to time.

(b) Convention may suspend all or part of Standing Orders by a majority decision of registered voting delegates at any time during the business of Convention.

Section 6

Within 60 (sixty) days of the close of Convention the District Secretary shall transmit a copy of the complete minutes thereof to the Association, all Cabinet members, the Multiple District Secretary, the International Staff Representative for the District and to every Club Secretary who request a copy thereof.

ARTICLE X
Elections

Section 1

Delegates attending Convention shall elect by resolution a Governor for the ensuing Year provided that any candidate is duly nominated and shall be qualified in accordance with the Constitution of the Association.

Section 2

(a) Delegates (or their Alternates as the case may be) attending Convention may, when appropriate, endorse, by Resolution, a duly qualified and nominated candidate for International Office.

(b) The candidate so elected may go forward for election and endorsement at the immediately following Multiple District Convention.

Section 3

(a) Delegates attending Convention shall elect by resolution a First Vice-Governor for the ensuing Year provided that any candidate is duly nominated and shall be qualified in accordance with the Constitution of The Association.

(b) Delegates attending Convention shall elect by resolution a Second Vice-Governor for the ensuing Year provided that any candidate is duly nominated and shall be qualified in accordance with the Constitution of The Association.

Section 4

(a) If the District fails to elect a qualified First Vice Governor or if a vacancy occurs in that office, then the Governor shall call for nominations from the Clubs and shall arrange for a Special Election Meeting of the Clubs at which a First Vice Governor will be elected by the normal methods and in accordance with the provisions of the Constitution of The Association.

(b) If the District fails to elect a qualified Second Vice Governor or if a vacancy occurs in that office, then the Governor shall call for nominations from the Clubs and shall arrange for a special Election Meeting of the Clubs at which a Second Vice Governor will be elected by the normal methods and in accordance with the provisions of the Constitution of The Association.

ARTICLE XI
Implementation and Amendments of Constitution

Section 1

This Constitution shall become in full force and effect when it has been adopted by a duly proposed resolution adopted at Convention by the affirmative vote of not less than 2/3rds (two-thirds) of registered delegates (or their alternates as the case may be).

Section 2

This Constitution can only be amended by a duly proposed resolution adopted at Convention by the affirmative vote of not less than 2/3rds (two-thirds) of the registered delegates (or their alternates as the case may be).

END