

THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS

DISTRICT 105A

CONSTITUTION AND BY-LAWS



March 2009

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DISTRICT 105A

CONSTITUTION AND BY-LAWS

ARTICLE I

NAME

This Organisation shall be known as District 105A of the International Association of Lions Clubs (hereinafter referred to as Lions Clubs International).

ARTICLE II

OBJECTS

To provide an administrative structure with which to advance the Purpose and Objects of Lions Clubs International in this District.

ARTICLE III

MEMBERSHIP

The members of this Organisation shall be all Lions Clubs in this District chartered by Lions Clubs International.

The boundaries of this District for the time being shall be the Greater London Boroughs North of the Thames, the Borough of Spelthorne, and the Counties of Bedfordshire, Buckinghamshire, Hertfordshire and Oxfordshire, excluding Henley-on-Thames, Goring & Woodcote and Burnham. These boundaries may be altered by Resolution adopted by the Multiple District Convention.

ARTICLE IV

DISTRICT ORGANISATION

Section 1

Cabinet Officers

- A The District shall have a District Cabinet composed of the District Governor, the Immediate Past District Governor, the First Vice District Governor, the Second Vice District Governor, the Region Chairmen (if appointed), the Zone Chairmen, the District Secretary and the District Treasurer (which offices may be joint), the Sergeant-at-Arms and such other Specialist Officers as may be appointed by the District Governor.
- B The District Governor, First Vice District Governor, and Second Vice District Governor shall be elected at the annual convention of the District. The District Governor shall appoint, by the time he takes office, the District Secretary, the District Treasurer, one Region Chairman for each Region (if he chooses to utilise the position), one Zone Chairman for each Zone in the District and such other Specialist Officers as he may decide.
- C Any vacancy in any District Office, except that of District Governor, First Vice District Governor, or Second Vice District Governor, shall be filled by appointment of the District Governor for the unexpired term thereof.

- D The members of the District Cabinet shall be Officers of the District. Each such Officer shall be a member in good standing of a Lions Club in good standing in the District.
- E If any Region Chairman or Zone Chairman shall cease to be a member of a Club in the Region or Zone, as the case may be, to which he was appointed, his term of office shall thereupon cease and the District Governor shall appoint a successor to fill the said office.
- F No salary shall be paid to any Officer of the District

Section 2

District Cabinet Meetings

- A **REGULAR.** A regular meeting of the Cabinet shall be held in each quarter of the fiscal year, with the first to be held within thirty (30) days after the adjournment of the preceding International Convention. Ten (10) days written notice of meetings, setting forth a date, time and place, determined by the District Governor, shall be given to each member by the District Secretary.
- B **SPECIAL.** Special meetings of the Cabinet may be called by the District Governor at his discretion and shall be called upon written request made to the District Governor or the District Secretary by a majority of members of the Cabinet. Ten days written notice of special meetings, setting forth the purposes thereof and a date, time and place, determined by the District Governor, shall be given to each member by the District Secretary.
- C **QUORUM & VOTE.** The attendance of a majority of the members of the Cabinet shall constitute a quorum for any meeting thereof. The voting privilege shall extend to all members of the Cabinet.

Section 3

Regions & Zones

The District Governor, after consultation with all the Clubs in the District, shall divide the District into Zones each comprising, wherever possible, no more than eight (8) and no fewer than four (4) Lions Clubs, giving due regard to the geographical locations of the Clubs. The District Governor may also divide the District into Regions comprising two or more Zones.

If the number of clubs in a Zone deviates, or is likely to deviate, from the limits the District Governor shall initiate consultation and re-organisation to correct such deviation wherever possible. All such Regions and Zones shall be subject to change by the District Governor when, in his sole discretion, but after consultation with the Clubs affected, he shall deem the same necessary in the best interests of Lions Clubs International.

Section 4

District Committees

- A **DISTRICT GOVERNOR'S ADVISORY COMMITTEE.** In each Zone, the Zone Chairman and the Presidents and Secretaries of the Clubs in the Zone shall compose a District Governor's Advisory Committee, with the Zone Chairman as Chairman thereof. At a date,

time and place called by the Zone Chairman, this Committee shall hold at least three meetings within the fiscal year, the first being within ninety (90) days after the adjournment of the preceding International Convention.

- B DISTRICT GOVERNOR'S HONORARY COMMITTEE. The District Governor shall appoint a District Governor's Honorary Committee, composed of all Past District Governors who are members in good standing of Clubs within the District. The committee members will choose one of their members as Chairman of the Committee who will be, ex-officio, a member of the District Cabinet. This Committee shall meet when its members identify a need or as called upon by the District Governor.
- C DISTRICT FORWARD PLANNING COMMITTEE. The District Governor shall appoint, if he so chooses, a District Forward Planning Committee whose membership shall include the First Vice District Governor, a Lion who has served as Zone or Region Chairman, and not more than three other members. All members shall be from different clubs.

ARTICLE V

DISTRICT ADMINISTRATION FUND

Section 1

To provide revenue to defray the administrative expenses of the District, an annual District Administration Fund per Capita Levy, the sum to be decided annually at the District Convention, shall be levied upon each member of each Club in the District.

It shall be collected and paid in advance by each Club in two (2) semi-annual payments of half the Per Capita Levy per Club member on the First day of August to cover the semi-annual period 1st July to 31st December and on the First day of February to cover the semi-annual period 1st January to 30th June, with billings of the same to be based upon the roster of each Club, as known, on the first days of July and January respectively. Said Levy shall be paid to the District Treasurer by each Club, except newly chartered and reorganised Clubs, which shall collect and pay said Per Capita Levy on a pro-rata basis from the first day of the month following their organisation or reorganisation, as the case may be. Said Per Capita Levy shall be disbursed only for the administrative expenses of the District and only upon the approval of the District Governor.

Section 2

In the event that the Resolution to decide the annual dues be defeated the existing dues shall be the dues payable for the next year.

Section 3

Disbursements from the District Administration Fund shall be by cheques signed by two authorised signatories of three, namely the District Governor, the District Secretary and the District Treasurer. If the post of District Secretary and District Treasurer be held by one person, the District Governor shall appoint one other District Officer to be an additional signatory.

Section 4

The District Governor and his Cabinet shall not incur obligations in any fiscal year which will effect an unbalanced budget or deficit in said fiscal year.

Section 5

The District Governor shall provide for an annual or more frequent audit of the books and accounts of the District Treasurer and a statement of the financial condition of the District up to a specified day in each year, prepared by a competent auditor, shall be sent to every Club in the District at least fourteen (14) days before the date of the Annual District Convention.

ARTICLE VI

DISTRICT CONVENTION

Section 1

A Convention of the District shall be held in each year, prior to the date set for the Multiple District Convention by not less than forty-two (42) days, at a place selected by a previous Annual Convention of the District and a date and time fixed by the District Governor, (see Appendix IIA).

Section 2

The District Governor shall receive invitations in writing from Clubs or Groups wishing to host the Annual Convention. All invitations shall set forth such information as the District Governor shall from time to time require and shall be delivered to the District Convention Officer, on behalf of the District Governor, by 31st December of the third year prior to the Convention or by a date agreed by the Cabinet. The procedure to be followed in investigation of bids and in presentation of the same to Convention as well as the action to be taken by a Convention in the event of no bids being acceptable to, or received by the District Convention Officer on behalf of the District Governor, shall be determined by the District Governor.

Section 3

The members of the District Cabinet shall be the Officers of the Annual District Convention and the District Sergeant-at-Arms shall be the Sergeant-at-Arms for the Convention.

Section 4

Each chartered Club in good standing in Lions Clubs International and in the District shall be represented by one or more delegates at the Annual District Convention and shall be entitled in each such Convention to one voting delegate and one alternate for each ten (10) members or major fraction thereof of said Club who have been enrolled for at least one year and a day as shown by the records of the International Office on the first day of the month last preceding that month during which the Convention is held. The major fraction referred to in this Section shall be five (5) or more members.

Each certified delegate present in person may cast one vote only for each office to be filled and one vote only for each issue to be voted on by the members of said Convention. Unless

otherwise specified herein, the affirmative vote of a majority of delegates voting on any question shall be the act of the Convention.

Delinquent dues may be paid and good standing acquired at any time prior to the close of credential certification and such closing shall be established by the District Cabinet. The District Treasurer shall be notified no later than five days before the District Convention if delinquent dues are to be paid between then and the close of credentials certification. Such delinquent dues must be paid with cleared funds.

Section 5

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

Section 6

Each Past District Governor of this District who is member in good standing of a Lions Club in good standing in Lions Clubs International and in the District shall be entitled to one vote in his own right for each office to be filled and one vote on each issue to be voted on at said Convention, provided that he is not also a delegate of his own Lions Club.

Section 7

The District Governor shall retain and have power to change at any time, for good reason, the Convention site chosen by a previous District Convention and neither the District Governor nor the District, nor any member of the District Cabinet, shall incur any liability thereby to any Club or Club member in the District.

Section 8

Within sixty (60) days after the close of each District Convention, the District Secretary shall transmit one copy of the complete proceedings thereof to the International Office, to each District Officer and to the Secretary of each Club in the District.

ARTICLE VII

DISTRICT CONVENTION FUND

Section 1

In lieu of a District Convention registration fee, an annual per capita District Convention Fund Levy, the sum to be decided annually at the District Convention, may be levied upon each member of each Club in the District and shall be collected and paid in advance by each Club, except newly chartered and reorganised Clubs, in two (2) semi-annual payments of half the Levy per Club member on the same days and at the same time as the District Administration Fund Per Capita Levy (see Article V, Section 1), with billings of the said Levy to be based upon the roster of each Club, as known on the first days of July and January respectively. This Levy shall be collected from the Clubs by and be remitted to the District Treasurer, who shall deposit the monies so collected in a special account in a bank chosen by the District Cabinet.

The fund so collected shall be used exclusively for defraying the expenses of District Conventions and shall be expended only by District cheques drawn and signed by two of the authorised signatories referred to in Article V, Section 3. Any Club which is chartered or reorganised in a current fiscal year shall collect and pay said Convention Levy for said fiscal year on a pro-rata basis from the first day of the second month following the date of its organisation or reorganisation, as the case may be.

Section 2

In any fiscal year, any balance remaining in the District Convention Fund after payment of all District Convention budgeted administration expenses in that year shall remain in said District Convention fund and become available for future convention expenses and be treated as income in any fiscal year in which expended or otherwise budgeted for payment of such expenses.

Audited accounts of the District Convention Fund must be submitted by the District Convention Chairman or the Host Committee Treasurer to the District Treasurer, with a copy of the final accounts for the convention, for consideration at the second Cabinet meeting of the fiscal year following the Convention.

Section 3

Such fee as the District Governor shall set may be collected, under Procedures set by the District Governor, from each delegate, alternate and guest attending the District Convention to defray the actual cost of Convention meals and entertainment.

Section 4

The District Governor shall provide for an annual, or more frequent, audit of the District Convention Fund and shall give a financial report of said Fund to each District Convention.

ARTICLE VIII

AMENDMENTS

Section 1

This Constitution may be amended only at a District Convention by resolution reported by the Committee on Resolutions, Nominations, Constitution and By-Laws and adopted by the affirmative vote of two-thirds of the votes cast or as may be necessary to comply with amendments to the International Constitution as introduced from time to time.

Section 2

No amendment shall be so reported or voted upon unless the same shall have been furnished in writing to each Club in the District no less than forty-two (42) days prior to the convening date of the Annual District Convention with notice that the same will be voted upon at said Convention.

Section 3

Each amendment shall take effect at the close of the Convention at which adopted unless otherwise specified in the amendment.

BY-LAWS

ARTICLE I

DISTRICT NOMINATIONS, RESOLUTIONS AND ELECTIONS

Section 1

The District Governor shall appoint, at the beginning of his term of office, a Constitution, Nominations and Resolutions Officer and at his discretion a Constitution, Nominations and Resolutions Committee, the Chairman of which shall be the Constitution, Nominations and Resolutions Officer who will be a member of the District Cabinet. The said committee shall consist of not less than three (3) members, each of whom shall be a member in good standing of different Lions Clubs in good standing in the District.

Section 2

Any member of a Lions Club in the District seeking the office of District Governor, First Vice District Governor, or Second Vice District Governor shall file his intention to so run in writing with the Constitution, Nominations and Resolutions Officer on or before 15th August or such other date as the District Governor may decide. Invitations for such nominations shall be delivered to each club in the District by the said Constitution, Nominations and Resolutions Officer not later than the 15th June in each year.

In the event that the First Vice District Governor or Second Vice District Governor does not stand for election a further invitation for nominations shall be issued. Any such nominations must be delivered to the Constitution, Nominations and Resolutions Officer to be received by him not later than 1st October.

The candidate for District Governor must be the serving First Vice District Governor unless he chooses not to stand, or there is a vacancy for First Vice District Governor, in which case any Lion who fulfils the candidacy requirements for First Vice District Governor and has served on the District Cabinet for a further year since meeting those requirements is eligible and if nominated must furnish with his nomination evidence of his compliance with the required qualifications for the nomination.

The candidate for First Vice District Governor must be the serving Second Vice District Governor unless he chooses not to stand, or there is a vacancy for Second Vice District Governor, in which case any Lion who fulfils the candidacy requirements for Second Vice District Governor is eligible and if nominated must furnish with his nomination evidence of his compliance with the required qualifications for the nomination.

Each candidate for First or Second Vice District Governor shall furnish with his nomination evidence of his compliance with the qualifications for the said office as set out in the International Constitution and By-Laws, Article IX, Section 6, as may be amended from time to time, as follows:

- (a) He shall be an Active member in good standing of a chartered Lions Club in good standing in this District at the time of nomination and of election.
- (b) He shall secure the endorsement of his Club or of the majority of Clubs in the District.
- (c) He shall have served, or will have served at the time he takes office as Vice District Governor:
 - (1) As President of a Lions Club for a full term or major portion thereof and as a member of the Board of Directors for no less than two additional years, and
 - (2) As Zone Chairman or Region Chairman or Cabinet Secretary and/or Treasurer for a full term or major portion thereof.
 - (3) None of the above may be accomplished concurrently.

The District Governor shall arrange for all Clubs in the District to be notified of the names of all candidates so qualified not later than forty-two (42) days prior to the District Convention. Their names shall be placed in nomination at the District Convention.

Each candidate for First or Second Vice District Governor shall be allowed one nominating speech by a member of his club only of no more than three minutes duration and one personal speech of no more than five minutes duration. Each candidate will also be expected to introduce himself/herself to the Winter Forum with an address lasting not more than five minutes. There is no requirement for a presentation by a member of the candidate's club or by any other Lion.

Section 3

- (i) Election for District Governor, First Vice District Governor, or Second Vice District Governor shall be by secret written ballot.
- (ii) Election for District Governor: provided the candidate receives more than 50% of the total affirmative votes cast he shall be declared elected.
- (iii) Election for First Vice District Governor:
 - (a) if the current Second Vice District Governor is the only candidate, provided he receives more than 50% of the total affirmative votes cast he shall be declared elected.
 - (b) if the current Second Vice District Governor declines to stand or such position is vacant, voting shall be as set out in (iv) below
- (iv) Election for Second Vice District Governor:
 - (a) If there be only one or two candidates the candidate who receives more than 50% of the total affirmative votes cast he shall be declared elected.
 - (b) If there be more than two candidates the election shall be by the Single Transferable (Alternative) Vote system. The candidate receiving more than 50% of the total number of effective votes cast shall be declared elected.

In the case of a tie on any ballot the District Governor shall give a casting vote.

Section 4

In the event of a vacancy in the office of District Governor:

- (i) The same shall be filled in accordance with the provisions of the International Constitution and By Laws Article IX, Section 6(e). All Past International Presidents, Past International Directors and Past District Governors who are members in good standing of Lions Clubs in the District shall convene, at a date, time and place called and determined by the Immediate Past District Governor, or, if he is not available, the Past District Governor who last served as District Governor to pick a replacement for recommendation to the International Board.
- (ii) The First Vice District Governor shall assume the duties of the District Governor, with the same authority as if he were elected District Governor, until such time as the position is filled in accordance with paragraph (i).

Section 5

In the event of a vacancy of the office of First or Second Vice District Governor, the same shall remain vacant until the next Convention of this District at which time such office shall be filled by election.

Section 6

The District Governor shall issue to all Clubs in the District an official call for the Annual Convention not later than first day of August prior to the date fixed for holding the same, stating the place, day and hour thereof and giving the name and address of the Constitution, Nominations and Resolutions Officer and the closing date for the receipt of Resolutions by him. The said Officer or Committee shall examine all Resolutions received from Clubs and if acceptable shall circulate them to all Clubs in the District not later than 31st October prior to the date fixed for the District Convention and call for amendments which must be received by 31st December. The said Officer or Committee may decide not to accept any Resolution if, in its opinion, it would waste the time of Convention or otherwise inconvenience the proceedings of the Convention or if the substance of such Resolution has been voted upon at either of the two immediately preceding annual District Conventions. In this event the Club submitting the rejected Resolution shall be advised immediately. If, in the opinion of the said Officer or Committee, any Resolution needs to be reworded in the interests of clarity or for other due reason this may be done in consultation with the Club submitting such Resolution.

ARTICLE II

DUTIES

Section 1

DISTRICT GOVERNOR. Under the general requirements of the International Constitution and International Board of Directors he shall represent the Association in this District. In addition he shall be the Chief Administration Officer of this District and shall have direct supervision of the Region Chairmen, the Zone Chairmen, the District Secretary, the District Treasurer and such other Cabinet members as may be provided for in this Constitution and By-Laws. His specific responsibilities shall be to:

- (a) Further the Purposes and Objects of this Association:
- (b) Supervise the organisation of new Lions Clubs:

- (c) Preside, when present, over Cabinet, Convention and other District meetings. During any period he is unable to preside the presiding officer at any such meeting shall be the First Vice District Governor or, if he is not available, the Second Vice District Governor or, if he is not available, the Immediate Past District Governor or, if he is not available, the Past District Governor who last served as District Governor but if none of these is available the District Officer chosen by the attending members shall preside:
- (d) Promote cordial relations among the chartered Lions Clubs:
- (e) Visit each Club at least once during his term of office;
- (f) Submit a current itemised statement of total District receipts and expenditures to his District Convention:
- (g) Deliver forthwith, at the termination of his term of office, all District records to his successor in office:
- (h) Report all known violations of the use of the Association's name and emblem:
- (i) Perform such other functions and acts as shall be required of him by the International Constitution and International Board of Directors through the District Governor's Manual and other directives.

Section 2

FIRST VICE DISTRICT GOVERNOR. The First Vice-Governor, subject to the supervision and direction of the District Governor, shall be chief administrative assistant to the District Governor. His specific responsibilities shall be to:

- (a) further the Purposes and Objects of this Association:
- (b) familiarise himself with the duties of the District Governor so that in the event of a vacancy in the office of District Governor he will be better prepared to assume the duties and responsibilities of said office:
- (c) perform such administrative duties as may be assigned to him by the District Governor:
- (d) play an active role in membership development including extension of new clubs and leadership development within the district:
- (e) perform such other functions and acts as may be required of him by the International Board of Directors through the First Vice-Governor's Manual and other directives:
- (f) actively participate in all Cabinet meetings and conduct all meetings in the absence of the District Governor:
- (g) participate in Council of Governors meetings as appropriate:
- (h) participate in the preparation of the District budget:
- (i) be actively engaged in all matters to be continued during the next year:
- (j) participate in the review of the strengths and weaknesses of the clubs in the District:
- (k) at the request of the District Governor to supervise appropriate District committees.

Section 3

SECOND VICE DISTRICT GOVERNOR. The Second Vice District Governor is subject to the supervision and direction of the District Governor. His specific responsibilities shall be to:

- (a) further the Purposes and Objects of this Association:
- (b) actively participate and inspire other district officers to administer and promote effective membership growth and new club organisation:
- (c) perform such duties as may be assigned to him by the District Governor, including assisting the district retention officer:
- (d) perform such other functions and act as required by the policy of the Association:
- (e) actively participate in all Cabinet meetings and conduct all meetings in the absence of the District Governor and First Vice District Governor:

- (f) participate in the preparation of the District budget:
- (g) be actively engaged in all matters to be continued during the next year:
- (h) participate in the review of the strengths and weaknesses of the clubs in the District:
- (i) at the request of the District Governor to supervise appropriate District committees.

Section 4

DISTRICT SECRETARY. He shall, together with the Assistant Secretary if appointed, act under the supervision of the District Governor. His specific responsibilities shall be to:

- (a) Further the Purposes and Objects of this Association:
- (b) Perform such other duties as are implied by the title of said office including, but not by way of limitation, the following:
 - (1) Keep an accurate record of the proceedings of all meetings of the District Cabinet and within fourteen (14) days after each meeting forward copies of the same to all members of the Cabinet and to the Office of Lions Clubs International:
 - (2) Take and keep minutes of the District Convention and furnish copies of the same to Lions Clubs International, the District Governor, to each District Officer and to the Secretary of each Club in the District, in accordance with Article VI, Section 8 of this Constitution:
 - (3) Make reports to the Cabinet as the District Governor or Cabinet may require:
- (c) Perform such additional assignments as shall be given to him from time to time by the District Governor:
- (d) Perform such other functions and acts as may be required of him by the International Board of Directors through the Cabinet Secretary/Treasurer's Manual and other directives.

Section 5

DISTRICT TREASURER. He shall, together with the Assistant Treasurer if appointed, act under the supervision of the District Governor. His specific responsibilities shall be to:

- (a) Further the Purposes and Objects of this Association:
- (b) Perform such other duties as are implied by the title of said office including, but not by way of limitation, the following:
 - (1) Collect and give receipt for all Per Capita Levies hereunder on members and Clubs in the District, deposit same in such bank or banks as the District Cabinet shall determine and disburse same by order of the District Governor and the Cabinet:
 - (2) Remit and pay over to the Multiple District Treasurer the Multiple District Per Capita Levy, if any, collected in the District and secure a proper receipt therefor:
 - (3) Keep accurate books and records of account and permit inspection of the same by the District Governor, any Cabinet member and any Club (or authorised agent of any of them) at any reasonable time for any proper purpose. Upon direction of the District Governor or the Cabinet he shall furnish any such books or records as requested to any auditor appointed by the District Governor:
- (c) Perform such additional assignments and keep such other accounts as shall be directed from time to time by the District Governor:
- (d) Perform such other functions and acts as may be required of him by the International Board of Directors through the Cabinet Secretary/Treasurer's Manual and other directives.

Section 6

REGION CHAIRMAN. (The District Governor may choose not to fill this office) Subject to the supervision and direction of the District Governor he shall be the Chief Administrative Officer in his Region. His specific responsibilities shall be to

- (a) Further the Purposes and Objects of this Association:
- (b) Supervise the activities of the Zone Chairmen in his Region and such District Committee Chairmen as may be assigned to him by the District Governor:
- (c) Play an active role in organising new Clubs and in strengthening weak Clubs:
- (d) Visit a regular meeting of each Club in his Region at least once during his term of office, reporting his findings to the District Governor:
- (e) Endeavour to have every Club in his Region operating under a duly adopted Club Constitution and By-Laws:
- (f) Promote representation at International, Multiple District and District Conventions by at least the full quota of delegates to which the Clubs in his Region are entitled:
- (g) Carry out such other official visitations to Club meetings and Charter Nights as shall be assigned to him by the District Governor:
- (h) Perform such additional assignments as shall be given to him from time to time by the District Governor:
- (i) Perform such other functions and acts as may be required of him by the International Board of Directors through the Region Chairman's Manual and other directives.

In the event that the Region Chairman for any reason cannot or does not, in the judgment of the District Governor, perform the duties of his office, or in the event that the office is for any reason vacated, the District Governor shall appoint a successor to serve for the unexpired term.

Section 7

ZONE CHAIRMAN. Subject to the supervision and direction of the District Governor and/or the Region Chairman he shall be the Chief Administrative Officer in his Zone. His specific responsibilities shall be to:

- (a) Further the Purposes and Objects of this Association:
- (b) Serve as Chairman of the District Governor's Advisory Committee in his Zone and as Chairman to call regular meetings of said Committee in accordance with Article IV, Section 4 of this Constitution:
- (c) Make a report of each District Governor's Advisory Committee meeting and send copies within ten (10) days thereafter to Lions Clubs International and to the District Governor and Region Chairman of his Region, or as directed by the District Governor:
- (d) Play an active role in organising new Clubs and keep informed on the activities and well-being of all Clubs in his Zone:
- (e) Represent each Club in his Zone in any problems with District, Multiple District or Lions Clubs International:
- (f) Supervise the progress of District, Multiple District and Lions Clubs International projects in his Zone:
- (g) Endeavour to have every Club in his Zone operating under a duly adopted Club Constitution and By-Laws:
- (h) Promote representation at International, Multiple District and District Conventions by at least the full quota of delegates to which the clubs in his Zone are entitled:
- (i) Visit a regular meeting of each Club in his Zone once or more during his term of office, reporting his findings to the Region Chairman of his Region - particularly with respect

to weaknesses which he may have discovered. A copy of such report to be sent to the District Governor:

- (j) Perform such other functions and acts as may be required of him by the International Board of Directors through the Zone Chairman's Manual and other directives.

In the event that the Zone Chairman for any reason cannot or does not, in the judgment of the District Governor, perform the duties of his office, or in the event that the office is for any reason vacated, the District Governor shall appoint a successor to serve for the unexpired term.

Section 8

DISTRICT GOVERNOR'S CABINET. The District Governor's Cabinet shall:

- (a) Assist the District Governor in the performance of his duties and in the formulation of administrative plans and policies affecting the welfare of Lionism within the District:
- (b) Receive from the Region Chairmen reports and recommendations which concern the Clubs and Zones.

Section 9

DISTRICT GOVERNOR'S ADVISORY COMMITTEE. It shall assist the Zone Chairman in an advisory capacity; procure recommendations affecting the welfare of Lionism and the Clubs in the Zone and relay the same through the Zone Chairman to the District Governor and his Cabinet.

Section 10

DISTRICT GOVERNOR'S HONORARY COMMITTEE. It shall act under the direction of the District Governor in the promotion of harmony throughout the District and perform such other additional assignments as shall be given it from time to time by the District Governor. It will meet when its members identify a need or as called upon by the District Governor and will provide advice to the District Governor as is appropriate. The Chairman of this Committee shall be a member of the District Cabinet.

Section 11

DISTRICT FORWARD PLANNING COMMITTEE, if appointed, shall act under the direction of the District Governor in considering matters related to future policy and procedures within the District. The Chairman of the committee shall be a member of the District Cabinet

Section 12

SERGEANT-AT-ARMS. The Sergeant-at-Arms shall maintain order and decorum at the respective conventions and meetings of the District and perform such other duties as are incident to his office and as may be given to him from time to time by the District Governor.

ARTICLE III

RULES FOR CONVENTION

Section 1

The District Governor shall appoint a District Convention Officer, who shall be a member of the District Cabinet, and a Convention Liaison Committee comprising the District Secretary, the District Treasurer and the District Sergeant-at-Arms and chaired by the said District Convention Officer.

This Committee shall examine all invitations from Clubs or Groups desiring to host the District Convention to ensure that they are set forth as the District Governor requires and especially with a realistic estimate of the costing of all items requisite to the efficient organisation of the Convention. It shall also attend all meetings of the Convention Committee of the Lions Club or Group (the Host Convention Committee) elected by the District Convention to host such Convention and to ensure that all business and social programmes and all financial arrangements comply with the requirements of the District Governor. The Host Committee will appoint a Treasurer, to work in conjunction with the District Treasurer, who will monitor and advise on the use of the District Convention Fund.

The District Convention Officer shall report to the District Cabinet the progress of arrangements and, in particular, the District Convention Officer or the Host Committee Treasurer shall produce to the second meeting of Cabinet in the fiscal year a final financial statement of the costing of said Convention for approval by Cabinet. Details of the programme with the approved cost of the social functions shall be sent to each Club in the District not less than ninety (90) days prior to the date fixed for the said Annual Convention.

Section 2

The Credentials Committee of the District Convention shall be composed of the District Governor, as Chairman, the District Secretary, the District Treasurer and two other non-officers of the District appointed by the District Governor, or as delegated by the District Governor. The Credentials Officer acting on behalf of the Credentials Committee shall have the powers and perform the duties set forth in Robert's Rules of Order (Newly Revised).

Section 3

The District Governor shall arrange the Order of Business for the District Convention and the same shall be the order of the day for all sessions.

Section 4

The proceedings of the District Convention shall be in accordance with the District Convention Rules of Procedure - (Appendix II).

Section 5

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 and Procedure in any District meeting or Convention, any meeting of the District Cabinet, a Region, Zone or member Club, or any

group or committee of any one of them shall be determined by Robert's Rules of Order (Newly Revised).

ARTICLE IV

INTERNATIONAL DIRECTOR AND SECOND VICE-PRESIDENT NOMINEES NOMINATION AND ENDORSEMENT

Section 1

Subject to the provisions of the International Constitution and By-Laws, any member of a Lions Club in the District seeking endorsement of a District Convention 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 and to the Multiple District Council Secretary no later than the date decided and notified by the Multiple District Council:
- (b) Deliver with the said Notice of Intention evidence of fulfilment of the qualifications for such office set forth in the International Constitution and By-Laws, Article II Sections 2 and 3.

Section 2

Each Notice of Intention so delivered shall be transmitted forthwith by the District Governor to the Resolutions, Nominations, Constitution and By-Laws Committee, which shall review and perfect 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 any Rules set by the Multiple District Council of Governors. It shall place in nomination at the respective District Convention the name of each such prospective candidate who has fulfilled said procedural and Constitutional requirements.

Section 3

Each such nominee for endorsement shall be entitled to one nominating speech of no more than three (3) minutes duration and one personal speech of no more than five (5) minutes duration at the respective District Convention.

Section 4

Endorsement shall be by secret ballot in accordance with Article I, Section 3(iv) of these By Laws. The nominee receiving more than 50% of the total number of effective votes cast shall be declared as endorsed as the candidate of the Convention and of the District.

Section 5

Certification of Endorsement by the respective Convention shall be made in writing to the Multiple District Council Secretary, and to such other persons as may be designated by the Multiple District Council of Governors, by the District officials designated, and in accordance with the requirements therefor set forth in the International Constitution and By-Laws and by the Multiple District Council of Governors.

Section 6

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

Section 7

A candidate so endorsed shall receive from all members of the District their fullest and whole-hearted support, including financial support if so approved by the Convention at which such candidate is endorsed.

ARTICLE V

CLUB AFFAIRS

Section 1

The obligations of a chartered club shall be as follows:

- (a) To hold regularly scheduled meetings not less than twice a month:
- (b) Except as otherwise provided herein to collect from each member minimum annual dues to cover International, Multiple District and District dues and such other expenses as are necessary for the club administration:
- (c) To enforce regular attendance:
- (d) To carry on activities for the advancement of the civic, cultural, social or moral welfare of the community and for the promotion of international understanding:
- (e) To submit regular monthly reports to the International Office, District Governor, Region Chairman (if appointed) and Zone Chairman on blanks provided, containing such information as may be called for by the Board of Directors of this Association:
- (f) To elect officers annually, not later than 15th April, whose terms of office shall commence on 1st July following their election:
- (g) To investigate thoroughly the background of all persons proposed for membership in the club:
- (h) To uphold, preserve and enhance the image of the International Association of Lions Clubs:
- (i) To abide by the policies and requirements, as determined from time to time, of the International Board of Directors.

Section 2

The District Governor, the First Vice District Governor, the Second Vice District Governor, the District Secretary, the District Treasurer and the Region Chairmen shall be entitled to inspect the Books of Accounts and the Minute Books of any Club within the District or their Region at any reasonable time for any proper purpose and to attend any meetings of such clubs.

Section 3

Except when authorised by the International Board of Directors or the District Governor, no Lions Club, Lions Club member or any entity organised and/or controlled by any Lions Club shall solicit funds or aid or anything of material or commercial value in the chartered territory of any other Lions Club without the consent of such other Club. Neither shall any Lions Club,

Lions Club member or any other Lions organisation use the membership relationship for any solicitation promoting private commercial benefits.

ARTICLE VI

FISCAL YEAR

The fiscal year of this District shall be from 1st July to 30th June.

ARTICLE VII

INTERPRETATION AND MEMORANDA

Section 1

This Constitution and By-Laws shall be read, construed and operated in the general context and spirit of the Constitution and By-Laws of Lions Clubs International and shall be binding upon the whole of the membership of this District. All disputes and differences arising therefrom, incidental to or consequent upon any ambiguities or uncertainties herein, or omission herefrom, or otherwise, concerning matters dealt with in this Constitution and By-Laws, shall be resolved by the District Cabinet and that decision shall take immediate effect. The District Governor shall then forthwith advise all Clubs of such decision and all other decisions affecting Clubs made from time to time by the District Cabinet and/or the District Governor, by means of the District Governor's Newsletter or other memoranda, at the earliest opportunity. Any such decisions shall be binding upon the whole membership and shall stand and have full force and effect while the District Governor remains in office unless, meanwhile, constitutionally amended by resolution at the District Convention. In the event of such amendment any interim acts, deeds or omissions consequent upon such decisions shall be deemed, nevertheless, to have been valid and effective.

Section 2

The District Governor, on taking office, shall review all outstanding memoranda and/or Newsletters and re-affirm, amend or cancel any existing decisions, advising all Clubs accordingly within thirty (30) days after the adjournment of the preceding International Convention.

Section 3

All Resolutions adopted at the District Convention shall be notified forthwith to all Clubs in the District by the District Governor by means of a specific memorandum which will be retained by the Secretary of each Club and passed on to his/her successor.

Section 4

All communications or memoranda may be transmitted by electronic mail where-ever appropriate

Section 5

The District Convention Rules of Procedure and the Glossary attached as appendices to this Constitution and By-Laws shall be taken, read and acted upon as though they were part of this Constitution and By-Laws and shall have the same binding power upon the whole membership of this District.

ARTICLE VIII

AMENDMENTS

Section 1

These By-Laws may be amended only at a District Convention, by Resolution reported by the Convention Committee on Resolutions, Nominations, Constitution and By-Laws and adopted by a majority of the votes cast or as is necessary to comply with amendments to the International Constitution as introduced from time to time.

Section 2

No amendment shall be reported or voted upon unless same shall have been furnished in writing to each Club in the District no less than forty-two (42) days prior to the convening date of the Annual Convention with notice that same will be voted upon at said Convention.

Section 3

Each amendment shall take effect at the close of the District Convention at which adopted unless otherwise specified in the amendment.

ARTICLE IX

This Constitution and By-Laws, with Appendices, shall take effect at the close of the District Convention at which the same is adopted by the affirmative vote of two-thirds of the votes cast.

APPENDIX I

Glossary

For the avoidance of doubt, the following words shall have meanings assigned to them as hereunder:

Lions Clubs International	}	The International Association of Lions Clubs
Lions International		
Multiple District		Multiple District 105, British Isles and Ireland
District		District 105A
District Cabinet		As specified in Article IV, Section 1
Convention		Except as otherwise specified, the Annual District Convention of District 105A
Club or Clubs		A Lions Club or Clubs within District 105A, chartered and in good standing with the International Association of Lions Clubs
Lions Club in Good Standing		A Club operating in accordance with the provisions of the International Constitution and By-Laws and the policies of the International Board of Directors; is not in Status Quo; has paid in full all International, Multiple District and District dues and has no unpaid balance with Lions Clubs International greater than fifty (50) US Dollars outstanding for longer than ninety (90) days.
Member in Good Standing		A Lion who has paid all just dues to his Club Secretary/Treasurer and holds the Official Membership Card issued by such Secretary/Treasurer
He, His, Him		Wherever the male gender or pronoun appears, it shall be interpreted to mean both male and female persons
Status Quo		A temporary suspension of a Club's charter, rights and privileges. Justifiable conditions for placing a Club in Status Quo are: Failure to comply with the objectives of Lionism: Conduct unbecoming a Lions Club: Failure to pay International, Multiple District and District obligations within ninety (90) days of due date: Failure to maintain reasonable attendance requirements: Failure to submit Membership and Activity Reports for six consecutive months or more

APPENDIX II

DISTRICT 105A CONVENTION RULES OF PROCEDURE

CHAIRMAN

- 1 The District Governor or, in his absence, the First Vice District Governor or if he is not available the Second Vice District Governor, shall preside at Convention.
- 2 The Chairman shall have discretion in selecting speakers, in deciding on the number of speakers to any resolution/amendment and in terminating discussion whenever he considers it appropriate.
- 3 The Chairman, being entirely neutral, shall not be a delegate of his Club. If, at any time, he wishes to express a personal opinion on a matter under discussion, he shall vacate the Chair for this purpose.

SPEAKERS

- 4 On the Chairman standing any speaker shall yield to the Chair and immediately resume his seat.
- 5(a) Any delegate wishing to speak on any resolution/amendment or other matter of business, must use a microphone, announce his name and Club and address the Chair;
- 5(b) If a member of the Cabinet speaks on any resolution/amendment or other matter of business, he shall state whether he is representing the views of Cabinet or otherwise.

RESOLUTIONS AND AMENDMENTS

- 6 Resolutions/amendments will be moved and seconded as follows:
 - (a) By nominees on behalf of the Cabinet
 - (b) By delegates on behalf of a Club (or of two Clubs when a Resolution is sponsored by more than one Club).
- 7(a) If no delegates are present from a Club submitting a resolution/amendment then, unless that Club advises the Chairman of the Resolutions, Nominations, Constitution and By-Laws Committee in writing at least ten (10) days before commencement of the Convention of the names of a proposer and seconder from another Club, the resolution/amendment shall be withdrawn, unless Convention shall decide otherwise. With this one exception no resolution/amendment may be withdrawn without the consent of Convention.
- (b) If a resolution be withdrawn with the consent of Convention and there is an amendment to that resolution tabled, then that amended resolution shall become the substantive resolution.
- (c) All resolutions/amendments shall be moved and seconded before consideration by Convention and not more than one resolution/amendment shall be discussed at any one time.
- (d) A delegate shall not move more than one amendment to any one resolution nor shall the mover of a resolution move any amendment to such resolution.
- (e) Where appropriate and convenient, resolutions/amendments will be put for consideration immediately following the adoption of the relevant Committee Chairman's or Specialist Officer's report.

EMERGENCY RESOLUTIONS AND AMENDMENTS

- 8 The Chairman shall have discretion to submit an emergency resolution/amendment for consideration at Convention provided:
- (a) Where appropriate, the resolution/amendment was received by him in writing before the commencement of the opening session of Convention
 - (b) In his opinion, the resolution/amendment could not reasonably have been submitted to the Resolutions, Nominations, Constitution and By-Laws Committee on or before the closing dates as decided by Cabinet for their receipt by such Committee and
 - (c) Convention consents by a majority of registered delegates present and voting to the resolution/amendment being so considered.

DELEGATE TO SPEAK ONCE ONLY

- 9(a) Subject only to the provision of Section 17 hereof, a delegate shall not speak more than once to the same resolution/amendment without the consent of Convention:
- (b) Only the Chairman or the mover of a resolution exercising his right of reply shall speak more than once on any resolution.

TIME LIMITS FOR SPEECHES

- 10(a) The proposer of a resolution/amendment will be permitted a maximum of three (3) minutes to put his case and after doing so shall formally move the resolution/amendment. Normally the seconder will formally second the resolution and may reserve the right to speak later. At the conclusion of the debate and before a vote is taken on a resolution, the proposer of the resolution shall have the right of reply for the purpose of answering questions or clarifying points raised. He will not be permitted to introduce fresh arguments and shall not be allowed more than two (2) minutes for this purpose;
- (b) The mover of an amendment shall not be entitled to the right of reply except when an original resolution has been displaced by an amendment which has become a substantive resolution in accordance with Clause 7(b) above, when the right of reply ensues to the mover of the amendment.
- 11(a) With the exception of the time limits stated in Clause 10(a), every speaker in general debate will be limited to two (2) minutes and must direct his speech strictly to the report, resolution, or amendment under discussion.
- (b) The times specified for speakers may be exceeded only with approval of Convention.

VOTING

- 12 The voting on any resolution/amendment or general business shall be by show of delegate cards of those present and voting and the Chairman shall declare the result or order a count. If the Chairman's declaration is challenged by twenty or more delegates the votes shall be counted.
- 13 Any election of candidates for office shall be in accordance with Article I, Section 3, of the District Constitution By-Laws.
- 14 Any election for the appointment of Host Clubs for future Conventions shall be by secret ballot and the nomination receiving the majority of votes shall be declared elected.
- 15 In the event of a tie following a show of delegate cards or secret ballot the Chairman shall cast the deciding vote.

ACTION TO PROCEED TO NEXT BUSINESS

- 16 Any delegate, provided he has not already spoken on the matter under discussion, may move at any time that Convention proceeds to the next business and, if this resolution be seconded and carried, the Chairman shall put the matter to Convention, after the mover of the resolution has been offered the right of reply.

POINT OF ORDER QUESTION

- 17 Any delegate may, at any time, ask a question or raise a point of order through the Chair but must confine the question or point of order to the subject before Convention.

SUSPENSION OF STANDING ORDERS

- 18 Any of these Rules of Procedure (to be known as Convention Standing Orders) may be suspended by resolution of Convention in relation to a specific item of business properly before Convention, provided at least two-thirds of the delegates present and voting shall vote for such resolution.

APPENDIX IIA

DISTRICT CONVENTION

It has become customary for the District Convention to be held on the Saturday after the first Friday in March.

District 105A Constitution and By-Laws incorporating amendments approved at the District Convention on 7 March 2009.