



**INTERNATIONAL ASSOCIATION
OF LIONS CLUBS (DISTRICT 201W1) INC**

CONSTITUTION

**Government of Western Australia
Associations Incorporations Act**

[2018] Revision 09/2018

DISTRICT 201W1 CONSTITUTION

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INTERNATIONAL ASSOCIATION OF LIONS CLUBS

(DISTRICT 201W1) INC

DISTRICT CONSTITUTION

ARTICLE I: NAME

This organisation shall be known as the International Association of Lions Clubs, District 201W1 Inc. It shall be referred to in this document as "The District". The International Association of Lions Clubs shall be referred to in this document as "The Association".

ARTICLE 2: PURPOSES

Section 1: Purposes

TO PROVIDE *an administrative structure with which to advance the Purposes of Lions Clubs International in this District.*

TO ORGANIZE, *Charter and supervise service clubs to be known as Lions Clubs.*

TO COORDINATE *the activities and standardize the administration of Lions Clubs.*

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

TO PROMOTE *the principles of good government and good citizenship.*

TO TAKE *an active interest in the civic, cultural, social and moral welfare of the community.*

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 works and private endeavours.*

Section 2: Property & Income

The property and income of the District shall be applied solely towards the promotion of the Purposes of the District and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the District except in good faith in the promotion of those Objects and Purposes.

ARTICLE 3: EMBLEM, COLOURS, SLOGAN AND MOTTO

Section 1: Emblem

The Emblem of this Association and each Chartered Club shall be of a design as follows:



Section 2: Use of Name and Emblem

Use of the Name, Goodwill, Emblem and other Logos of the Association shall be according to the guidelines established in the International Constitution & By-Laws

Section 3: Colours

The Colours of this Association and of each Chartered Club shall be Purple and Gold.

Section 4: Slogan

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

Section 5: Motto

Its Motto shall be: We Serve.

ARTICLE 4: SUPREMACY

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

ARTICLE 5: MEMBERSHIP

The Members of the District shall be all Lions Clubs in the District Chartered by the Association.

An up to date Register of all Members, including names and addresses, shall be kept by the District and such register shall be available to a Member upon request. Such Member may make a copy or take an extract from the register but shall have no right to remove the register for that purpose. Members who cease to exist are to have their name removed from the register.

ARTICLE 6: BOUNDARIES OF THE DISTRICT

The Members of this organization shall be all Lions Clubs in this District Chartered by Lions Clubs International.

The Boundaries of the District shall be as approved from time to time by the Association.

The District Governor shall divide the District into Regions in accordance with the provisions of the Constitution of the Association.

The District shall be divided into Zones, as determined by the District Governor, in accordance with the provisions of the Constitution of the Association.

ARTICLE 7: OFFICERS AND DISTRICT CABINET/TERM OF OFFICE

Section 1: District Officers

The District shall have District Officers comprising: the District Governor the 1st Vice District Governor. the 2nd Vice District Governor the Immediate Past District Governor the Constitution Chairman the Region Chairmen [if appointed] the Zone Chairmen a Cabinet Secretary a Cabinet Treasurer [or Secretary/Treasurer] and such other Chairmen or Lions Members as the District Governor may, from time to time, appoint.

A person must not hold two or more of the Officers mentioned above at the same time

Section 2: District Cabinet/Term of Office

The District shall have a District Cabinet composed of the District Governor, the Immediate Past

District Governor, the First and Second Vice District Governors, the Constitution Chairman, the Region Chairmen (if the position is utilized during the District Governor's term), the Zone

Chairmen, Cabinet Secretary-Treasurer or a Cabinet Secretary and a Cabinet Treasurer, and such other Chairmen as may be included in this section as amended in accordance with the amendment procedures contained herein.

The Term of Office of a District Officer:

- (1) From the 1st July following his/her election at the Annual General Meeting until the 30th June the following year; or
- (2) Is appointed to fill a casual vacancy under Article 7 Section 9
- (3) A District Officer may be re-elected.

Section 3: When Membership of a District Officer Ceases

A person ceases to be a District Officer if the person:

- (1) Dies or otherwise ceases to be a Member; or
- (2) Resigns from the District Cabinet or is removed from Office under Section 10, or
- (3) Becomes ineligible to accept an appointment or act as a Cabinet Officer under Section 39 of the Act; or
- (4) Becomes permanently unable to act as a Cabinet Officer because of a mental or physical disability; or
- (5) Fails to attend 3 consecutive District Cabinet Meetings; of which the person has been given notice; without having notified the District Cabinet that the person will be unable to attend.

Section 4: Powers of District Cabinet

- (1) The Cabinet Members are the persons who have the power to manage the affairs of the Association.
- (2) Subject to the Act, these Rules, and any resolution passed at a General Meeting, the District Cabinet has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The District Cabinet must take all reasonable steps to ensure that the Association complies with the Act, and these Rules.

Section 5: Election/Appointment of District Cabinet

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

Section 6: Membership of District Cabinet

The Members of the Cabinet shall be Officers of the District. Each such Officer must be and remain an Active Member in Good Standing of a Lions Club in Good Standing in the District.

Section 7: Appointments

The District Governor shall, by the time he/she takes Office, have appointed the Cabinet Secretary, the Cabinet Treasurer, Constitution Chairman and a Zone Chairman for each Zone in the District. If he/she decides to appoint Region Chairmen, they too should be appointed prior to the District Governor taking Office.

Section 8: Salary

No salary shall be paid to any Officer of the District.

Section 9: Vacancies

If any vacancy occurs in any Office, other than that of District Governor, 1st Vice District Governor or 2nd Vice District Governor, the District Governor may [subject to Section 6 hereof] appoint another Lion who is qualified to be an Officer to fill such Office for the unexpired term.

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

Should any Officer cease to be a Member in Good Standing in the District his/her term of Office shall likewise cease and the District Governor may appoint a successor to fill that Office unless that Officer is the District Governor, 1st Vice District Governor or 2nd Vice District Governor.

Section 10: Removal of Officer

Members of the District Cabinet other than the District Governor, the First Vice District Governor and Second Vice District Governor may be removed from Office for cause by the affirmative vote of three fourths of the entire number of the District Cabinet in person.

Section 11: Regular Cabinet Meetings

A Regular Meeting of the Cabinet shall be held in each quarter of the Financial Year. The first such meeting shall be held within sixty [60] days after the adjournment of the preceding Convention of the Association. At least ten [10] days written notice of such Regular Meetings setting forth a date, time, and place determined by the District Governor shall be given to each Officer by the Cabinet Secretary.

Section 12: Special Cabinet Meetings

Special Meetings of the Cabinet may be called by the District Governor at his/her discretion and shall be called upon written request made to the District Governor or the Cabinet Secretary by a majority of the Members of the District Cabinet. The District Governor shall determine the date, time and place of the Special Cabinet Meeting which shall take place within 21 days of the date upon which the request was received. At least five [5] days written, telegraphic or personal notice of the Special Cabinet Meeting, setting forth the purposes thereof, and the date, time and place, shall be given to each Officer by the Cabinet Secretary or some other person appointed by the District Governor for that purpose, provided however, that the requirement of five [5] days - notice may be reduced or waived by a three-fourths majority of the Officers present and eligible to vote thereon at such a Special Cabinet Meeting.

Section 13: Quorum

The presence in person of 40 (forty) per cent, or greater part thereof, of the Cabinet Members in Good Standing shall be necessary for a quorum at any Cabinet Meeting of the District.

Section 14: Voting

Every Officer, including the District Governor, shall be entitled to vote on any matter. In the event of voting being equal the District Governor shall, in addition, have a casting vote, but may use the same only to maintain the status quo.

Proxy voting is strictly forbidden

Section 15: Regions and Zones

The District Governor shall divide the District into Regions of no more than sixteen [16] and no fewer than six [6] Lions Clubs. The District shall be divided into Zones of no more than eight [8] and no fewer than three [3] Lions Clubs [unless exemption is given by the Association] or such other number as may be permitted by the policy of the Association from time to time, giving due regard to the geographical location of the Clubs. Such division shall be made before the District Governor commences his/her

term of Office but shall be subject to change by the District Governor when, in his/her sole discretion, he/she shall deem the same necessary in the best interests of the District.

Section 16: District Governor's Advisory Meetings

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

Rules of Procedure, the Agenda and all other matters relating to District Governor's Advisory Meetings shall be determined by the District Governor, or in default, by the Chairman of the Meeting, who may permit persons other than those mentioned in the previous section to attend such Meetings.

Section 17: District Governor's Honorary Committee

The District Governor may appoint a District Governor's Honorary Committee composed of Past International Officers who are Members in Good Standing of Clubs within the District. This Committee shall meet as and when convened by the District Governor.

Section 18: Cabinet Secretary

The Cabinet Secretary, under the supervision of the District Governor, shall carry out such duties as the District Governor may assign to him/her. He/she shall give at least ten [10] days previous written notice of Cabinet Meetings and shall, as soon as possible after each Meeting, email to each Officer, the Executive Officer of Multiple District 201 Council, and the Board of Directors of the Association an accurate report of the proceedings. His/her records must be available at all times to the District Governor. He/she shall cause to be kept an accurate record of the proceedings at District Conventions and Meetings. He/she shall be reimbursed for any approved expenses.

Section 19: Magazine

The District Cabinet may publish a Magazine or Newsletter or such other publication as it may deem desirable to assist the object of the District.

ARTICLE 8: ELECTION OF DISTRICT GOVERNOR AND VICE DISTRICT GOVERNORS [See Section 10 for election of Directors of Foundations and Institutes]

Section 1: Nominating Committee

Each District Governor shall appoint by written notification received at least sixty (60) days prior to the Sub-District Convention, a Nominating Committee of not less than 3 and no more than 5 members, each of whom shall be a Member in Good Standing of a different Lions Club in Good Standing in the District and shall not of their appointment hold any District or International Office.

Section 2: Ballot

The Delegates attending the Annual District Convention shall, at each Convention, elect a District Governor, in accordance with procedures laid down in Section 6 of Article 9 of the Lions Clubs International Constitution & By-Laws, a 1st Vice District Governor and 2nd Vice District Governor for the following Financial Year, by secret ballot, by the preferential system of voting as set out in the Commonwealth Electoral Act for the election of Members of the House of Representatives.

Section 3: Qualifications

No person shall be entitled to be elected as District Governor, 1st Vice District Governor or 2nd Vice District Governor unless he/she is qualified in accordance with the provisions of the International Constitution & By-Laws of the Association. [See Article 9, Section 4 of the Association Constitution, as amended from time to time]

Section 4: Nominations

Nominations shall be in writing, certified by the President and/or Secretary of the Club of which he/she is a Member [or he/she is endorsed by the majority of Lions Clubs in the District and such endorsement is certified in writing by the President and/or Secretary of such Clubs] and such certification or endorsement [as the case may be], together with the Nominee's written consent, is delivered to the Cabinet Secretary at least sixty [60] days prior to the date fixed for the Opening Ceremony of the District Convention; or he/she is Nominated from the floor of the District Convention in accordance with Section 9 of this Article; and the District Nominations Committee, or such other person or Committee appointed by the District Governor for that purpose, shall have confirmed his/her eligibility.

Section 5: Electioneering Material

In order to ensure equality between Candidates the following conditions must be complied with:

[a] Electioneering material shall be limited to one sheet of paper, not exceeding A4 size which may be printed on one or both sides. It should contain facts about the Candidate's history, family, professional or business background and such other information as is required. It may contain a statement on the Candidate's policies for his/her term of Office. Colour shall be black print on white paper, to be interpreted in their normal usage. A current photograph of the Candidate and a statement by the Candidate's nominating Club may form part of this material. A copy of this material must be submitted to the Constitution Chairman for approval prior to distribution.

[b] The electioneering material defined in paragraph [a] may be distributed by the Candidate himself/herself or by the Candidate's Club, or through the Cabinet Secretary's Club mailing system. No other material may accompany it. Such a distribution may occur once only and may be sent to Clubs in District 201W2 and to Past District Governors who are Members of Clubs in 201W2. Material sent to Clubs may be addressed to either the Club Secretary or the Club President. Such distributions must be completed at least fourteen [14] days prior to the date of the Opening Ceremony of the Convention where the election is to take place.

[c] No organised functions, receptions, giveaways or other similar promotions in support of a Candidate shall be permitted.

[d] No electioneering material shall be published or distributed by individual Lions or Clubs endorsing the Candidature of any prospective District Governor, 1st Vice District Governor or 2nd Vice District Governor except as allowed in paragraph [a].

[e] Copies of the approved electioneering material may also be delivered to the Cabinet Secretary to be distributed to Delegates at the time of Delegate registration.

Section 6: Notice to Clubs

The Cabinet Secretary shall post or deliver written advice of the persons nominated to each Club in the District and to the Executive Officer of Multiple District 201 at least thirty days prior to the opening of the District Convention.

Section 7: Speeches

At any Convention where an election is to be held, a nominating speech on behalf of each Candidate shall be made to the convention by a person selected by the Candidate. The nominating speech shall not exceed four [4] minutes for each Candidate and a warning signal shall be given thirty [30] seconds before such time elapses. A Candidate's speech shall be limited to five [5] minutes and a warning signal shall be given thirty seconds before such time elapses.

Section 8: No Contest

When only one eligible Candidate is nominated for District Governor, 1st Vice District Governor or 2nd Vice District Governor, then the District Governor shall conduct the election in accordance with the Lions Clubs International Constitution as amended from time to time. The Candidate may address the Convention and the District Governor may invite a person selected by the Candidate to introduce the Candidate to the Convention.

Section 9: No Nomination

[a] Should no proper nomination have been made under Section 4 of this Article or should the only qualified Nominee die or withdraw prior to the time of the matter being dealt with at the Convention, then nominations shall be sought from the floor from Delegates at the Convention.

[b] Such nominations must be made at a time designated on the programme for that purpose on behalf of Members suitably qualified and who shall have signified in writing their willingness to stand for election.

[c] Where nominations are made pursuant to this Section, the time for nominating speeches and candidate speeches shall be as set out in Section 7 hereof.

Section 10: Election of Directors of Foundations and Institutes

[a] Any Lion, who is a Member in Good Standing of a Club in the District in Good Standing, may be nominated for election to any vacancy on the Board of Directors of any State Foundation or Institute. Such nominations shall be in writing, signed by the Club President or Secretary. The Nominee's written consent is also required. Such nominations must be received by the Cabinet Secretary at least sixty [60] days prior to the date of the Opening Ceremony of the Convention where the election is to take

place. In accordance with District Policy Minutes & Guidelines, Section 4, Item 4.2 Nominees may be given time to speak to their nomination.

[b] Should there be insufficient nominations to fill all vacancies; the District Governor shall declare those Lions nominated within the prescribed time duly elected. The District Governor shall then call for nominations from the floor of the Convention sufficient to fill the positions left vacant. In all cases, such nominations from the floor shall be supported by written evidence that the Nominee has consented to the nomination.

[c] Where an election is necessary it shall be by Secret Ballot. Such Ballot shall be by the Preferential System as set out in the Commonwealth Electoral Act for the election of Members of the House of Representatives.

ARTICLE 9: FINANCES

Section 1: Fees and Financial Year

The Association's Financial Year will be the period of 12 months commencing on 1st July and ending on 30th June of each year.

Each Club shall pay to the Cabinet Treasurer, to defray District Administrative costs, amounts as detailed in District Policy Minute, Section 7, Item 7.3, such amounts to be credited accordingly towards the District Administration, Convention and Membership Funds.

The amounts shall be due and payable in two semi-annual payments as follows:

One half thereof on the 10th of August of each year to cover the period 1st July to 31st December and;

One half thereof on the 10th of February of each year to cover the period 1st January to 30th June. These billings shall be based on the membership of each Club at the 1st of July and the 1st of January respectively. Where a Convention has determined, prior to the 31st December in any Financial Year that the fee per Member shall be increased for that Financial Year, the amount of the increase shall become due and payable on the following 10th February in addition to the semi-annual payment.

Section 2: New Clubs

New Clubs will be liable for fees from 1st July or 1st January, which first occurs after the date which appears on the Charter and reorganised Club's will be liable for fees from 1st July or 1st January, which occurs after the date of reorganisation.

Section 3: Cheques &/or Electronic Transfer

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

Section 4: Convention Fund

Out of the fee referred to in Section 1 an amount, as detailed in District Policy Minute, Section 7 Item 7.3, per Club Member per Annum shall be paid into the District Convention Fund to defray District Convention costs for purposes other than hospitality.

Section 5: Other Funds

(a) Out of the fee referred to in Section 1, an amount as detailed in District Policy Minute, Section 7 Item 7.3, per Club Member per Annum shall be paid into the District General Fund.

(b) Out of the fee referred to in Section 1, an amount as detailed in District Policy Minute, Section 7 Item 7.3, per Club Member per Annum shall be paid into the District Membership Development Fund.

Section 6: Financial Records and Reporting

(a) The District is required to keep Financial Records that explain the financial transactions and present Annual Accounts at each Annual General Meeting.

(b) Different requirements depending on revenue Tier for Incorporated Associations are:

(1) Tier 1 \$0 - \$250,000 — no audit required (section 64 (1) of the Act applies)

(2) Tier 2 \$250,000 - \$1m accounts to be reviewed (section 64 (2) of the Act applies)

(3) Tier 3 — over \$ 1m - accounts to be audited (section 64 (3) of the Act applies)

(c) There shall be an audit of all books and accounts of the District after the close of each Financial Year for presentation to the succeeding District Governor by the end of the month of August after he/she takes Office. The Auditor shall be appointed by Cabinet. No person shall be appointed as Auditor unless he is a member of the Australian Society of Certified Practising Accountants or of the Institute of Chartered Accountants or any professional body succeeding either of these bodies.

A member may at any reasonable time, inspect without charge the books, documents, records and securities of the District.

Any balance of District funds at the close of the Financial Year shall be handed to the incoming District Governor to be used at the discretion of his Cabinet.

Section 7: Multiple District Funds

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

Section 8: Administration Funds

Such funds are supported through contributions from Members through dues, finds and other individual contributions.

Section 9: Activities Funds

District Funds raised as a result of activities undertaken by Lions Clubs of the District shall, unless raised for a specific purpose which was outlined at the commencement of the activity, be distributed

in such amounts and at such times and in such areas as shall be determined by a District Convention or District Cabinet.

Section 10: Fidelity Bonding

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

Section 11: Cabinet Treasurer

The Cabinet Treasurer, under the supervision of the District Governor, shall carry out such duties relating to finance and accounts as the District Governor may assign to him/her. The Treasurer's books and accounts must be available at all times to the District Governor and any duly qualified Auditor appointed by the Cabinet. He/she shall be reimbursed for any approved expenses. Further unless the Members resolve otherwise at a General Meeting the Treasurer shall have custody of all securities, books and documents of a financial nature and accounting records of the District any and all records to ensure true and fair accounts to be prepared from time to time and enable proper auditing.

The accounts of the District shall be submitted to Members at each Annual General Meeting showing the financial position of the District at the end of the immediately preceding financial year.

Section 12: Member Payment

(1) A payment may be made to a Member out of the funds of the District, only if it is authorised under sub rule (2).

(2) A payment to a Member out of the funds of the District is authorised if it is:

(a) payment in good faith to the Member as reasonable remuneration for any services provided to the District or for goods supplied to the District in the ordinary course of business; or

(b) payment of interest, on money borrowed by the District from the Member at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or

(c) payment of reasonable rent to the Member for premises leased by the Member to the District; or

(d) reimbursement of reasonable expenses properly incurred by the Member on behalf of the District.

ARTICLE 10: DISTRICT CONVENTION

Section 1: Time and Place

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

Section 2: Determination

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

Section 3: Application

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

Section 4: No Nomination

If no nomination is submitted at the Convention in accordance with this article or if the Convention should not accept any nomination duly made, or an elected Club withdraws, the District Governor [in Office at the time when the decision would normally be made pursuant to Section 2 hereof] shall determine the City or Town where the Convention shall be held.

Section 5: Control of Convention Programme

Decisions pertaining to the venues, accommodation, or other matters related to the conduct of a Convention [including budgetary matters] must be ratified by the District Governor holding Office at the time such decisions are made. Notwithstanding such ratification, the District Governor may alter any decision previously made if he/she has reason to do so.

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

Section 6: Convention Organising Committee

The District Governor may appoint a Convention Organising Committee, and such other Convention or Convention-related Committees as he/she may from time to time determine.

He/she shall appoint a Chairman to all such Committees and designate the duties of such Chairmen and their Committees. He/she may remove and/or replace any person so appointed.

Section 7: Club Delegate Formula

Each Chartered Club in Good Standing in Lions Clubs International and its District (Single or Sub and Multiple) 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 the Club or major fraction thereof, of said Club as shown by the records of the International Office on the first day of the month last preceding that month during which the Convention is held. The major fraction referred to in this section shall be five (5) or more Members. Each certified Delegate present in person shall be entitled to cast one (1) vote only for each Office to be filled by, and one (1) vote only on each question submitted to, the respective Convention. Unless otherwise specified herein, the affirmative vote of a majority of the Delegates voting on any question shall be the act of the Convention. All eligible Delegates must be Members in Good Standing of a Club

in Good Standing in this District. Delinquent dues may be paid and Good Standing acquired prior to the close of credential certification, as such closing time shall be established by the rules of the respective Convention.

Section 8: Past District Governors

Each Past District Governor, who is a Member in Good Standing and a Member of a Club within the District, shall be a Delegate of the Convention with full rights as such, independent of the ordinary Club quota of his/her Club.

Section 9: District Governor

The District Governor shall be a Delegate of the Convention with full voting rights as such, independent of the ordinary Club quota for his/her Club.

ARTICLE 11: DISTRICT CONVENTION EXPENSES

Section 1: Convention Organising Committee

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

Section 2: Hospitality Fee

A Hospitality fee, the amount of which shall be determined by the District Governor or the Cabinet, shall be collected from each person who applies to attend each Convention, and who wishes to participate in activities designated as "Hospitality Activities." [this includes meals, social functions, etc.] This fee will be collected by the Convention Organising Committee and used to meet Hospitality expenses exclusively. The Convention Organising Committee may make such refunds of Hospitality fees as it shall think fair and proper, subject to any directions from the District Governor.

Section 3: Surplus

Any surplus from moneys collected by the Convention Organising Committee shall be handed to the Cabinet Treasurer for disposal in such manner as the Cabinet may decide, after giving due consideration to the maintenance of the District Convention Fund at such a level that ensures that District will be able to meet deficits that may occur from time to time. A deficit shall, nevertheless, be dealt with as the Cabinet shall see fit.

Section 4: Accounts

The Convention Organising Committee shall submit to the District Governor Audited Statements of the Convention Accounts within ninety days [90 days] of the close of the Convention, such audit having been made by a person qualified to audit the District Accounts pursuant to Article 9, Section 6 hereof, and a copy of such Audited Statements shall be forwarded to each Club in the District during the following month, and shall be submitted to the District Convention.

ARTICLE 12: CONVENTION MOTIONS

Section 1: Motions

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

[a] have been submitted in writing to the Cabinet Secretary not less than sixty [60] days prior to the date of the Opening of the Convention by a Club within the District and which are signed by the Club's President or Secretary; or

[b] have been approved by Cabinet for submission to the Convention not less than sixty [60] days prior to the date of the Opening of Convention; provided that the limit of sixty [60] days shall be increased to ninety [90] days in the case of any Motion to establish a District Project.

Section 2: Projects

Any Motion to establish a District Project must contain full organisational details of the Project and the financial responsibilities of the Clubs within the District which decide to participate in the project, and where the details of the project are being amended, such Motion must contain sufficient information to identify the effect of the amendment on the organisational details of the Project and the financial responsibilities of the participating Clubs. Any financial responsibilities which may fall to District 201W2 must also be detailed. The period of time for the conduct of the Project shall be fixed by the relevant Motion or, in the absence of limitation of time being expressed in the Motion, the period shall be deemed to be three (3) Calendar Years commencing from the last day of the Convention approving the Motion. At the expiry of that time the project is to be wound up as a District Project or a Motion brought to District

Convention for an extension of the Project for a further period of up to three (3) Calendar Years.

For the purpose of this Section, a Foundation and/or Institute shall not be deemed to constitute a Project.

Section 3: Notice to Clubs

The Cabinet Secretary shall post or deliver to all Clubs within the District a copy of all motions to be placed before the Convention [and the basic information submitted on a motion relating to a District project] at least thirty [30] days [or in the case of motions to establish a District project, at least forty five[45] days] prior to the opening of Convention.

Section 4: Late Notices

Notwithstanding any of the provisions of this Article, a motion [except any motion concerning the adoption of a District Project Activity of any nature] may be considered by the Convention as a Late Notice of Motion provided that:

[a][i] it arises as the result of debate or action taken at the Convention relating to a motion received in time; or

[ii] it arises as a result of a recommendation contained in an Official Forum Report to the Convention on a matter pertaining to a topic scheduled for discussion at that Forum; or

[iii] it relates to a happening or event occurring between the due date for lodgement of motions and the commencement of the Convention and is approved by the District Governor as a proper matter for inclusion in the agenda of the Convention as a Late Notice of Motion; and

[b] at least three quarters of the Delegates present and voting support the admission of such a Motion to the Convention programme or agenda; and

[c] the Late Notice of Motion is supported by a written submission signed by the President of a Lions Club on behalf of the Club, or by the District Governor.

Section 5: Delegate Voting

A vote on any question can be cast only by a Delegate present [which for the purposes of this Article includes Alternate Delegates acting as Delegates].

Section 6: Quorum

The presence in person of 40 (forty) per cent, or greater part thereof, of the Delegates in Good Standing shall be necessary for a quorum at the Annual District Convention, the Annual General Meeting and Special General Meeting. {Refer Article 17}.

Section 7: Formal Motions

Sections 1, 3 and 4 of this Article shall not apply to Motions of a Formal nature.

Section 8: Effect

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

Section 9: Copies of Proceedings

A copy of the complete proceedings of the Convention shall be supplied to the Association and to the District Governor in accordance with the provisions of the Constitution of the Association, and to each Club in the District which shall request the same in writing from the Cabinet Secretary within twenty - one [21] days of the close of the Convention.

ARTICLE 13: SUSPENSION OR CANCELLATION OF CLUB CHARTER

Where the Charter of any Club within the District is cancelled by the Association, the property of the Club, including all moneys standing to its credit at any bank and all other funds shall forthwith vest in the District Governor on behalf of this District, who may receive all property, moneys, and funds and give all necessary receipts and discharges to any person or persons or corporation for the time being holding such property, moneys or funds. The District may [if approved by Cabinet] satisfy any liabilities of such a Club and dispose of the net assets of such Club [if any] for the benefit of the District and the area in which the Club is situated, provided that such funds disposed of into the custody of another organisation located within the State of Western Australia, and Incorporated under the Associations Incorporation Act [201 5] of that State. All actions shall be subject, nevertheless, to the Law for the time being in force in the State or Territory in which the Club is situated.

ARTICLE 14: DISSOLUTION

Upon the dissolution of this District, either by agreement of the District in accordance with a resolution carried at a District Convention by a three fourths majority of Delegates voting in person thereon or by the decision of the Association, the property and assets of the District shall vest in such other Lions Clubs or Lions Districts and in such proportions as such resolution may provide or the Association [or in default the Council of Multiple District 201] shall determine provided that all such funds shall be applied to Charitable purposes within the meaning of the Laws of the State of Western Australia {Associations Incorporation Act [201 5]} in which the majority of the clubs in the District are located or to another Lions Club or Clubs or Lions District constituted principally within that State or Territory. Funds held for a particular purpose should be applied to a purpose as closely as is practicable to that purpose.

ARTICLE 15: WHEN SPECIAL RESOLUTIONS ARE REQUIRED

(1) A Special Resolution is required if it is proposed at a General Meeting:

- (a) to affiliate the Association with another body; or
- (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (c) to make any changes to this constitution.

(2) Sub rule (1) does not limit the matters in relation to which a Special Resolution may be proposed.

The resolution adopted by the affirmative of three fourths of the Members present in person and voting provided that the District Cabinet has previously considered the merits of the amendments.

Note for this rule:

Under the Act, a Special Resolution is required if an Incorporated Association proposes to do any of the following -

- (a) to adopt these model rules (section 29(1);
- (b) to alter its rules, including changing the name of the Association (section 30(1);
- (c) to decide to apply for Registration or Incorporation as a prescribed Body Corporate (section 93(1);
- (d) to approve the terms of an amalgamation with one or more other Incorporated Associations (section 102(4);
- (e) to be wound up voluntarily (section 121 (2) or by the Supreme Court (section 124(a) and Schedule 4 item 9);
- (f) to cancel its Incorporation (section 129).

ARTICLE 16: POWER TO DISTRIBUTE FUNDS

The income and property of the District, however derived, shall be applied solely towards the promotion of the objects of the District, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise however by way of profit to the Clubs of the District or to Lions Members or to relatives of such Members, provided that nothing herein shall

prevent the payment in good faith to any Officer or servant of the District or to any Lions Member in return for any services actually rendered to the District or the payment of interest on any moneys borrowed by the District from a Club or a Lions Member.

ARTICLE 17: GENERAL MEETINGS

Section 1: Annual General Meeting

(1) The District Cabinet must determine the date, time and place of the Annual General Meeting to be held at the District Annual Convention.

(2) If it is proposed to hold the Annual General Meeting more than 6 months after the end of the Association's Financial Year the Secretary must apply to the Commissioner for permission under Section 50(3)(b) of the Associations Incorporations Act [2015] (the Act) within 4 months after the end of the Financial Year.

(3) The ordinary business of the Annual General Meeting is as follows:

(a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then if the minutes of that meeting have not yet been confirmed;

(b) to receive and consider:

(i) the Committee's Annual Report on the Association's activities during the preceding Financial Year; and

(ii) if the Association is a Tier 1 Association, the Financial Statements of the Association for the preceding Financial Year presented under Part 5 of the Act; and

(iii) if the Association is a Tier 2 Association or a Tier 3 Association, the Financial Report of the Association for the preceding Financial Year presented under Part 5 of the Act;

(iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the Financial Statements or Financial Report;

(c) to elect the Office holders of the Association and other Committee Members;

(d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;

(e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by Members.

(4) Any other business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.

Section 2: Special General Meeting

(1) The District Cabinet may convene a Special General Meeting.

(2) The District Cabinet must convene a Special General Meeting if at least 20% of the Members require a Special General Meeting to be convened.

(3) The Members requiring a Special General Meeting to be convened must:

(a) make the requirement by written notice given to the Secretary; and

(b) state in the notice the business to be considered at the meeting; and

(c) each signs the notice.

(4) The Special General Meeting must be convened within 28 days after notice is given under sub rule (3)(a).

(5) If the District Cabinet does not convene a Special General Meeting within that 28 - day period, the Members making the requirement (or any of them) may convene the Special General Meeting.

(6) A Special General Meeting convened by Members under sub rule (5)

(a) must be held within 3 months after the date the original requirement was made; and

(b) may only consider the business stated in the notice by which the requirement was made.

(7) The District must reimburse any reasonable expenses incurred by the Members convening a Special General Meeting under sub rule (5).

Note: Section 51 (1) of the Act states that a resolution is a Special Resolution if it is passed

(a) at a General Meeting of an Incorporated Association; and

(b) By the votes of not less than three-fourths of the Members of the Association who cast a vote at the Meeting.

Section 3: Notice of General Meeting

(1) The Secretary or, in the case of a Special General Meeting convened within the 28 - day period, the Members convening the Meeting, must give to each Member:

(a) at least 21 days' notice of a General Meeting if a special resolution is to be proposed at the Meeting; or

(b) at least 14 days' notice of a General Meeting in any other case.

(2) The notice must:

(a) specify the date, time and place of the meeting; and

(b) indicate the general nature of each item of business to be considered at the Meeting; and

(c) if the Meeting is the Annual General Meeting, include the names of the Members who have nominated for election to the Committee in writing to the Secretary at least 28 days before the General Meeting; and

(d) if a special resolution is proposed:

(i) set out the wording of the proposed resolution as required by Section 51 (4) of the Act; and

(ii) state that the resolution is intended to be proposed as a Special Resolution.

Section 4: Adjournment of General Meeting

(1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the ordinary Members present at the Meeting, adjourn the Meeting to another time at the same place or at another place.

(2) Without limiting sub rule (1), a Meeting may be adjourned:

(a) if there is insufficient time to deal with the business at hand; or

(b) to give the Members more time to consider an item of business.

(3) No business may be conducted on the resumption of an adjourned Meeting other than the business that remained unfinished when the Meeting was adjourned.

(4) Notice of the adjournment of a Meeting under this rule is not required unless the Meeting is adjourned for 14 days or more, in which case notice of the Meeting must be given in accordance with Notice of General Meetings

Section 5: Minutes of General Meeting

(1) The Secretary, or a person authorised by the District Cabinet from time to time, must take and keep minutes of each General Meeting.

(2) The minutes must record the business considered at the Meeting, any resolution on which a vote is taken and the result of the vote.

(3) In addition, the minutes of each Annual General Meeting must record:

(a) the names of the ordinary Members attending the Meeting; and

(b) the Financial Statements or Financial Report presented at the Meeting, as referred to in Financial Records and Reporting Section; and

(c) any report of the review or auditor's report on the Financial Statements or Financial Report presented at the Meeting, as referred to in Financial Records and Reporting Section.

(4) The minutes of a General Meeting must be entered in the District Cabinet's minute book within 30 days after the Meeting is held.

(5) The Chairperson must ensure that the minutes of a General Meeting are reviewed and signed as correct by:

(a) the Chairperson of the Meeting; or

(b) the Chairperson of the next General Meeting.

(6) When the minutes of a General Meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:

(a) the Meeting to which the minutes relate was duly convened and held; and

(b) the matters recorded as having taken place at the Meeting took place as recorded; and

(c) any election or appointment purportedly made at the Meeting was validly made.

ARTICLE 18: DISTRICT DISPUTE RESOLUTION PROCEDURE

Section 1: Disputes Subject to Procedure

All Disputes relative to Membership, Club Boundaries, or interpretation, breach of, or application of the District (Single or Sub) Constitution, or any policy or procedure adopted from time to time by the District (Single or Sub) Cabinet, or any other internal Lions District (Single or Sub) matters that cannot be satisfactorily resolved through other means, arising between any

Clubs in the District (Single or Sub), or any Club(s) and the District (Single or Sub) Administration, shall be settled by the following Dispute Resolution Procedure. Except as otherwise provided herein, any

time limits specified in this procedure may be shortened or extended by the District Governor, or, in the event the complaint is directed against the District Governor, the Immediate Past District Governor, Conciliators or the International Board of Directors (or its Designee) upon a showing of good cause. All parties to any dispute subject to this procedure shall not pursue Administrative or Judicial actions during this Dispute Resolution Process.

Section 2: Complaints and Filing Fee

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

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

Section 3: Response to Complaint

The respondent(s) to the complaint may file a written response to the complaint with the District Governor or, in the event the complaint is directed against the District Governor, the Immediate Past District Governor, with a copy to the Legal Division, within ten (10) days of receiving notice of the complaint. A copy of the response shall be sent to the complainant(s).

Section 4: Confidentiality

Once a complaint has been filed, communications between the complainant(s), respondent(s), District Governor or, in the event the complaint is directed against the District Governor, the Immediate Past District Governor, and Conciliators should be kept confidential to the extent possible.

Section 5: Selection of Conciliators

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

In the event the selected conciliators cannot agree on the selection of the

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

Section 6: Conciliation Meeting & Decision of Conciliators

Upon being appointed, the Conciliators shall arrange a meeting of the parties for the purpose of conciliating the dispute. The meeting shall be scheduled within thirty (30) days of the appointment of the Conciliators. The objective of the Conciliators shall be to find a prompt and amicable resolution to the dispute. If such Conciliation efforts are unsuccessful, the Conciliators shall have the authority to issue their decision relative to the dispute. The Conciliators shall issue their decision in writing no later than thirty (30) days after the date on which the initial meeting of the parties was held, and the decision shall be final and binding on all parties. The written decision shall be signed by all the

Conciliators, with the dissent of any Conciliator properly noted, and a copy of the written decision shall be provided to all parties, the District Governor or, in the event the complaint is directed against the District Governor, the Immediate Past District Governor, and, to the Legal Division of Lions Clubs International. The decision of the Conciliators must be consistent with any applicable provisions of the International, Multiple District and District Constitutions and policies of the International Board of Directors, and is subject to the authority of and further review by the International Board of Directors at the sole discretion of the International Board of Directors or its Designee.

ARTICLE 19: AUTOMATIC UPDATE

When amendments to the International Constitution and By-Laws are passed at the International Convention, any amendments that would have an effect on this District Constitution shall automatically be updated in this District Constitution at the close of the Convention.

ARTICLE 20: COMMON SEAL

The District must have a Common Seal on which its corporate name appears in legible characters.

The Common Seal of the District must not be used without the express authority of the District Governor and every use of that Common Seal must be recorded in the minute book referred to in Article 17, Section 4.

The affixing of the Common Seal of the District must be witnessed by any two of the District Governor, the Secretary and the Treasurer

The Common Seal of the District must be kept in the custody of the Secretary or of such other person as the District Governor from time to time decides.

ARTICLE 21: DISTRIBUTION OF SURPLUS PROPERTY ON CANCELLATION OF INCORPORATION OR WINDING UP

- (1) The property and income of the District must be applied solely towards the promotion of the Purposes of the District and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those Purposes.
- (2) A payment may be made to a Member out of the funds of the District, only if it is authorised under sub rule (3).
- (3) A payment to a Member out of the funds of the District is authorised if it is:
 - (a) payment in good faith to the Member as reasonable remuneration for any services provided to the District or for goods supplied to the District in the ordinary course of business; or
 - (b) payment of interest, on money borrowed by the District from the Member at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) payment of reasonable rent to the Member for premises leased by the Member to the District;
or
 - (d) reimbursement of reasonable expenses properly incurred by the Member on behalf of the District.

ARTICLE 22: MISCELLANEOUS

Section 1: Audited Statement

All Clubs in the District shall forward to the Cabinet Secretary an Audited Statement of the Financial Affairs of the Club to cover all accounts to be received by the Cabinet Secretary prior to 30th September and to cover the financial period previous to 30th June. Any Club that has not submitted to the Cabinet Treasurer its Audited Financial Statements which were due in the previous Financial Year (which would be one - year overdue) will not be granted Delegate voting status at the District Convention.

Section 2: Dues and Expenses

Any Club that has not paid any or all of:

Multiple District and District Dues within thirty [30] days of the due date; or the costs of any Lions goods purchased by the invoice date; and

further has not responded within two weeks of a final notice sent to the President by the Cabinet Treasurer;

shall be charged a late payment fee of \$25.00 per month or part thereof, effective from the invoice due date, and such fee will accrue until payment of the invoice total plus the late payment fee is received by the Cabinet Treasurer.

Any Club that has not paid its July District dues to the Cabinet Treasurer by the opening of the District Convention will not be granted Delegate voting status at the District Convention.

Section 3: Cash Insurance

Cash Insurance cover is compulsory for all Lions, Lioness and Leo Clubs in Multiple District 201. The Cash Insurance premium is to be included on the District Dues invoice and paid at the same time as the dues.

Section 4: Convention Functions

No Lions Club or group shall organise a Social Function during the duration of the District Convention, other than those authorised by the Convention Organising Committee