

ASSOCIATION INCORPORATION *REFORM ACT 2012*

**STATEMENT OF PURPOSES
AND
STATEMENT OF RULES**



**THE LIONS CLUB OF
WANGARATTA
INCORPORATED**

Reg No. A10237

INCLUDING AMENDMENTS MADE TO 11th APRIL 2024

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ASSOCIATIONS INCORPORATION ACT 1981

Section 7

Registered No. : A 10237

CERTIFICATE OF INCORPORATION


This to certify that LIONS CLUB OF WANGARATTA INCORPORATED

is on and from the 24TH JULY, 1986

incorporated under the Associations Incorporation Act 1981.

Given under my hand at Melbourne this

24TH day of JULY, 19 86


Deputy/Assistant Registrar of Incorporated Associations.

1. THE LIONS CLUB PURPOSES

TO ORGANISE, charter and supervise service clubs to be known as Lions clubs.

TO COORDINATE the activities and standardise the administration of Lions clubs.

TO CREATE and foster a spirit of understanding among the people of the world.

TO PROMOTE the principles of good government and good citizenship.

TO FUND and otherwise serve the civic, cultural, social and moral welfare of the community.

TO ASSIST financially, culturally, socially, and morally the disabled, disadvantaged and infirm of the community both directly and also indirectly.

TO UNITE the clubs in the bonds of friendship, good fellowship and mutual understanding.

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.

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 work and private endeavours.

2. NAME

- 1) The name of the organisation shall be "The Lions Club of Wangaratta Incorporated" and is chartered by, and under the supervision of The International Association of Lions Clubs, and is governed by the Constitution and By-Laws of said Association;
 - a. The Slogan of the organization shall be "Liberty, Intelligence, Our Nation's Safety".
 - b. The motto of the organization shall be "We Serve".

3. INTERPRETATION

- 1) In these rules, unless the contrary intention appears;
 - a. "Board of Directors" or "Board" means the Committee of Management of the Club.
 - a-b. "Executive of the Club" shall be the President, Secretary, Treasurer and all Vice Presidents.
 - b-c. "Financial Year" means the year ending on 30th June.
 - e-d. "General Meeting" means a general meeting of members convened in accordance with Rule Eleven (11)
 - d-e. "Member" means a member of the Club.
 - e-f. "The Act" means the Associations Incorporation REFORM ACT 2012.

f.g. "The Regulations" means regulations under the Act.

g.h. "Mail, Post, Correspondence, written, Personal Delivery, etc." Such references include postal and/or electronic transmission.

h.i. "LCI" means the International Association of Lions Clubs.

i.j. In these Rules, a reference to the Association Secretary of a Club is a reference:
Where a person holds office under these rules as Association Secretary of this Club to that person. HOWEVER, where Club deems that the Club Secretary conducts the Club Secretary role and that of the Association Secretary, the position shall be known as "Secretary".

j.k. Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation of Legislation Act as in force from time to time.

4. MEMBERSHIP

- 1) Subject to the provisions of Rule 4 hereinafter, any person of legal majority and good moral character and good reputation in his/her\her community, may be granted membership in this Lions Club. Wherever the male gender or pronoun appears in these rules, it shall be interpreted to mean both male and female persons.
- 2) Working with Children Check;
 - a. All Members of the Lions Club of Wangaratta Inc. Are strongly encouraged to hold a current Working with Children Check.
 - b. The club Secretary to maintain a Register of current Working with Children Checks of Club Members.
- 3) Membership in this Lions Club shall be as follows;
 - ~~a.~~ **ACTIVE:** A member entitled to all rights and privileges and subject to any obligation which Membership in a Lions Club confers or implies. Without limiting such rights and obligations, such rights shall include eligibility to seek, if otherwise qualified, any office of this club, and

the right to vote on all matters requiring a vote of the membership; and such obligations shall include regular attendance, prompt payment of dues, participation in club activities and conduct reflecting a favourable image of this Lions Club in the community. As provided in the Family Membership Program criteria, qualifying family members shall be Active Members and be entitled to all rights and privileges thereof. As provided in the Student Member Program criteria, qualifying student, former Leo and young adult members shall be Active Members and be entitled to all rights and privileges thereof.
 - ~~b.a.~~ **MEMBER-AT-LARGE:** A member of this club who has moved from the community, or because of health or other legitimate reason, is unable regularly to attend club meetings and desires to retain membership in this club, and upon whom the Board of Directors of this club desires to confer this status. This status shall be reviewed each six months by the Board of Directors of this club. A Member-at-Large shall not be eligible to hold Office or to vote in district or international meetings or conventions, but shall pay such dues as the local club may charge, which dues shall include district and international dues.

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

e-c. PRIVILEGED: A member of this club who has been a Lion fifteen or more years, who, because of illness, infirmities, advanced age or other legitimate reason, as determined by the Board of Directors of this club, must relinquish his\her Active status. A privileged Member shall pay such dues as the local club may charge. He/she shall have the right to vote and be entitled to all other privileges of membership except the right to hold club, district or international office.

f-d. LIFE MEMBER: Any member of this club who has maintained Active membership as a Lion for 25 or more years and has rendered outstanding service to this club, his/her community, or this association; or any member who is critically ill; or any member of this club who has maintained such active membership for 15 or more years and is at least 70 years of age may be granted Life Membership in this club upon;

- i. recommendation of this club to the association,
- ii. payment to the association of the appropriate fee, in lieu of all future dues to the association, and
- iii. approval by the International Board of Directors.

A Life Member shall have all privileges of active membership so long as he/she fulfils all obligations thereof. A Life Member who desires to relocate and receives an invitation to join another Lions club shall automatically become a Life Member of said club. Nothing herein shall prevent this club from charging a Life Member such dues as it shall deem proper. Former Lioness members, who are now Active members of their Lions clubs or who become Active members of a Lions club on or before June 30, 2007, may apply all of their prior Lioness service toward Life membership eligibility. Lioness members who become Active members of a Lions Club after June 30, 2007, will not be eligible for Lioness service credit for the purposes of Life membership eligibility.

g-e. ASSOCIATE MEMBER: A member who holds his/her primary membership in another Lions Club but maintains a residence, or is employed in the conferring clubs community. This status may be conferred by the invitation of the Board of Directors and shall be reviewed annually by the said Board. The club shall not report an Associate Member on its Membership and Activities Report. An Associate Member may be eligible to vote on club matters, at meetings where he/she is present in person, but may not represent the club as a delegate at district (single, sub-, provisional and/or multiple) or international conventions. He/she shall not be eligible to hold club, district or international office, nor district, multiple district or international committee assignments through this club. International and district (single, sub-, provisional and/or multiple) dues shall not be assessed on the Associate; PROVIDED, however, nothing shall prevent this club from assessing an Associate such dues as it shall deem proper.

h-f. AFFILIATE MEMBER: A quality individual of the community who currently is not able to fully participate as an Active Member of the club but desires to support the club and its community service and initiatives and be affiliated with the club. This status may be conferred by the invitation of the clubs Board of Directors. An Affiliate Member may be eligible to vote on club matters at meetings where he/she is present in person, but may not

represent the club as a delegate at district (single, sub, provisional, and/or multiple) or international conventions. He/she shall not be eligible to hold club, district or international office, nor district, multiple district or international committee assignment. An Affiliate Member shall be required to pay district, international and such dues as it shall deem proper.

- 4) No person shall simultaneously hold membership, other than Associate or Honorary, in this and any other Lions Club.
- 5) Membership in this Lions Club shall be acquired by invitation only. Nominations shall be made on forms provided by the Secretary or Membership Chairman which shall be signed by a member in good standing who shall act as sponsor, and be submitted to the membership chairman or the club secretary, who, after investigation, shall submit the same to the Board of Directors. If approved by a majority of said Board, the prospect may then be invited to become a member of this club. A properly completed membership form and membership fee must be in the hands of the secretary before the member may be officially inducted into the club or be reported to the club as a club member.
- 6) The secretary shall, upon payment of a membership fee as determined by the Board, enter the nominee's name in the register of members kept by him and, upon the name being so entered, the nominee becomes a member of the club.
- 7) **REINSTATEMENT OF MEMBERSHIP:** Any member dropped from membership in good standing may be reinstated by the club's board of directors, and will retain their prior Lions service record as part of their total Lions service record.
- 8) **TRANSFER MEMBERSHIP:** This club may grant membership on a transfer basis to one who has terminated or is terminating his/her membership in another Lions club, provided that a member is in good standing at the time of transfer requested. If more than twelve (12) months have elapsed between the termination of his/her membership in another club and submittal of completed transfer member form or current membership card, he/she may acquire membership in this club under the club guidelines for new members.

5. FEES AND DUES

- 1) Each new, reinstated and transfer member shall pay an entrance fee as determined from time to time by the Board of Directors, which fee shall include the current Association entrance fee and be collected before such member is enrolled as a member of this club; provided, however, that the Board of Directors may elect to waive all or any part of the club portion of said entrance fee as to any member granted membership by transfer or reinstatement within twelve (12) months of termination of his/her prior Lions Club membership.
- 2) Each member of this club shall pay annual dues as determined from time to time by the Board. Such dues shall include an amount to cover current International and District (Single and Multiple) dues (to defray the subscription price of the Lion Magazine, administrative and annual convention costs of the Association and similar District costs). Members' dues shall be paid semi-annually in the first 60 days of each being ratified by the Board.

6. RESIGNATIONS AND FORFEITURE OF MEMBERSHIP

- 1) Any member may resign from this club, and said resignation shall become effective upon acceptance thereof by the Board of Directors. The Board may withhold acceptance, however, until all indebtedness has been paid, all club funds and property have been returned, and all right to the use

of the name "LIONS", the emblem and other insignia of this club and this Association have been surrendered.

- 2) The Secretary or Treasurer shall submit to the Board of Directors the name of any member who fails to pay any indebtedness due to this club within 60 days after receipt from the Secretary or Treasurer of written notice thereof. The Board shall thereafter decide whether the member shall be dropped from or retained on the roster.
- 3) Any member may be expelled from the club for cause by a two-thirds vote of the entire Board of Directors, and there shall be no right of appeal.
- 4) The name of any Active Member who shall absent himself from four consecutive regular meetings of the club, without acceptable cause being given to the attendance committee chairman or the club Secretary or Treasurer, shall be submitted to the Board of Directors by the Secretary or Treasurer at the Board meeting next following the fourth such absence, and the Board of Directors shall direct the Membership committee to investigate the reasons for the absences and report its findings to the Board at its next meeting.

7. MEETINGS

- 1) Regular meetings of this club shall be held, no less than twice in each month, at a time and place recommended by the Board of Directors, and approved by the club. All meetings shall begin and end, promptly, at the regular set times. Except as otherwise specifically provided in these Rules, notice of regular meetings shall be given in such manner as the Board of Directors deems proper.
- 2) The Club shall in each calendar year convene an Annual General Meeting of its members.
- 3) The Annual General Meeting shall be held in conjunction with the close of the Lions year at a place and time determined by the board of directors.
- 4) The Annual General Meeting shall be specified as such in the notice convening it.
- 5) The ordinary business of the Annual General Meeting shall be;
 - a. To confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting,
 - b. To receive from the Board reports upon the transactions of the Club during the last preceding financial year,
 - c. To receive and consider the statement submitted by the Club in accordance with Part 7 of the Act.
- 6) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- 7) The Annual General Meeting shall be in addition to any other general meetings that may held in the same year.
- 8) All general meetings other than the Annual General Meeting shall be called special general meetings;

- a. The Board may, whenever it thinks fit, convene a special general meeting of the Club and, where, but for this sub-clause, more than 15 months would elapse between annual general meetings, shall convene a special general meetings before the expiration of that period.
 - b. The Board shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Club.
 - c. The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
 - d. If the Board does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
 - e. A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.
- 9) A Charter Night anniversary meeting of this Club may be held each year, at which time special attention shall be devoted to the objects and ethics of Lionism, and the history of this Club.

8. NOTICE OF MEETING

- 1) The Secretary of the Club shall, at least 14 days before the date fixed for holding a general meeting of the Club, cause to be sent to each member of the Club at their mailing or electronic address appearing in the register of members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 3) A member desiring to bring any business before a general meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

9. PROCEEDINGS AT MEETINGS

- 1) All business that is transacted at a special general meeting and all business that is transacted at the Annual General Meeting with the exception of that specifically referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- 2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- 3) The presence in person of a majority of the members in good standing shall be necessary for a quorum at any regular, annual or special meeting of this club. Except as otherwise specifically provided, the act of a majority of the members present at any meeting shall be the act and decision of the entire club.

- 4) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and, (Unless another place is specified by the Chairman at the time of the adjournment or adjourned at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three) shall be a quorum.
- 5) The President, or in his/her absence, the senior Vice President present, shall preside as Chairman at each general meeting of the Club.
- 6) If the President and the Vice Presidents are absent from a general meeting the members present shall elect one of their number to preside as Chairman at the meeting.
- 7) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 8) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- 9) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 10) A question arising at a general meeting of the Club shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration of the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against, that resolution.
- 11) Except as otherwise specifically provided, the act of a majority of the members present at any meeting shall be the act and decision of the entire club.
- 12) Upon any question arising at a general meeting of the Club, a member has one vote only.
- 13) All votes shall be given personally and voting by proxy shall not be allowed. The Chairman of the meeting is entitled to exercise one vote only.
- 14) However in the event of an equal number of votes being cast on any question the chair of the meeting shall declare the status quo be preserved.
- 15) If at a meeting a poll on any question is demanded members, by not less than three members it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 16) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- 17) Any member who fails to pay any indebtedness due this Club within 60 days after receipt from the Secretary of written notice thereof shall thereon forfeit his/her good standing and shall so remain until such indebtedness is paid in full. Only members in good standing may exercise the voting privilege and hold office in this Club.

10. BOARD OF DIRECTORS

- 1) The affairs of the Club shall be managed by a Board of Directors
- 2) The Board;
 - a. shall control and manage the business affairs of the Club;
 - b. may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Club; and
 - c. subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Club.
 - d. That the Club Board of Directors have the authority to appoint an Association Secretary from the Club to assist with the preparation of reports and documents to Consumer Affairs and other Statutory Authorities
- 3) In addition to those duties and powers, express or implied, set forth elsewhere in these Rules, the Board of Directors shall have the following duties and powers;
 - a. It shall constitute the management committee of this Club and be responsible for the execution, through the club officers, of the policies approved by the Club at a regular or special meeting.
 - b. It shall authorise all expenditures and shall not create any indebtedness beyond the current income of this Club, nor authorise dispersal of club funds for purposes inconsistent with the business and policy authorised by the club membership.
 - c. It shall have power to modify, override or rescind the action of any officer of this Club.
 - d. It shall have the books, accounts and operations of this Club audited annually or, in its discretion, more frequently and may require an accounting or have an audit made of the handling of any club funds by any officer, committee or members of this Club. Any member of this Club in good standing may inspect any such audit or accounting upon request at a reasonable time and place.
 - e. It shall appoint, a bank or banks for the deposit of the funds of this Club.
 - f. It shall appoint the surety for the bonding of any officer of this Club.
 - g. It shall not authorise, nor permit the expenditure, for any administrative purpose, of the net income of projects or activities of this Club by which funds are raised from the public.
 - h. It shall submit all matters of new business and policy to the respective standing or special club committee for study and recommendation to the Board.
 - i. It shall name and appoint, subject to approval of the club membership, the delegates and alternates of this club to district (single, sub- or multiple) and international conventions.

- j. It shall maintain at least two (2) separate funds governed by generally accepted accounting practices. The first fund to record administrative monies such as dues, tail twisting fines and other internally raised club funds. A second fund shall be established to record activity or public welfare monies raised by asking support from the public. Disbursement from such funds shall be in strict compliance with Section of this article.
- 4) The officers of this Club shall be a President, Immediate Past President, First Vice President, Second Vice-President, Third Vice-President, Secretary, Treasurer, Lion Tamer, Membership Chairperson, and all elected Directors.
- 5) No person shall be eligible to hold office in this Club unless they are an Active member in good standing.
- 6) No officer shall receive any reimbursement for any service rendered to this Club in their official capacity.

11. DUTIES

- 1) **PRESIDENT:** He/she shall be the Chief Executive Officer of this Club; preside at all meetings of the Board of Directors and this Club; issue the call for regular and special meetings of the Board of Directors and the Club; appoint the standing and special committees of this Club and co-operate with chairmen thereof to effect regular functioning and reporting of such committees; see that regular elections are duly called, noticed and held; and co-operate with, and be an active member of, the District Governor's Advisory Committee of the Zone in which this Club is located.
- 2) **IMMEDIATE PAST PRESIDENT:** He/she and the other past presidents shall officially greet members and their guests at club meetings and shall represent this Club in welcoming all new service-minded people in the community served by this Club.
- 3) **VICE-PRESIDENTS:** If the President is unable to perform the duties of his/her office for any reason, the Vice-President next in rank shall occupy his/her position and perform his/her duties with the same authority as the President. Each Vice-President shall, under the direction of the President, oversee the functioning of such committees of this Club as the President shall designate.
- 4) **SECRETARY:** He/she shall be under the supervision and direction of the president and the board of directors and shall act as the liaison officer between the club and the district (single or sub and multiple) in which this club is located, and the association. In fulfilment of this, he/she shall;
 - a. Submit regular monthly and other reports to the international office of the association by electronically onto the MyLCI Program containing such information as may be called for by the board of directors of this association.
 - b. Submit to the district governor's cabinet such reports as it may require.
 - c. Cooperate with and be an active member of the district governor's advisory committee of the zone in which the club is located.
 - d. Have custody and keep and maintain general records of this club, including records of minutes of club and board meetings; attendance; committee appointments; elections; member information, addresses, mailing and electronic and telephone numbers of members; members club accounts; electronic and hard copy of club Secretary records to be maintained for 5 years.

- e. Club History online and hardcopies shall be maintained by the Club Historian(s) and stored for safe keeping.
- f. Arrange for issuance, in cooperation with the treasurer, quarterly or semi-annual statements to each member for dues and other financial obligations owed to this club, collect and turn the same over to the club treasurer.

5) **TREASURER:** The Treasurer of the Club;

- a. Shall keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club, and those accounts and books shall be available for inspection by members;
- b. Shall receive all monies, from the Secretary and otherwise, and deposit the same in a bank or banks approved by the Board of Directors;
- c. Shall pay out monies in payment of club obligations only on authority given by the Board of Directors. All cheques and vouchers shall be signed by the treasurer and countersigned by one other officer, determined by the Board of Directors;

6) **MEMBERSHIP CHAIRPERSON:** The membership director shall be chairman of the Membership Committee. The responsibilities for this position shall be;

- a. Development of a growth program specifically for the club and presented to the Board of Directors for approval.
- b. Regular encouragement at club meetings to bring in new quality members.
- c. Preparation and implementation of orientation sessions.
- d. Reporting to the Board of Directors on ways to reduce the loss of members.
- e. Serving as a member of the zone level Membership Committee.
- f. Ensuring implementation of proper recruitment and retention procedures.
- g. Coordination with other club committees in fulfilling these responsibilities.

12. ELECTIONS

1) The officers of this Club, excluding the Immediate Past President, shall be elected as follows;

- a. A nomination meeting shall be held in March of each year, with the date and place of such meeting to be determined by the Board of Directors and notice thereof post, hand delivered or electronic transmission to each member of this Club at least fourteen days prior to the time of the holding thereof.
- b. The President shall appoint a nominating committee which shall submit the names of candidates for the various club offices to the club at the nomination meeting. At this meeting nominations for all offices to be filled in the succeeding year may also be made from the floor.
- c. If in the interim between the nomination meeting and the election meeting any nominee is unable for any reason to serve in the office to which he/she was nominated and for which office there was no other nominee, the nominating committee shall submit, at the election

meeting names of additional nominees for that office and shall take nominations from the floor.

- d. An election meeting shall be held no later than April 15 of each year, at a time and place determined by the Board of Directors, and two weeks prior written notice thereof shall be given to each member of the Club by the Secretary, by mail\electronic transmission or personal delivery.
- e. Such notice shall include the names of all nominees received at the preceding nomination meeting, and, subject to sub-clause (3) above, a statement that these nominees will be voted upon at this election meeting. No nominations may be made from the floor at the election meeting unless there is a vacancy not filled at the nominations meeting.
- f. All officers, other than Directors, shall be elected annually and shall take office on July 1st, and shall hold office for one year from that date, or until their successors shall have been elected and qualified.
- g. A membership committee shall be composed of three elected members for a three year term. Initially three members will be elected. One member shall serve for one (1) year, the second member for two (2) years and the third member for three (3) years. Each year thereafter, a new member will be elected. Each member shall serve for three (3) continuous years on a rotation system subject to annual confirmation for the years remaining by the club's board of directors. The first year member shall be a member of the committee, the second year member shall be its vice chairperson and the third year member shall serve as its chairperson and as membership director on the club's board of directors. The first-year member is encouraged to focus on membership development, the second-year member is encouraged to focus on retention and leadership, while the third-year member (chairperson) is encouraged to focus on extension.
- h. One half of the Directors shall be elected annually and shall take office on the July 1st next following their election, and shall hold office for two years from that time, or until their successors shall have been elected and qualified, with the exception that at the first election held after the adoption of these Rules, one-half of the Directors shall be elected for two year terms and the other one-half of the Directors shall be elected for one year terms.
- i. If at the close of the Nominations Meeting candidates only fill the available positions they shall be declared elected at the subsequent Election Meeting. When nominations exceed the available positions the election shall be by ballot by those present and qualified to vote. A plurality vote shall be necessary to elect.

13. REMOVAL FROM THE BOARD OF DIRECTORS

- 1) Any officer of the Club may be removed from office for good cause by two-thirds (2/3) vote of the entire club membership.

14. VACANCY ON THE BOARD OF DIRECTORS

- 1) For the purposes of these Rules, the office of an officer of the Club becomes vacant if the officer;
 - a. ceases to be a member of the Club.
 - b. becomes an insolvent under administration within the meaning of the Companies (Victoria) Code.

- c. resigns his/her office by notice in writing given to the Secretary. or
 - d. is removed pursuant to Rule 12.
- 2) If the office of President or of any Vice-President shall become vacant, the Vice-Presidents shall advance in office, according to their rank.
- a. In the event such provision for advancement shall fail to fill the office of President, or First or Second Vice-President, the Board of Directors shall thereon call a special election, giving each member in good standing prior two (2) weeks' notice of the time and place thereof, which time and place shall be determined by said Board, and such office shall be filled at said election meeting.
 - b. In the event of a vacancy in the office of Third Vice-President, the Board of Directors may appoint a member to fill the unexpired term.
 - c. In the event of a vacancy in any other office, the Board of Directors shall appoint a member to fill the unexpired term.
 - d. In the event vacancies shall be of such number as to reduce the number of Directors to less than the number required for a quorum, the membership of the Club shall have power to fill such vacancies by an election held at any regular meeting of the Club upon prior notice and in the manner specified in sub-clause (3) hereinafter. Such notice may be given by any remaining Officer or Director, but if none, then by any member.
- 3) In the event any officer elect, before his/her term of office commences, is unable 'or refuses for any reason to serve therein, the President may call a special nomination and election meeting to elect a replacement for such officer-elect. Two (2) weeks prior notice of such meeting, setting forth the purpose, time and place thereof, shall be given to each member, by mail\electronic transmission or personal delivery. The election shall be held immediately after nominations have been closed and a plurality vote shall be necessary for election.

15. PROCEEDINGS OF THE BOARD

- 1) Regular meetings of the Board of Directors shall be held monthly at such time and place as the Board shall determine.
- 2) Special meetings of the Board of Directors shall be held when called by the President, or when requested by three (3) or more members of the Board of Directors, at such time and place as the President shall determine.
- 3) Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 4) The presence in person of a majority of its members shall constitute a quorum at any meeting of the Board of Directors. Except as otherwise specifically provided, the act of a majority of the Directors present at any meeting of the Board shall be the act and decision of the entire Board of Directors.
- 5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same

place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.

- 6) At meetings of the Board;
 - a. the President or in his/her absence, the senior Vice-President present, shall preside; or
 - b. if the President and the Vice-Presidents are absent, such one of the remaining members of the Board as may be chosen by the members present shall preside.
- 7) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll, taken in such manner as the person presiding at the meeting may determine.
- 8) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.
- 9) All votes shall be given personally and voting by proxy shall not be allowed, the chairman of the meeting is entitled to exercise on (1) vote only.
- 10) Written notice of each Board meeting shall be served on each member of the Board by delivering it to him/her at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his/her usual or last known place of abode or by electronic transactions at least two business days before the date of the meeting.
- 11) Subject to sub-clause (4) the Board may act notwithstanding any vacancy on the Board.

16. SEAL

- 1) The Common Seal of the Club shall be kept in the custody of the Secretary.
- 2) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board or of one member of the Board and of the Secretary of the Club.

17. ALTERATION OF RULES AND STATEMENT OF PURPOSES

- 1) These Rules and the Statement of Purposes of the Club shall not be altered except in accordance with the Act.
- 2) Any rule appearing herein relating to trading shall only be amended with the consent of the Attorney General.
- 3) No amendment shall be put to vote unless written notice thereof, stating the proposed amendment, shall have been mailed or delivered personally or electronic transmission to each member of this Club at least 21 days prior to the meeting at which the vote on the proposed amendment is to be taken Any such amendment shall require a two thirds majority.

18. NOTICES

- 1) A notice may be served by or on behalf of the Club upon any member either personally or by sending it by post mail, electronic transmission or delivered personally to the member at his/her address shown in the Register of Members.

- 2) Where a document is properly addressed pre-paid and posted or electronically transmitted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post or electronic transmission.

19. WINDING UP OR CANCELLATION

- 1) In the event of the winding up or the cancellation of the incorporation of the Club, the assets of the Club shall be disposed of for a charitable purpose.
- 2) If upon the winding up or dissolution of this Club there remains, after satisfaction of all its debts and liabilities. any property whatsoever, the same shall not be paid to or distributed among the members of this Club but shall be given or transferred the District 201 V6 Lions Foundation Limited or to another Lions Club within Lions Clubs International having Objects identical or similar to the Objects of this Club and whose rules shall prohibit the distribution of its income and property among its or their members to an extent at least as great as is imposed on this Club such other Lions Club to be determined by the members of this Club at or before the time of the dissolution and in default thereof to be determined by the governing Council for Lions Clubs International.
- 3) The winding up or the cancellation of the Incorporation of the Club shall only take effect upon the passing of a special resolution by two thirds of members entitled to vote at a general meeting of which not less than 21 days' notice has been given to members.

20. FUNDS

- 1) The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board of Directors or the Club determines.
- 2) The Club is authorised to trade under the Act.
- 3) The income and property of this Club whence so ever derived, shall be applied solely toward the promotion of the Objects and Purposes of the Club as set forth in its Statement of Purposes and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of this Club. Provided that nothing therein contained shall prevent the payment to any member of this club for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being paid on current or most recently issued Government bonds on money borrowed from any member of this Club or reasonable and proper rent for premises demised or let by any member of this Club but so that no officer or member of the Board of Directors of this Club shall be appointed to any salaried office of this Club paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by this Club to any officer or member of such Board of Directors except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to this Club.

21. FISCAL YEAR

- 1) The fiscal year of this Club shall be July 1 through June 30.

22. DISPUTES AND MEDIATIONS

- 1) The grievance procedure set out in this rule applies to disputes under these Rules between;
 - a. a member and another member; or

- b. a member and the Association.
- 2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the Parties.
 - 3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
 - 4) The mediator must be;
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement
 - i. in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - ii. in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
 - 5) A member of the Association can be a mediator.
 - 6) The mediator cannot be a member who is a party to the dispute.
 - 7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - 8) The mediator, in conducting the mediation, must;
 - a. give the parties to the mediation process every opportunity to be heard; and
 - b. allow due consideration by all parties of any written statement submitted by any party; and
 - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - 9) The mediator must not determine the dispute.
 - 10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

23. CLUB BRANCH PROGRAM

- 1) Clubs may form branches to permit the expansion of Lion into locations where and when circumstances do not support the formation of a charter club. The branch shall meet as a committee of the parent club and shall conduct service activities in its community.
 - a. **MEMBERSHIP IN PARENT CLUB:** The members of the branch shall be granted membership in the parent club and the branch by membership invitation issued by the board of directors of the parent club. Membership shall be in one of the categories listed in Article I of the By-Laws.

- b. **FUNDRAISING:** Activity or public welfare monies raised by the branch by asking for public support shall be held in a fund established to record such purpose. They shall be distributed in the branch community unless otherwise specified. The board of directors of the parent club may authorize the branch coordinator to countersign checks and vouchers authorized for payment by the parent club's board of directors.
 - c. **DISSOLUTION:** The branch may be disbanded by a two-thirds vote of the entire board of directors of the parent club.
 - d. **COORDINATOR/VICE COORDINATOR:** The members comprising the branch shall elect a coordinator and vice coordinator. The coordinator shall also be a member of the parent club's board of directors and be encouraged to attend general and/or board meetings of the parent club to provide branch records and a report of planned branch activities, a monthly financial report and coordinate efforts to encourage open discussion and effective communication between the branch and parent club. Members of the branch are encouraged to attend scheduled meetings of the parent club.
 - e. **LIAISON:** The parent club shall designate a member of the parent club to oversee the progress of the branch and provide assistance to the branch, when necessary. The member serving in this capacity shall also serve as the third officer of the branch.
 - f. **VOTING ENTITLEMENT:** The members of the branch may vote on activities of the branch and are voting members of the parent club, when in attendance at meetings of the parent club. Branch members shall be calculated in parent club meeting quorum requirements only when present in person at the parent club meeting. Attendance at branch meetings fulfils regular club attendance requirements.
- 2) **DELEGATE ENTITLEMENT INTERNATIONAL CONVENTION:** Inasmuch as Lions Clubs International is governed by Lions clubs in convention assembled, and in order that this club may have its voice in association matters, this club shall have power to pay the necessary expenses of its delegates to each annual convention of the association. This club shall be entitled in any convention of this association, to one (1) delegate and one (1) alternate for every twenty- five (25), or major fraction thereof, of its members as shown by the records of the international office on the first day of the month last preceding that month during which the convention is held, provided, however, that this club shall be entitled to at least one (1) delegate and one (1) alternate. The major fraction referred to in this section shall be thirteen (13) or more members. The selection of each such delegate and alternate shall be evidenced by a certificate signed by the president or secretary or any other duly authorized officer of this club, or, in the event no such club officer is in attendance at the convention, by the district governor-elect of the district (single or sub-) of which this club is a member.
- 3) **DELEGATE ENTITLEMENT DISTRICT/ MULTIPLE DISTRICT CONVENTION:** Inasmuch as all district matters are presented and adopted at the district (single, sub- and multiple) conventions, this club shall be entitled to send its full quota of delegates to all such conventions and have power to pay the necessary expenses of such delegates attending such conventions. This club shall be entitled in each annual convention of its district (single or sub- and multiple) to one (1) delegate and one (1) alternate for each ten (10) members who have been enrolled for at least one year and a day in this club, or major fraction thereof, of this club as shown by the records of the international office on the first day of the month last preceding that month during which the convention is held, provided, however, that this club shall be entitled to at least one (1) delegate and one (1) alternate. Each certified delegate present in person shall be entitled to cast one (1) vote of his/her choice for each office to be filled by, and one (1) vote of his/her choice on each question submitted to, the respective convention. The major fraction referred to in this section shall be five (5) or more members.

END OF STATEMENT