

Lions Clubs International District 105CE Bylaws

To be considered in conjunction with the Standard LCI District Constitution
and the District 105CE Foundation Constitution

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Article I (Name)

This organisation shall be known as Lions Clubs International District 105CE here in after referred to as District 105CE.

1. (Introduction) These Bylaws shall be read construed and operated in the general context and spirit of the Constitution and Bylaws of Lions Clubs International and shall be binding upon the whole of the membership. All disputes and differences arising from, incidental to, or consequent upon any ambiguities or uncertainties herein or omissions here from or otherwise concerning matters dealt with in this Constitution shall be resolved by the District Governor. Any such decision shall take immediate effect, shall be communicated forthwith to all Clubs in the District and hereupon shall be binding on all concerned. Any such decision shall stand and have full force and effect while the District Governor remains in the office unless meanwhile constitutionally amended at a District Convention.

Article II (Purposes)

1. (Purpose) The purpose of this Constitution and bylaws is to provide this District with an efficient organisation to assist the membership to achieve their services objectives and provide proper administration throughout the District consistent with the Constitution and Bylaws of Lions Clubs International as amended from time to time.

2. (Precedence) The Constitution of the International Association of Lions Clubs shall take precedence over the Constitution of Multiple District 105 which in turn shall take precedence over this District Constitution and bylaws and Constitution of Clubs within the District.
In the event of any conflict between the provisions of this constitution and bylaws, or the requirements of English law, English law shall take precedence.

Article III (Membership)

1. (Membership) The membership shall consist of all Lions Clubs in this District whose Charter has been approved by the Headquarters of Lions Clubs International organised into such number of Regions and Zones as have been or shall be determined by the District Governor. The Boundaries of the District shall be as may have been or shall be determined by the District Convention, District Cabinet and approved by the Board of Directors of Lions Clubs International.

Article IV (District Officers)

1. (Salaries) There shall be no salary paid to any officer of the District.
2. (Expenses) Appropriate expenses, to meet expenditure incurred in carrying out their duties as District Officers, may be paid to District Officers provided that these expenses have been previously authorised by the District Governor in accordance with the District Rules of Audit.
3. (Vice District Governors) The Vice District Governors shall have such powers as may from time to time be ascribed to Vice District Governors by the Constitution and Bylaws of Lions Clubs International.

Article V (District Governors Cabinet)

1. (Authority) The powers and responsibility for the administration and general good governance of the District and its part in the advancement of the Purposes and Ethics of Lionism shall be vested in the District Governor. He or she shall be assisted by a Cabinet which shall serve in an advisory and administrative capacity only.
2. (Structure) The Cabinet in the District shall be composed of the District Governor, the Immediate Past District Governor, the Vice District Governors, the District Secretary, the District Treasurer, the Region Chairperson (if appointed) the Zone Chairperson, G.L.T. Leader, G.M.T. Leader, G.S.T. Leader, Strategic Planning Chairperson and all other Team Leaders and such other members as may be appointed by the District Governor, all of whom shall be eligible to vote.
3. (Quorum) A majority of the Cabinet shall constitute a Quorum.
4. (Vacancies) In the event of a vacancy in the Cabinet or in any office except that of District Governor or the Vice District Governors, the District Governor shall have the power to fill such vacancy for the unexpired term thereof.

Article VI (District Organisation)

1. (Region Chairperson) The Region Chairperson if appointed shall attend a business meeting of each Club within his or her Region at least once during the fiscal year of his or her term of office. A report of the visit is to be submitted to the DG Team within 7 days.
2. (Zone Chairperson) The Zone Chairperson shall attend a business meeting of each Club within his Zone at least once during the fiscal year of his or her term of office. A report of the visit is to be submitted to the DG Team within 7 days.

3. (Zone Meetings) Zone Meetings shall be held in each Zone at such intervals and places as shall be decided by the Zone Chairperson but there shall be at least three such meetings within each Zone during any one year. A report of the visit is to be submitted to the DG Team within 7 days.

Article VII (District Finance)

1. (Subscriptions) The revenue to pay the administrative and other expenses of District shall be provided by funds remitted to the District Treasurer by every Club in the District. A District Subscription to be paid by every Member of every Club in the District shall be decided upon at each District Convention and shall be paid by every Club by two equal instalments by the last day of August and the last day of February in each year. The amounts payable by each Club shall be ascertained by reference to the membership of each Club on 30th June or 31st December prior to the date the instalment becomes due. The revenue raised by the District Subscription shall be passed to District Funds.

2. (Control) All payments shall be by cheques or electronic fund transfer signed by at least two out of three authorised signatories who shall be separate individuals. The District Governor, the 1st and 2nd Vice District Governors, District Secretary and the District Treasurer shall be the authorised signatories.

3. (Authority) The three authorised signatories shall have the power from time to time and at all times:

(a) To sign on behalf of District, receipts, cheques, acceptances, contracts or other documents whether of a financial or any other nature.

(b) To invest any of the monies of District in any investments authorised by law for the investment of trust funds with power from time to time to vary investments for others of an authorised nature or to realise such investments.

4. Each Lions Club within District 105CE shall be required:

1. To prepare (or have prepared) annually a set of accounts to the standard normally required by the Charities Act for charities registered in England and Wales, and to the standard required by the guidelines for Lions Club accounts, as set from time to time by the Council of Governors, and

2. If the gross income of the Lions Club exceeds £25,000, to have the accounts examined by a suitably qualified independent examiner, as defined for charities by the Charities Acts, who shall append to the accounts a report of his/her examination, drawn up in accordance with the regulations of the Charities Acts, and

3. To file the accounts and the independent examiner's report, with the District Treasurer within ten months of the Club's financial year end.

5. Club Accounts

A Club in good standing is one:

- a, Which is not in "status quo or financial suspension"
- b, Which operates in accordance with the provisions of the International Constitution and Bylaws and International Board Policy
- c, Which has:
 - 1 District and Multiple District subscriptions and fees paid in full, and
 - 2 No unpaid balance of International subscriptions and fees greater than U.S.\$10; and
 - 3 No unpaid Lions Clubs International account balance greater than U.S. \$50, outstanding ninety (90) days or more

B Each Lions Club

- a, prepare (or have prepared) annually a set of accounts to the standard normally required by the Charities Acts for charities registered in England and Wales and having gross annual income of less than £100,000 per year, and to the standard required by the guidelines for Lions Club accounts, as set from time to time by the Council of Governors, and
- b, to have the accounts examined by a suitably qualified independent examiner, as defined for charities by the Charities Acts, who shall append to the accounts a report of his/her examination, drawn up in accordance with the regulations of the Charities Acts, and
- c. to file the accounts and the independent examiner's report with the District Treasurer and the Charity Commission within ten months of the Club's financial year end.
- d, Failure to comply may affect your club's entitlement to vote at Convention.

6. (Annual Reviewer) The District Governor shall arrange for a review and report upon the District Treasurers accounts up to a specified day in each year by some competent person and shall cause copies of such accounts to be circulated to Clubs with District Convention reports.

7. (District Governor's Review) The District Governor may call for a review and report upon the District Treasurers accounts at any time.

Article VIII (District Convention & Finances)

1. (Format) A District Convention of the District shall be held, within the geographical boundaries of the District, at which the District Governor's report, financial and other reports shall be presented. Nominations for District Governor and Vice District Governors shall be presented and a secret written ballot conducted. In the event of more than two candidates for the offices of District Governor or Vice District Governors, the method of balloting and counting of votes shall be as described in Article IX, Section 8 of these Bylaws.

2. (Supervision) The District Governor shall supervise all phases of the District Convention which shall include the entertainment which is to be provided by the Host Club/Committee for those attending Convention.

3. (Notice) The District Governor shall issue an official call for the Annual District Convention at least sixty days prior to the date fixed for holding the same, and such official call shall be circulated to all Clubs through their respective Secretaries. This Convention call shall have the contact details of the District Constitution, Nominations and Resolutions Officer ("CNRO") and the closing dates for the receipt of nominations and resolutions. The District Governor may at his or her discretion include in addition such other information as he or she considers desirable.

Timetable of submission of Nominations for office shall be by 31st October, Resolutions by 31st October, Amendments by 31st January and Nominations for Trustees by 31st December these dates shall be included in the Convention Call. The final date for submission of Resolutions proposed and seconded by District Cabinet is to be 30th November. All Resolutions will be forwarded to Clubs by 3rd December.

4. (Resolutions and Amendments) The District Governor shall, through the CNRO, receive all resolutions proposed to be deliberated upon by the District Convention. All resolutions must be in the hands of the CNRO by an appointed date. Resolutions will be reviewed by the S.P.T, along with any financial Resolutions regarding annual dues changes. Resolutions for discussion at the District Convention shall be circulated under arrangements to be made by the District Governor to all Clubs in the District at least 30 days prior to the District Convention.

The District Governor shall through the CNRO, receive all amendments to resolutions proposed to be deliberated upon by the District Convention. All amendments must be in the hands of the CNRO by 31st January.

It shall be good and sufficient reason for the District Governor not to accept a resolution or an amendment to a resolution if the CNRO is of the opinion that it would waste the time or otherwise inconvenience the proceedings of the forthcoming District Convention or if the substance of such

resolution or amendment has been voted upon at either of the two immediately preceding annual District Conventions.

The District Governor shall have power to accept an Emergency Resolution being a Resolution which could not have been submitted to the CNRO in accordance with Section 4 of this Article, if received in writing by him or her no less than 24 hours before the Convention Cabinet meeting i.e. 1pm on the Thursday prior to the District Convention. If he or she shall think fit, the resolution shall be submitted to the Convention and, if a simple majority of those present and voting shall so decide, the resolution shall henceforth be dealt with as an ordinary resolution.

5. (Nominations) The District Governor shall through the CNRO receive all nominations for the office of District Governor and Vice District Governors. All nominations must be in the hands of the CNRO by an appointed date. The 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 three (3) and no more than five (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 through the duration of their appointment hold any district cabinet or international office either by election or appointment. Nominations shall be circulated under arrangements to be made by the District Governor to all Clubs in the District at least 30 days prior to the District Convention.

6. (Re-drafting of resolutions) The CNRO shall have power to re-draft any resolution if, in his or her opinion, such re-drafting is necessary in the interests of clarity or for other due reason.

7. (Liaison) In the event of any non-acceptance or re-drafting in accordance with the preceding Sections there shall be liaison between the CNRO and the Club submitting the resolution as soon as is practicable and having regard to time limits already established.

8. (Representation) Each Club in the District in good standing is entitled to be represented at the Convention, and shall be entitled to one voting delegate and one alternate for each ten members of the said Club, or major fraction thereof, as shown by the records of the International Office on the 31st January of the year of Convention. The major fraction referred to shall be five or more members. Delegate & Alternate voting forms for both District & Multiple District Conventions are to be sent to the District Secretary by Clubs by 1st March.

9. (Invitations to Host)

a) The District Governor shall, through the CNRO receive invitations in writing from Clubs or groups of Clubs desiring to act as the District Convention Host Club/Committee for a District Convention two or more years later, provided that no invitation made is for a year already allocated to a Host Club/Committee by an earlier Convention. The invitations shall be in the hands of the CNRO by an appointed date to be formally approved by Convention.

b) 105CE District Convention Officer, will investigate such invitations from all viewpoints commensurate with the requirements of a District Convention and will certify to the District Governor and the Cabinet that each Club or group of Clubs issuing the invitation can meet the same. The District Convention Officer will then guide the Club or group of Clubs in the preparation of appropriate budgets covering.

b (i) The element of the budget funded by District 105CE which relates to the requirements of the AGM and our International Guests and

b (ii) The social activities element which is funded by the attendees.

It should be noted that both elements of the budget are separate items for accounting, approval, conclusion of final accounts and will be reported to Cabinet through the District Convention Officer for final ratification. Any intentional overspend on either element of the budget will require prior approval from Cabinet before that overspend can occur. Any unintentional, potential overspend (due to unforeseen circumstances arising) should be reported to the District Convention Officer as soon as possible to enable Cabinet to decide on the appropriate action.

This will ensure that budget control is maintained and, as a result, provided that the Host Club/Committee has complied with the requirements above, absolves them from any financial liability arising from the overspend.

c) If no invitations are received pursuant to sub-section (a) of this section within the prescribed time limits they may be presented to the District Convention from the floor, provided at least fourteen days notice of intention shall have been given to the District Governor. If there shall be no invitation whatsoever at a District Convention for the Convention two years later it shall be the duty of the next succeeding Cabinet to arrange the venue of the appropriate Convention at such place within the District and by such means as it shall decide.

10. (Administration Expenses) The administration expenses of District Convention including the cost of hiring halls, decorations therein, and miscellaneous expenses, incidental to running the business side of a Convention shall be borne out of District funds. An estimate of the above costs is to be prepared and submitted by the Host Club / Committee to the Cabinet and approved by the Cabinet in writing. Included in such costs may be those resulting from the presence of V.I.P guests invited by the Cabinet to either the business or social functions.

11. (Budgets) The Host Club/Committee shall submit to the Cabinet for approval the proposed charges for the acquisition of Convention Pins and for the various social activities held in conjunction with the District Convention.

The Host Club/Committee, through its Convention Treasurer shall submit to the District Treasurer.

- a) A preliminary statement of the Convention Account within 60 days of the close of Convention, and
- b) Reviewed Convention Accounts by no later than 30th June of the year to which they refer.

12. (Report) Within sixty days of the close of the District Convention the District Secretary shall prepare a report in writing or by electronic means which shall be a summary of the proceedings of such District Convention and transmit one copy of such report each to the Headquarters of Lions Clubs International and the District Governor.

Article IX (Convention Standing Orders)

1. (Order of Business)

- a) Debates shall be conducted in accordance with the procedural rules as approved by Convention.
- b) The business of Convention shall be dealt with in accordance with the published Agenda, or as determined by the Chairman in agreement with the Convention Delegates.
- c) If an issue arises which is not covered by the Convention Procedural Rules, the Chairman shall make a ruling in accordance with the normal procedures of debate, as set out in “Roberts Rules of Order, Newly Revised” as revised from time to time.
- d) A ruling by the Chairman shall be final, unless it is challenged by a Delegate, who moves that the ruling be rescinded.
- e) Such a motion shall not be put to the vote unless at least 20 delegates require that it be put, in which case the Chairman shall temporarily vacate the Chair. A Past District Governor shall then take the Chair and shall put to the vote that the ruling be rescinded. When the vote has been taken, the Chairman shall resume the Chair and proceed in accordance with the vote.

2. (Chairperson) The District Governor or in his or her absence the 1st Vice District Governor or the 2nd Vice District Governor or the most recent Past District Governor available shall preside over Convention.

- a) The District Governor shall have discretion in selecting the number of speakers to any resolution or amendment, and in terminating discussions whenever he or she considers it appropriate.

b) The District Governor being entirely neutral shall not be a delegate of his or her Club and if at any time he or she wishes to express a personal opinion on a matter under discussion he or she shall vacate the Chair for this purpose.

c) Resolutions and or amendments to be taken as read and may be displayed on screen as part of Convention audio visuals and included in the delegate packs.

3. (Speakers)

a) On the District Governor standing any speaker shall yield to the Chair and immediately resume his or her seat.

b) Any Delegate wishing to speak on any resolution or amendment or other matter of business, must use a microphone, announce his or her name and Club, and address the Chair.

c) If a member of the Cabinet speaks on any resolution or amendment or other matter of business he or she shall state whether he or she is representing the views of the Cabinet or otherwise.

4. (Resolutions and Amendments) Resolutions or amendments will be moved and seconded as follows:

a) By nominees on behalf of Cabinet.

b) By delegates on behalf of two sponsoring Clubs (or of two Clubs when a resolution is sponsored by more than one Club)

c) If no delegates are present from a Club submitting a resolution or amendment then, unless that Club advises the Resolutions Officer in writing at least ten days before the commencement of Convention of the names of a proposer and seconder from another Club, the resolution or amendment shall be withdrawn unless Convention shall otherwise decide. With this one exception no resolution or amendment may be withdrawn without the consent of Convention.

d) If a resolution is withdrawn with the consent of Convention and there is an amendment to that resolution then that amended resolution shall become the substantive resolution.

e) All resolutions and amendments shall be moved and seconded before consideration by Convention and not more than one resolution or amendment shall be discussed at any one time.

f) A delegate shall not move more than one amendment to any resolution nor shall the mover of a resolution move any amendment to such resolution.

g) Where appropriate, resolutions or amendments will be put for consideration immediately following the adoption of the relevant Committee Chairman's or District Officer's report.

5. (Emergency Resolutions)

a) The District Governor shall have discretion to submit an emergency resolution for consideration at Convention provided:

b) Where appropriate, the resolution was received by him or her no less than 24 hours before the Convention Cabinet meeting i.e. 1pm on the Thursday prior to the District Convention

c) In his or her opinion, the resolution could not reasonably have been submitted to the CNRO on or before the closing dates published for their receipt by him or her.

d) Convention consents by a majority of registered delegates present and voting to the resolution being so considered.

6. (Delegates Addressing Convention)

- a) Only the District Governor, or the mover of a resolution exercising his or her right of reply shall speak more than once on any resolution.
- b) Subject only to the provisions of Section 9 hereof any other delegate shall not speak more than once to the same resolution or amendment without the consent of Convention.

7. (Time limit for Speeches)

- a) The proposer of a resolution or amendment will be permitted a maximum of three minutes to put his or her case and after so doing shall formally move the resolution or 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 or she will not be permitted to introduce fresh arguments and shall not be allowed more than two 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 Section 4(d) above when the right of reply ensues to the mover of the amendment.
- c) With the exception of time limits stated in Section 7(a) every speaker in general debate will be limited to two minutes and must direct his or her speech directly to the report, resolution or amendment under discussion.
- d) The time specified for speakers may be exceeded only with the approval of Convention.

8. (Voting)

- a) The voting on any resolution or amendment on general business or for the appointment of Host Club for future Conventions shall be by show of Delegate Cards of those delegates present and voting and the District Governor shall declare the result or order a count. If the District Governor's declaration is challenged by twenty or more voting delegates then the votes shall be counted.
- b) Any election of candidates for office shall be by secret ballot and the candidate or nomination receiving the majority of votes cast shall be declared elected.
- c) In the event of three or more candidates or nominations being involved in a ballot which does not result in an overall majority being obtained the candidate or nomination receiving the lowest number of votes cast will withdraw. A fresh ballot will take place on the candidates or nominations remaining until an overall majority decision has been reached.
- d) In the event of a tie following a show of hands or a secret ballot the District Governor will have a casting vote given to the returning officer in a sealed envelope only to be used in the event of a tied vote.

9. (Motion to proceed to next business)

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

10. (Point of order or question)

- a) Any delegate at any time may 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.

11. (Quorum)

a) A minimum of thirty-five (35) delegates in attendance at Convention shall constitute a quorum.

12. (Suspension of Standing Orders)

a) Any one or more of these Standing Orders may be suspended by a resolution of Convention in relation to a specific item of business properly before Convention provided that at least two-thirds of the voting delegates present shall vote for the resolution.

Article X (Amendments)

1. (Constitution & Bylaws) The Constitution and Bylaws may be amended only by Resolution reported by the CNRO to a District Convention and adopted by an affirmative vote of not less than two-thirds of the registered delegates present and voting on such Resolution.

Article XI (Dates Table)

Date	Action	Article & Page
31 st August	Clubs to pay their half yearly District, Multiple District & International dues to the District Treasurer	Article VII. 1 Page 2
31 st October	Nominations for DG, VDG & 2VDG to be received by the CNRO	Article VIII. 3 Page 3
31 st October	Resolutions to be received from Clubs by the CNRO	Article VIII. 3 Page 3
31 st December	Nominations for District Trustees to be received by the CNRO	Article VIII. 3 Page 3
31 st December	Clubs to submit reviewed accounts to the District Treasurer	Article VII. 4 Page 3
26 th January	Amendments to Resolutions received from Clubs to the CNRO	Article VIII. 3 Page 3
28 th February	Clubs to pay their half yearly District, Multiple District & International dues to the District Treasurer	Article VII. 1 Page 2
1 st March	Delegate & Alternate voting forms for both District & Multiple District Conventions are to be sent to the District Secretary by Clubs	Article VIII. 8 Page 4
30 th June	Convention accounts to be reviewed and received by the District Treasurer	Article VIII. 11 Page 4