



**LIONS CLUBS INTERNATIONAL**

**DISTRICT 410W**

**CONSTITUTION & BY-LAWS**

**AS APPROVED AT THE DISTRICT 410W  
BLUE CRANE CONVENTION IN  
SWELLENDAM 12 OCTOBER 2019**

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# Lions Clubs International

## PURPOSES

**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 endeavors.*

## VISION STATEMENT

**TO BE** the global leader in community and humanitarian service.

## MISSION STATEMENT

**TO EMPOWER** volunteers to serve their communities, meet humanitarian needs, encourage peace and promote international understanding through Lions clubs.

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**LIONS CLUBS INTERNATIONAL**

**CONSTITUTION AND BY-LAWS DISTRICT 410W**

**ARTICLE I**

**Name**

This organization shall be known as Lions Clubs International District No 410W hereinafter referred to as “district”, of the International Association of Lions Clubs (hereinafter referred to as Lions Clubs International”).

**ARTICLE II**

**Purposes**

The purposes of this district shall be:

- (a) To provide an administrative structure with which to advance the Purposes of Lions Clubs International in this district.
- (b) To create and foster a spirit of understanding among the peoples of the world.
- (c) To promote the principles of good government and good citizenship.
- (d) To take an active interest in the civic, cultural, social and moral welfare of the community.
- (e) To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- (f) 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.
- (g) 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 endeavors.

**ARTICLE III**

**Membership**

The members of this organization shall be all Lions clubs in this district chartered by Lions Clubs International.

All Clubs in good standing within the area covered by the district shall have

membership in this organisation and shall hold same subject to the Constitution and By-Laws of Lions Clubs International, Multiple District 410 (hereinafter referred to as "The Multiple District") and of this District.

The boundary lines of this district shall be as approved by Lions Clubs International

Any reference to the male gender shall include the female gender.

## **ARTICLE IV**

### **Emblem, Colors, 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 from time to time in the by-laws.

Section 3. **COLORS.** The colors 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 V**

### **OBJECTS AND SUPREMACY**

To provide an administrative structure within which to advance the purpose and objects of Lions Clubs International in this district.

The Standard Form District Constitution and By-Laws shall govern the district unless otherwise amended so as not to conflict with the Multiple District and International Constitution & 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 by-laws 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 by-laws and the International Constitution and By-Laws, then the International Constitution and By-Laws shall govern.



## ARTICLE VI

### Officers and District Cabinet

Section 1. **OFFICERS.** The officers of this district shall be the district governor, the immediate past district governor, the first and second vice district governors, the region chairpersons (if the position is utilized during the district governor's term), the zone chairpersons and a cabinet secretary-treasurer or a cabinet secretary and a cabinet treasurer. Each such officer shall be a member in good standing of a Lions club in good standing in the district.

Section 2. **DISTRICT CABINET.** 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 region chairpersons (if the position is utilized during the district governor's term), the zone chairpersons, Global Membership Team district coordinator, Global Leadership Team district coordinator, Global Service Team district coordinator, LCIF district coordinator, a cabinet secretary-treasurer or a cabinet secretary and a cabinet treasurer, and such other club members as may be included in this section as amended in accordance with the amendment procedures contained herein. Each such cabinet member shall be a member in good standing of a Lions club in good standing in the district.

Section 3. **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. The district governor shall appoint or the district shall elect by the time he/she takes office, the cabinet secretary-treasurer or a cabinet secretary and a cabinet treasurer, one region chairperson for each region (if the position is utilized during the district governor's term), and one zone chairperson for each zone, in the district, sergeant at arms and such other club members as may be included in the district cabinet.

Section 4. **REMOVAL.** Members of the District Cabinet other than the District Governor, First Vice District Governor and Second Vice District Governor may be removed for good and sufficient reason. In such event, or in the event of a vacancy for any other reason, the District Governor shall appoint a successor for the remaining period.

## ARTICLE VII

### 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. **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. Any club which is newly chartered shall be entitled to at least one (1) delegate and one (1) alternate. 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 up to fifteen (15) days prior to the close of credential certification, as such closing time shall be established by the rules of the respective convention.

A Lions Club in good standing is one which

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

Section 3. **QUORUM.** The attendance in person of a majority of the delegates registered at a convention shall constitute a quorum at any session of the convention.

Section 4. **SPECIAL CONVENTION.** A Special Convention of the clubs of the District may be called by a two-thirds vote of the District Cabinet at such time and place as they shall determine; provided that such Special Convention shall conclude no less than 30 days prior to the convening date of the International Convention and that such Special Convention shall not be convened for the election of the district governor, first vice district governor or second vice district governor. Written notice of the Special Convention setting forth the time, place and purpose thereof, shall be provided to each club in the District by the District Cabinet Secretary, no less than 30 days prior to the convening date of the Special Convention.

Section 5. Officers of the Convention

The District Governor shall have supervision over all phases of the Convention of his District; and all members of the District Governor’s Cabinet shall be the officers of the

Convention.

#### Section 6 - Venue

The District Governor's Cabinet shall retain and have the absolute power to change at any time, for good and sufficient reason, without the District or Multiple District incurring any liability whatsoever, the city or place of holding the District Convention.

#### Section 7 - Matters

The delegates at each District Convention shall also elect a first and second Vice District Governor as provided for in the By-Laws Article II, hereof.

In addition, the cost of attending Multiple District 410 Council meetings by the first Vice District Governor shall be borne by the District 410W Administration Fund subject to the District Cabinets rules of audit as approved annually by the District Cabinet at its first cabinet meeting.

### **ARTICLE VIII**

#### **District Dispute Resolution Procedure**

All disputes or claims arising from provisions of the District Constitution and By-Laws 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 resolved in accordance with the Dispute Resolution Procedures established by the International Board of Directors. [Mandatory Provision] – See Board Policy Procedures (Chapter XXV)

### **ARTICLE IX**

#### **Amendments**

Section 1. **AMENDING PROCEDURE.** This constitution may be amended only at a district convention, by resolution of the Constitution and By-Laws Committee and adopted by the affirmative vote of two-thirds (2/3) of the votes cast.

Section 2. **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 and By-Laws shall automatically be updated in this district constitution and by-laws at the close of the convention.

Section 3. **NOTICE.** No amendment shall be so reported or voted upon unless the same shall have been published by regular post or electronic means to each club no less than thirty (30) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention.

Section 4. **EFFECTIVE DATE.** Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

## **BY-LAWS**

### **ARTICLE I**

#### **Nominations and Endorsement**

##### **Third Vice President and International Director Nominees**

Section 1. **ENDORSEMENT PROCEDURE.** Subject to the provisions of the International Constitution and By-Laws, any member of a Lions club in the district seeking endorsements of a district convention as a candidate for the office of international director or third vice-president shall:

- (a) Deliver (by mail or in person) written notice of intention to seek such endorsement to the district governor and if this is a sub-district of a multiple district to the multiple district council secretary treasurer no less than 30 days prior to the convening date of the district convention at which such question of endorsement is to be voted upon;
- (b) Deliver with said notice of intention evidence of fulfillment of the qualifications for such office set forth in the International Constitution and By-Laws.

Section 2. **NOMINATION.** Each notice of intention so delivered shall be transmitted forthwith by the district governor to the Nominating Committee of the respective conventions, (Sub and Multiple) which shall review and perfect the 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 shall place in nomination at the respective convention the name of each such prospective candidate who has fulfilled said procedural and constitutional requirements.

Section 3. **SECONDING SPEECH.** Each such nominee for endorsement shall be entitled to one seconding speech of no more than three (3) minutes in duration.

Section 4. **VOTE.** The vote on the question of endorsement shall be by secret written ballot, unless there shall be only one nominee seeking the same, in which event a voice vote may be taken. The nominee receiving a majority of the votes cast shall be declared endorsed (elected) as the candidate of the convention and district. In the event of a tie vote, or failure of one nominee to receive the required majority, on any ballot, balloting shall continue until one receives the required majority of the votes cast.

Section 5. **CERTIFICATION OF ENDORSEMENT.** Certification of endorsement by the respective convention shall be made in writing to the international office by the district officials designated (and if the district is a sub-district in the multiple district to the multiple district

council of governors) in accordance with the requirements set forth, in the International Constitution and By-Laws.

Section 6. **VALIDITY.** No district 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 have been met.

## **ARTICLE II**

### **District Nominations, Elections and Appointments**

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 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.

Section 2. **DISTRICT GOVERNOR ELECTION PROCEDURES.** Any qualified member of a club in the district seeking the office of district governor shall file his/her intention to so run in writing with the Nominating Committee prior to the day of its report to the convention, and furnish evidence of his/her compliance with the qualifications for said office set out in the International Constitution and By-Laws. The Nominating Committee shall place in nomination at the district convention the name(s) of all candidate(s) so qualified. If none are so received and/or so qualified, then, but then only, nominations for the office may be made from the floor. **A candidate shall be allowed one nominating speech of no more than three (3) minutes duration, and one seconding speech of no more than two (2) minutes duration.**

Section 3. **FIRST AND SECOND VICE DISTRICT GOVERNOR ELECTION PROCEDURES.** Any member of a club in the district seeking the office of first or second vice district governor shall file his/her intention to so run in writing with the Nominating Committee at least thirty (30) days prior to the election, and furnish evidence of his/her compliance with the qualifications for said office set out in the International Constitution and By-Laws. The Nominating Committee shall place in nomination at the district convention the names of all candidates so qualified. If none are so received and/or so qualified, then, but then only, nominations for the office may be made from the floor. **Each candidate shall be allowed one nominating speech of no more than three (3) minutes duration, and one seconding speech of no more than two (2) minutes duration.**

Section 4. **BALLOT.** The election shall be by secret written ballot, with the candidate or candidates required to secure a majority of the votes cast by the delegates present and voting in order to be declared elected; for purpose of such election, a majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions. If, on the first ballot, and subsequent ballots, no candidate receives a majority, the candidate or tied candidates receiving the lowest number of votes shall be eliminated and balloting shall continue until one

candidate receives a majority. In case of a tie on any ballot, balloting shall continue on the tied candidates until one is elected.

**Section 5. DISTRICT GOVERNOR VACANCY.** In the event of a vacancy in the office of district governor, the same shall be filled in accordance with the provisions of the International Constitution and By-Laws. The immediate past district governor, first and second vice district governors, the region chairpersons, zone chairpersons, the cabinet secretary and cabinet treasurer (or cabinet secretary/treasurer) and past district governors, past international directors and past international presidents in the district shall convene at a date, time and place called and determined by the immediate past district governor to select a replacement for recommendation to the International Board of Directors.

In order for a Lion to be eligible and qualified to be selected to fill a vacancy in the office of district governor, he/she must:

- (a) Be an Active Member in good standing of a chartered Lions club in good standing in his/her single or sub-district.
- (b) Have served or will have served at the time he/she takes office as district governor:
  - (i) As officer of a Lions club for a full term or major portion thereof; and
  - (ii) As a member of the district cabinet for two (2) full terms or major portion thereof.
  - (iii) With none of the above being accomplished concurrently.

It is encouraged that the first vice district governor fulfill his/her full term of office and other qualified Lions be considered for filling a vacancy in the office of district governor.

**Section 6. FIRST AND SECOND VICE DISTRICT GOVERNORS AND OTHER VACANCIES.** Any vacancy in office except that of district governor and first and second vice district governors shall be filled by appointment from the district governor for the unexpired term. In event of a vacancy arising in the office of first or second vice district governor, the district governor shall convene a meeting of the members of the existing cabinet as provided for in the International Constitution and By-Laws and all past international officers who are members in good standing of a chartered Lions club in good standing in the district. It shall be the duty of the attendees at this meeting to appoint a qualified club member as first or second vice district governor for the remainder of the term. In filling said vacancy, it shall be the duty of the district governor, or if not available, the most recent past district governor who is available, to send out invitations to attend said meeting and it shall also be his/her responsibility to preside as chairperson of the meeting. The chairperson shall convey the results to the international office within seven (7) days together with evidence of invitations sent and meeting attendance. Each Lion who is entitled to receive an invitation to attend and is present at said meeting shall be entitled to cast one vote for the Lion of his/her choice.

In order for a Lion to be eligible and qualified to be selected to fill a vacancy in the office of first or second vice district governor, he/she must:

- (a) Be an Active Member in good standing of a chartered Lions club in good standing in his/her single or sub-district.
- (b) Have served or will have served at the time he/she takes office as first or second vice district governor:
  - (i) As officer of a Lions club for a full term or major portion thereof; and
  - (ii) As a member of the district cabinet for a full term or major portion thereof.
  - (iii) With none of the above being accomplished concurrently.

Section 7. **REGION/ZONE CHAIRPERSON QUALIFICATIONS.** Each region and zone chairperson shall:

Be an active member in good standing in his/her respective region or zone; and

Have served or will have served at the time of taking office as region or zone chairperson as president of a Lions club for a full term or major portion thereof, and a member of the board of directors of a Lions club for no less than two (2) additional years.

Section 8. **APPOINTMENT/ELECTION OF REGION/ ZONE CHAIRPERSON.** The district governor shall appoint, by the time he/she takes office, one region chairperson for each region (if the position is utilized during the district governor's term), and one zone chairperson for each zone, in the district.

Section 9. **REGION/ZONE CHAIRPERSON VACANCY.** If any region chairperson or zone chairperson shall 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 thereon cease and the district governor shall appoint a successor to fill said office. Provided, however, the district governor, in his/her discretion may determine not to use the position of region chairperson for the remainder of the term.

### **ARTICLE III**

#### **Duties of District Officers/Cabinet**

Section 1. **DISTRICT GOVERNOR.** Under the general supervision of the International Board of Directors, he/she shall represent the association in his/her district. In addition, he/she shall be the chief administrative officer in his/her district and shall have direct supervision over the first and second vice district governor, region chairpersons, the zone chairpersons, the cabinet secretary-treasurer and such other cabinet members as may be provided for in this district constitution and by-laws. His/her specific responsibilities shall be to:

- (a) Serve as the Global Action Team district chairperson to administer and promote membership growth, ~~and~~ new club development, leadership development and humanitarian service to clubs throughout the district.
  - (1) Ensure the selection of a qualified Lion leader for the positions of GST district coordinator, GMT district coordinator and GLT district coordinator.
  - (2) Ensure regular meetings to discuss and advance initiatives established by the District Global Action Team.
  - (3) Collaborate with the multiple district's Global Action Team
- (b) Promote the Lions Clubs International Foundation and all service activities of the association.
- (c) Preside, when present, over cabinet, convention and other district meetings. During any period he/she is unable to so preside, the presiding officer at any such meeting shall be the first or second vice district governor, but if he/she is not available, the district officer chosen by the attending members shall preside.
- (d) Promote harmony among the chartered Lions clubs.
- (e) Exercise such supervision and authority over cabinet officers and district committee appointees as is provided in this district constitution.
- (f) Ensure that each Lions club in the district be visited by district governor or other district officer once every year to facilitate successful administration of the club, and that the visiting officer submit a visitation report to the International Headquarters for each visit.
- (g) Submit a current itemized statement of total district receipts and expenditures to his/her district convention or annual meeting of his/her district at a multiple district convention.
- (h) Deliver, in a timely manner, at the conclusion of his/her term in office, the general and/or financial accounts, funds and records of the district to his/her successor in office.
- (i) Report to Lions Clubs International all known violations of the use of the association's name and emblem.
- (j) Perform such other functions and acts as shall be required of him/her by the International Board of Directors through the District Governor's Manual and other directives.

Section 2. **FIRST VICE DISTRICT GOVERNOR.** The first vice district governor, subject to the supervision and direction of the district governor, shall be the chief administrative assistant and representative of the district governor. His/her specific responsibilities shall be, but not limited, to:

- (a) Further the purposes of this association.
- (b) Perform such administrative duties assigned by the district governor.
- (c) Perform such other functions and acts required by the International Board of Directors.
- (d) Participate in the cabinet meetings, and conduct meetings in the absence of the district governor, and participate in council meetings as appropriate.
- (e) Assist the district governor in the review of the strengths and weaknesses of the clubs in the district, identifying the existing and potential weak clubs and establishing plans to strengthen them.



- (f) Conduct club visitation as the representative of the district governor when requested by the district governor.
- (g) Work with the District Convention Committee and assist the committee to plan and conduct the annual district convention and assist the district governor to organize and promote other events within the district.
- (h) At the request of the district governor, supervise other district committees.
- (i) Participate in the planning of the next year including the district budget.
- (j) Familiarize himself/herself with the duties of the district governor so that, in the event of a vacancy in the office of the district governor, he/she would be better prepared to assume the duties and responsibilities of said office as the acting district governor until the vacancy is filled according to these by-laws and rules of procedure adopted by the International Board of Directors.
- (k) Conduct a district quality assessment and collaborate with the district officers, specifically members of the district's Global Action Team, and other committee chairpersons, during his/her term as first vice district governor to develop a plan for membership growth, leadership development, operational improvement and the fulfillment of humanitarian services to be presented and approved by the district cabinet during his/her term as district governor.

Section 3. **SECOND VICE DISTRICT GOVERNOR.** The second vice district governor, subject to the supervision and direction of the district governor, shall be an assistant in the administration of the district, and representative of the district governor. His/her specific responsibilities shall be, but not limited, to:

- (a) Further the purposes of this association.
- (b) Perform such administrative duties assigned by the district governor.
- (c) Perform such other functions and acts required by the International Board of Directors.
- (d) Participate in the cabinet meetings, and conduct meetings in the absence of the district governor and first vice district governor, and participate in council meetings as appropriate.
- (e) Familiarize himself/herself with the health and status of the clubs in the district, review the monthly financial report and assist the district governor and the first vice district governor in identifying and strengthening the existing and potential weak clubs.
- (f) Conduct club visitation, as the representative of the district governor, when requested by the district governor.
- (g) Assist the district governor and first vice district governor in planning and conducting the annual district convention.
- (h) Work with the District LCIF Coordinator and assist the committee to achieve the goals of the year through regular distribution of LCIF information and materials to increase understanding and support of LCIF.
- (i) Work with the District Information Technology Committee and assist the committee to promote the use of the association's web site and the Internet among the clubs and members to obtain information, file reports, purchase club supplies, etc.
- (j) At the request of the district governor, supervise other district committees.

- (k) Assist the district governor, first vice district governor, and the cabinet in planning of the next year, including the district budget.
- (l) Familiarize himself/herself with the duties of the district governor so that, in the event of a vacancy in the offices of district governor and first vice district governor, he/she would be better prepared to assume the duties and responsibilities of said offices as the acting district governor or acting vice district governor until the vacancies are filled according to these by-laws and rules of procedure adopted by the International Board of Directors.

Section 4. **CABINET SECRETARY-TREASURER.** He/ she shall act under the supervision of the district governor. His/her specific responsibilities shall be to:

- (a) Further the Purposes of this association;
- (b) Perform such 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 cabinet, and within five (5) days after each meeting forward copies of the same to all members of the cabinet, and the office of Lions Clubs International.
  - (2) Take and keep minutes of the sub-district convention and furnish copies of the same to Lions Clubs International, the district governor and the secretary of each club in the sub-district.
  - (3) Make reports to the cabinet as the district governor or cabinet may require.
  - (4) Collect and receipt for all dues and taxes levied on members and clubs in the sub-district, deposit the same in such bank or banks as the district governor shall determine and disburse the same by order of the district governor.
  - (5) Remit and pay over to the multiple district council secretary-treasurer the multiple district dues and taxes, if any, collected in the sub-district, and secure a proper receipt.
  - (6) Keep accurate books and records of account, and minutes of all cabinet and sub-district meetings, and permit inspection of the same by the district governor, any cabinet member and any club (or any authorized agent of any of them) at any reasonable time for any proper purpose. Upon direction of the district governor or the cabinet, he/she shall furnish any such books and records as requested to any auditor appointed by the district governor.
  - (7) Secure bond for the faithful performance of his/her duties in such sum and with such sureties as may be required by the district governor.
  - (8) Deliver, in a timely manner, at the conclusion of his/her term in office, the general and/or financial accounts, funds and records of the district to his/her successor in office.
- (c) Perform such other functions and acts as may be required of each by directives of the International Board of Directors.
- (d) If separate offices of cabinet secretary and cabinet treasurer are adopted, the duties listed in (b) are to be attributed to each of the offices according to the nature of such duties.

Section 5. **GLOBAL SERVICE TEAM (GST) DISTRICT COORDINATOR.** The GST district coordinator is a member of the District Global Action Team. His/her responsibilities include:

- (a) Encourage clubs to implement service projects that are aligned with global LCI initiatives, including the LCI Service Framework.
- (b) Work with clubs to raise the visibility of Lions service impact in local communities.
- (c) Collaborate with GMT and GLT district coordinators and the Global Action Team district chairperson (district governor) to further initiatives focused on leadership development, membership retention and growth, and expanding humanitarian service.
- (d) Work with region, zone, and club service chairpersons to help clubs reach their service goals, ensure regular reporting in MyLCI, and encourage utilization of LCI tools (such as the App) to increase engagement in service projects.
- (e) Support local community service projects that create a sense of belonging and pride to the Lions and Leos in the district.
- (f) Promote service projects that attract multi-generational participants, including the integration and leadership development of Leos.
- (g) In collaboration with the LCIF district coordinator, maximize LCIF resource utilization and fundraising and monitor LCIF grants given to the district.
- (h) Gather club and district feedback related to service challenges, opportunities, and successes and share information gathered with multiple district coordinator to troubleshoot/remove barriers impeding the successful implementation of service programs.

Section 6. **GLOBAL MEMBERSHIP TEAM (GMT) DISTRICT COORDINATOR.** The GMT district coordinator is a member of the District Global Action Team. His/her responsibilities include:

- (a) Collaborate with the GLT and GST district coordinators and the Global Action Team district chairperson (district governor) to further initiatives focused on leadership development, membership growth and expanding humanitarian service.
- (b) Develop and execute an annual district membership development plan.
- (c) Collaborate with region, zone, and club membership chairpersons to identify communities without a club or where additional clubs can be chartered.
- (d) Motivate clubs to invite new members, inspire positive club membership experiences, and ensure clubs are aware of available membership programs and resources.
- (e) Monitor club membership reports. Recognize clubs that are increasing membership and support clubs that are losing members.
- (f) Work with clubs in danger of cancellation by ensuring payments are submitted on time.
- (g) Include diverse populations to participate in Global Action Team Initiatives.
- (h) Respond promptly to prospective member leads provided by the GMT multiple district coordinator or LCI, track recruitment and provide status report of the lead.
- (i) Complete requirements and submit applications to receive district funding from LCI for membership development activities.

- (j) Confirm new members are provided an effective member orientation at the club level, in collaboration with the GLT district coordinator and the club officers.
- (k) Provide retention strategies to clubs in collaboration with GLT and GST district coordinators.

Section 7. **GLOBAL LEADERSHIP TEAM (GLT) DISTRICT COORDINATOR.** The GLT district coordinator is a member of the District Global Action Team. His/her responsibilities include:

- (a) Collaborate with your GMT and GST district coordinators and Global Action Team district chairperson (district governor) to further initiatives focused on leadership development, membership growth and expanding humanitarian service.
- (b) Develop and execute an annual district leadership development plan.
- (c) Communicate regularly with region/zone chairpersons and club vice presidents to ensure they are aware of leadership development programs and resources available.
- (d) Provide ongoing motivation to region/zone chairpersons and club vice presidents to achieve leadership development goals.
- (e) Promote leadership development opportunities that encourages participation all levels of the association.
- (f) Collaborate with GMT and GST district coordinators to provide retention strategies to clubs.
- (g) Include diverse populations to participate in Global Action Team initiatives.
- (h) Identify potential and new leaders to participate in service, membership and leadership development opportunities.
- (i) Organize and facilitate instructor-led and web-based training in coordination with LCI.
- (j) Confirm new members are provided an effective member orientation at the club level, in collaboration with the GMT district coordinator and club officers.
- (k) Complete requirements and submit applications to receive district funding from LCI for leadership development activities.

Section 8. **LCIF DISTRICT COORDINATOR.** The LCIF district coordinator is appointed by the District Governor, to serve where possible for a three-year term. This position serves as an ambassador for Lions Clubs International Foundation and reports directly to the District Cabinet while working closely with the LCIF multiple district coordinators and with district leadership. His/her responsibilities include:

- (a) Be familiar with LCIF initiatives and educate Lions within the district on the various grants and projects supported by LCIF. Assist district governors with grant applications to LCIF, as needed.
- (b) Promote foundation initiatives in district publications, during district events and to the public at large.
- (c) Ensure that local LCIF-funded projects receive proper promotion and follow grant-criteria guidelines.

- (d) Encourage all Lions to contribute to LCIF and promote individual and club recognition programs as incentives to donate to LCIF.
- (e) Identify potential major gift donors, local foundations, corporations, and businesses with the potential to support LCIF and, and when appropriate, be involved in the gift-request process.
- (f) Assist with the submission of LCIF funds, MJF applications, and other donation information when necessary.
- (g) Encourage clubs to select a Lion to serve as the club LCIF coordinator (which may be the immediate past club president). Host an annual training for club LCIF coordinators. Communicate with each LCIF club coordinator quarterly.
- (h) In collaboration with the district governor and the LCIF multiple district coordinator, develop and execute a plan with agreed upon goals. Communicate monthly with the LCIF multiple district coordinator to discuss progress and challenges.

Section 9. **REGION CHAIRPERSON** (if the position is utilized during the district governor's term). The region chairperson subject to the supervision and direction of the district governor, shall be the chief administrative officer in his/her region. His/her specific responsibilities should be to:

- (a) Further the Purposes of this association.
- (b) Supervise the activities of the zone chairpersons in his/her region and such district committee chairpersons as may be assigned to him/her by the district governor.
- (c) In coordination with the District GMT Coordinator, play an active role in organizing new clubs and in strengthening weak clubs.
- (d) Visit a regular meeting of each club in his/her region at least once during his/her term of office, reporting his/her findings to the district governor and the GMT district coordinator, the GLT district coordinator and the GST district coordinator, as appropriate.
- (e) Visit a regular board of directors meeting of each club in his/her region at least once during his/her term of office, reporting his/her findings to the district governor and the GMT district coordinator, the GLT district coordinator and the GST district coordinator as appropriate.
- (f) Endeavor to have every club in his/her region operating under a duly adopted club constitution and bylaws.
- (g) Promote the Club Quality Initiative to the clubs within the region.
- (h) In coordination with the District GLT Coordinator, play an active role in supporting leadership initiatives by informing Lions with the zone about leadership development opportunities at the zone, district or multiple district.
- (i) In coordination with the GST district coordinator, play an active role in promoting global service initiatives by informing Lions within the zone about service opportunities in the region, district or multiple district.
- (j) Promote representation at international and district (sub- and multiple) conventions by at least the full quota of delegates to which clubs in his/her region are entitled.
- (k) Carry out such official visitations to club meetings and charter nights as shall be assigned to him/her by the district governor.

- (l) Perform such additional assignments as shall be given to him/her from time to time by the district governor.

In addition, the region chairperson shall perform such other functions and acts as may be required by the International Board of Directors through a region chairperson's manual and other directives.

Section 10. **ZONE CHAIRPERSON.** The zone chairperson, subject to the supervision and direction of the district governor and/or region chairperson, shall be the chief administrative officer in his/her zone. His/her specific responsibilities shall be to:

- (a) Further the Purposes of this association.
- (b) Serve as chairperson of the District Governor's Advisory Committee in his/her zone and as such chairperson to call regular meetings of said committee.
- (c) Endeavor to include the GMT district coordinator, the GLT district coordinator and the GST district coordinator as special guests to a District Governor's Advisory Committee meeting to discuss needs related to membership, leadership development and service and how these teams may assist the clubs within the zone.
- (d) Make a report of each District Governor's Advisory Committee meeting and send copies within five (5) days thereafter to Lions Clubs International and to the district governor. Copies should also be sent to the GMT district coordinator, the GLT district coordinator, the GST district coordinator and region chairperson when appropriate.
- (e) Promote the Club Quality Initiative to the clubs within the zone.
- (f) In coordination with the GMT district cCoordinator, play an active role in organizing new clubs and keep informed of the activities and well-being of all clubs in his/her zone.
- (g) In coordination with the GLT district coordinator, play an active role in supporting leadership initiatives by informing Lions within the zone about leadership development opportunities at the zone, district or multiple district.
- (h) In coordination with the GST district coordinator, play an active role in promoting global service initiatives by informing Lions within the zone about service opportunities in the zone, district or multiple district.
- (i) Represent each club in his/her zone in any problems with district, multiple district council chairperson or Lions Clubs International.
- (j) Supervise the progress of district, multiple district, and Lions Clubs International projects in his/her zone.
- (k) Endeavor to have every club within his/her zone operating under a duly adopted club constitution and by-laws.
- (l) Promote representation at international and district (sub- and multiple) conventions by at least the full quota of delegates to which clubs in his/her zone are entitled.
- (m) Visit a regular meeting of each club in his/her zone once or more during his/her term of office, reporting his/her findings to the region chairperson – particularly with respect to weaknesses he/she may have discovered (copy to district governor).
- (n) Perform such other functions and acts as may be required of him/her by directives of the International Board of Directors.

Section 11. **DISTRICT GOVERNOR'S CABINET.** The district governor's cabinet shall:

- (a) Assist the district governor in the performance of his/her duties and in the formulation of administrative plans and policies affecting the welfare of Lionism within the sub-district.
- (b) Receive, from the region chairpersons or other assigned district cabinet members, reports and recommendations which concern the clubs and zones.
- (c) Supervise the collection of all dues and taxes by the cabinet treasurer, designate a depository(s) for said funds and authorize the payment of all legitimate expenses pertaining to the administration of the affairs of the district.
- (d) Secure, set the amount of and approve the surety company issuing, the surety bond for the cabinet secretary-treasurer.
- (e) Secure, semi-annually or more frequently, sub-district financial reports from the cabinet secretary and cabinet treasurer (or secretary-treasurer).
- (f) Provide for an audit of the books and accounts of the cabinet secretary, cabinet treasurer, or cabinet secretary-treasurer and with the district governor's approval, set up definite schedule of dates, times and places of cabinet meetings to be held during the fiscal year.
- (g) Each will be entitled to one (1) vote on each matter submitted to the Cabinet. The District Cabinet shall have the general management and control of the business, property and funds of the District and shall devise and maintain a Policy Manual in which shall be recorded, from time to time, decisions of the Cabinet. The Cabinet shall at the time of the first Cabinet Meeting for the ensuing year, approve and adopt the District 410W Policy Manual, including all previous amendments.
- (h) Without derogating from its general powers, the District Cabinet shall in its sole discretion make decisions regarding District, Region and Zone Trophies Cups, Shields and other Awards.
- (i) Shall in consultation with the District Governor formulate administrative plans and policies affecting the welfare of Lionism within the District. It shall strive in an advisory and administrative capacity only. When deemed or found necessary it shall recommend to the Council of Governor's, changes pertaining to the amount of Multiple District per capita levy collected to defray the administrative expenses within the Multiple District

Section 12. **SERGEANT-AT-ARMS.** The Sergeant-at- Arms shall maintain order and decorum at the respective conventions and meetings and perform such other duties as are incident to his/her office under ROBERT'S RULES OF ORDER, NEWLY REVISED.

### Section 13. **DISTRICT PROJECTS**

All District Projects which have been formally adopted at a District Convention shall fall under the direct control of the District Cabinet which shall, however, have power to delegate supervision and control thereof to any properly constituted committee.

Full reports on the activities of all District projects shall be tabled at each annual District Convention. In addition, there shall be submitted at each District Convention an audited balance Sheet and Income and Expenditure Account for the previous twelve (12) months ended 30th June as well as a draft Balance Sheet and income and Expenditure Account for the first (9) months of the current fiscal year i.e. for the period ended 31st March. If the project is registered with the Director for Non-profit Organisations in terms of the Non-profit Organisations Act No. 71, 1997, the required Financial Statements shall

be in respect of the fiscal year ended 30th June prior to the holding of the Convention. Contributions by Clubs to District Projects shall be on a voluntary basis.

District Project Funds shall be invested or deposited only in such registered commercial or general banks as may be approved by the District Cabinet.

#### **Section 14. EXPENSES**

(a)The Cabinet Treasurer shall pay from the District Administration Fund the expenses of all officers and members of District Committees when such expenses are incurred in the discharge of duties for the District as approved by the District Cabinet provided that such expenses are authorised by the District Cabinet. He shall, however, not pay expenses, which are not provided for in the Rules of Audit as laid down by Lions Clubs International.

(b)All claims for expenses incurred, regardless of the Fund involved, are to be submitted to the Cabinet Treasurer well in advance, in order that the quarterly financial statements presented to Cabinet, will correctly reflect the expenditure incurred. Claims should be submitted no later than the end of the month, following the month the expense was incurred, to be eligible for reimbursement. Claims submitted late will not be accepted. All expenses incurred must be ratified at the first Cabinet meetings, following the incurring thereof, by the Cabinet Treasurer.

#### **Section 15. Body Corporate**

The District is a body corporate and has an identity and existence distinct from its members or office-bearers.

#### **Section 16. Changes in Membership**

The District shall continue to exist, notwithstanding changes in the composition of its membership or office-bearers

#### **Section 17. Rights to Property**

The members or office-bearers of the District have no rights in the property or other assets of the District solely by virtue of their being members or office-bearers

#### **Section 18. Liability of Members**

The members or office bearers do not become liable for any of the obligations and liabilities of the District solely by virtue of their status as members or office bearers of the District.

#### **Section 19. Liability to Others**

The members and office bearers are not personally liable for any loss suffered by any person as a result of an act or omission that occurs in good faith while the member or office bearer is performing functions for or on behalf of the District.

#### **Section 20. Distribution of Income/property**



The District's income and property are not distributable to its members or office bearers except as compensation for expenses incurred on behalf of the District.

## Section 21. **Responsibility**

The District is:

- (i) Required to have at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the District and no single person may directly or indirectly control the decision making powers relating to the District
- (ii) Prohibited from distributing any of its funds to any person (otherwise than in the course of undertaking any public benefit activity) and is required to utilise its funds solely for the object for which it has been established, or to invest such funds-
  - (aa) With a financial institution as defined in section 1 of the Financial Services Board Act, 1990 (Act No.97 of 1990);
  - (bb) In securities listed on a stock exchange as defined in section 1 of the Stock Exchanges Control Act, 1985 (Act No.1 of 1985); or
  - (cc) In such other prudent investments in financial instruments and assets as the Commissioner for Inland Revenue may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit Organisations:

Provided that the provisions of this subparagraph shall not prohibit the District from retaining any investment (other than any investment in the form of a business undertaking or trading activity or asset which is used in such business undertaking or trading activity) in the form that it was acquired by way of donation, bequest or inheritance;

- (iii) Required on dissolution to transfer its assets to-
  - (aa) Any similar public benefit organisation, which has been approved in terms of Section 30 of the Income Tax Act, No. 58 of 1962;
  - (bb) Any institution, board or body which is exempt from tax under the provisions of section 10(1) (cA)(i) of the aforesaid Act, which has as its sole or principal object the carrying on of any public benefit activity; or
  - (cc) Any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1) (a) or (b) of the said Act;
- (iv) Prohibited from carrying on any business undertaking or trading activity, otherwise than to the extent that-
  - (aa) The gross income derived from all such business undertakings or trading activities do not in total exceed the greater of-

1. 15 per cent of the gross receipts of the District; or
2. R25 000;

(bb)The undertaking or activity is-

(A) Integral and directly related to the sole object of the District; and

(B) Carried out or conducted on a basis substantially the whole of which is directed towards the recovery of cost and which would not result in unfair competition in relation to taxable entities; or

(cc) The undertaking or activity, if not integral and directly related to the sole object of the District as contemplated in item (bb), is of an occasional nature and undertaken substantially with assistance on a voluntary basis without compensation; or

(dd) The undertaking or activity is approved by the Minister of Finance by notice in the Gazette, having regard to-

(A) The scope and benevolent nature of the undertaking or activity;

(B) The direct connection and interrelationship of the undertaking or activity with the sole purpose of the District;

(C) The profitability of the undertaking or activity; and

(D) The level of the economic distortion that may be caused by the tax exempt status of the District carrying out the undertaking or activity;

(v) Prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms section 18A of the Income Tax Act: Provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1) (cA)(i) of the said Income Tax Act, which has its sole or principal object the carrying on of any public benefit activity) may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation;

(vi) Required to submit to the Commissioner for Inland Revenue a copy of any amendment to this constitution

## **ARTICLE IV**

### **District Committees**

Section 1. **DISTRICT GOVERNOR'S ADVISORY COMMITTEE.** In each zone, the zone chairperson and the presidents, first vice presidents and secretaries of the clubs in the zone shall compose a District Governor's Advisory Committee, with the zone chairperson as chairperson. At a date, time and place called by the zone chairperson, this committee shall hold a first meeting within ninety (90) days after the adjournment of the preceding international convention; a second

meeting in the month of November; a third meeting in the month of February or March; and a fourth meeting approximately thirty days prior to the multiple district convention. The club service chairpersons, club marketing communications chairpersons, and club membership chairpersons should attend when information is shared that relate to their position. It shall assist the zone chairpersons in an advisory capacity, procure recommendations affecting the welfare of Lionism and the clubs in the zone, and relay the same through the zone chairperson to the district governor and his/her cabinet.

**Section 2. DISTRICT GLOBAL ACTION TEAM.** Chaired by the district governor and includes the GMT district coordinator, GST district coordinator and GLT district coordinator. Develops and initiates a coordinated plan to help clubs expand humanitarian service, achieve membership growth, and develop future leaders. Meets regularly to discuss the progress of the plan and initiatives that may support the plan. Collaborates with members of the multiple district's Global Action Team to learn about initiatives and best practices. Shares activities, achievements and challenges with members of the multiple district Global Action Team. Attends the District Governor Advisory Committee meeting and other zone, region, district or multiple district meetings that feature service, membership or leadership initiatives to share ideas and gain knowledge that may be applied to club practices.

**Section 3. 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 sub-district. This committee shall meet when and as called upon by the district governor. It shall act under the direction of the district governor in the promotion of harmony throughout the district. The chairperson of this committee shall attend meetings of the cabinet when requested by the district governor.

**Section 4. DISTRICT CABINET COMMITTEES.** The district governor may establish and appoint such other committees and/or chairpersons as he/she deems necessary and appropriate for the efficient operations of the district. Such committee chairpersons shall be deemed non-voting members of the district cabinet. The District Governor may appoint such Committees as he deems necessary, shall designate the Chairperson of each Committee appointed by him, and shall have power to fill vacancies in any committee so appointed.

**Section 5 VACANCIES.**

Should any vacancy occur in the District Governor's Cabinet other than in the office(s) of District Governor, or first and second Vice District Governors, the District Governor shall have power to fill such vacancy for the unexpired term thereof, save as provided for in Article IV Section 6 (b).

## Section 6 – **DUTIES OF COMMITTEES**

### a) Resolutions Constitution & By-laws Committee

Its purposes shall be the examination of all original Resolutions that come to or are to come before the Convention. These Resolutions shall be considered by the Committee, which will issue a report on them. The said Committee shall have the following rights:-

- i) To originate and draft its own Resolutions for submission to the Convention.
- ii) It shall have the power to put Resolutions in proper form, eliminating duplication where similar Resolutions are offered and ensure that all Resolutions relating to a specific subject will be offered in a logical sequence.
- iii) It shall have the authority to make substantial alterations in the Resolutions but only with the sponsor's consent.
- iv) The Resolutions Committee shall be required to report all Resolutions referred to it.

### b) District Nominations & Elections Committee

This Committee shall supervise the election of candidates for International Office, District Governor and Vice District Governors (if applicable) should a ballot be necessary at Convention.

### c) Credentials Committee

This Committee shall prepare and certify' to the Convention the list of Officers, delegates and alternates that it has registered after finding them entitled to accreditation.

### d) Committee on Standing Rules

This committee shall draft rules of operating procedure for Convention.

### e) Programme Committee

This Committee shall concern itself with the necessary physical arrangements such as negotiating a suitable venues, securing hotel accommodation and related services. This Committee shall be appointed by the Convention Host Club(s).

## **ARTICLE V**

### **Meetings**

#### **Section 1. DISTRICT CABINET MEETINGS.**

- (a) Regular. A regular meeting of the cabinet shall be held in each quarter of the fiscal year, with the first of which should 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 cabinet secretary.

- (b) **Special.** 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 cabinet. No fewer than five (5) nor more than twenty (20) days written (including letters, electronic mail, facsimile transmission, or cable) notice of special meetings, setting forth the purposes and a date, time and place determined by the district governor, shall be given to each member by the cabinet secretary.
- (c) **Quorum.** The attendance of a majority of the officers of this district shall constitute a quorum for any cabinet meeting.
- (d) **Vote.** The voting privilege shall extend to all members of the district cabinet.

**Section 2. ALTERNATIVE MEETING FORMATS.** Regular and/or special meetings of the district cabinet may be held through the use of alternative meeting formats, such as teleconference and/or web conference as determined by the district governor.

**Section 3. BUSINESS TRANSACTED BY MAIL.** The district cabinet may transact business by mail (including letters, electronic mail, facsimile transmission, or cable), provided that no such action shall be effective until approved in writing by two-thirds (2/3) of the entire number of the members of the district cabinet. Such action may be initiated by the district governor or any three (3) officers of the district.

**Section 4. REGIONS AND ZONES.**

- (a) **Organizational.** Regions and zones shall be subject to change by the district governor, with the approval of the district cabinet and when it is in the best interests of the clubs, district and the association. The district should be divided into regions of sixteen (16) to ten (10) Lions clubs. Each region should be divided into zones of between eight (8) and four (4) Lions Clubs, giving due regard to the geographical locations of the clubs.
- (b) **Region Meetings.** Meetings of representatives of all clubs in a region, with the region chairperson (if the position is utilized during the district governor's term) or other district cabinet member as may be assigned by the district governor presiding, should be held during the fiscal year at times and places fixed by the region chairperson of the respective region.
- (c) **Zone Meetings.** Meetings of representatives of all the clubs in a zone, with the zone chairperson presiding, shall be held during the fiscal year at times and places fixed by the zone chairperson.
- (d) **Powers vested in the District Governor's Cabinet** The following powers shall be vested in the District Governor's Cabinet subject to a resolution passed at a District Convention by a two-thirds affirmative vote of the registered delegates present in person (of which due notice has been given in accordance with by-law 1, Section 1).
  - a) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the District may think necessary or

convenient with regards to any of its objects or acquisitions or which may seem calculated to facilitate realisation of any securities held by the District or to prevent or diminish any apprehended loss, or liability, or which may seem capable of being profitably dealt with by way of resale or otherwise, and in particular any land buildings, ground loans, reversions, policies of assurance, life interest, rights of action, book debts or any other assets;

b) To sell, let, lease, exchange, part with, transfer, deliver, charge, mortgage or otherwise howsoever dispose of or deal with the undertaking, of the moveable and immovable property and assets of any kind of the District or any part thereof;

c) To sell, lease, exchange, burden by servitude's or similar real or personal burdens or otherwise deal with any other property of the District for the time being, or any part thereof, or any interests therein.

(e) Club being disbanded

In the event of a Club being disbanded or ceasing to function as a Club under the jurisdiction of the International Association of Lions Clubs, the funds and other assets of the defunct Club shall be administered by the District Governor's Cabinet in the following manner

a) Service or activities funds and/or assets shall be disposed of at the discretion of the District Governor's Cabinet to other Lions Clubs within the Zone.

b) Administration funds and/or assets shall be used for any purpose, which the District Governors Cabinet in its sole discretion may determine.

c) The following powers shall be vested in the District Governor's Cabinet subject to a Resolution passed at a District Convention by two-thirds affirmative vote of the delegates present in person (of which due notice has been given in accordance with By-Laws 1, Section 1).

i) To purchase, take on lease or in exchange, hire, or otherwise acquire any real or any personal property and any rights or privileges deemed calculated to facilitate realisation of any securities held by the defunct Club or to prevent or diminish any apprehended loss or liability or which may seem capable of being dealt with by way of re-sale or otherwise and in particular any land, buildings, ground, loans, reversions, policies of assurance, life interest, rights of action, book debts or any other assets;

ii) To sell, let, lease, exchange, part with, transfer, deliver, charge mortgage or otherwise howsoever dispose of or deal with the undertaking of the moveable and

immovable property and assets of any kind of the defunct Club or any part thereof;

iii) To sell, lease, let, exchange, burden by servitude's or personal burdens or otherwise deal with any other property of the defunct Club for the time being, or any part thereof, or any interests therein.

(f)Dispute Resolution

The clubs in the district shall pursue all complaints, disputes or claims according to the terms and conditions of rules or procedure adopted, from time to time, by the International Board of Directors.

## **ARTICLE VI**

### **District Convention**

Section 1. **CONVENTION SITE SELECTION.** The district governor shall receive invitations in writing from places desiring to entertain the succeeding year(s) annual convention. All invitations shall set forth such information as the district governor shall from time to time require and shall be delivered to him/her no later than thirty (30) days prior to the convening date of the convention at which the convention site shall be voted upon by the delegates of said convention. Procedure to be followed in investigation of bids and in presentation of the same to conventions, as well as action to be taken by a convention in the event no bids are acceptable to or so received by the district governor shall be determined by the district governor.

Section 2. **OFFICIAL CALL.** The district governor shall issue an official call by printed or electronic means to all clubs for the annual district convention not less than sixty (60) days prior to the date fixed for holding the same, stating the place, day and hour thereof.

Section 3. **SITE CHANGE.** The district cabinet shall retain, and have, power to change at any time, for good reason, the convention site previously chosen and neither the district, officers of the district nor any member of the district cabinet, shall incur any liability thereby to any club or club member in the district. Notice of this site change shall be furnished in writing to each club in the district no less than thirty (30) days prior to the convening date of the annual convention.

Section 4. **OFFICERS.** The members of the district cabinet shall be the officers of the annual district convention.

Section 5. **SERGEANT-AT-ARMS.** A convention sergeant- at-arms and such assistant sergeant-at-arms as deemed necessary shall be appointed by the district governor.

Section 6. **OFFICIAL REPORT.** Within fifteen (15) days after the close of each single and sub-district convention, the cabinet secretary shall transmit one copy of the complete

proceedings to the international office. Upon written request from any club in the respective district a copy shall be furnished to said club.

**Section 7. CREDENTIALS COMMITTEE.** The Credentials Committee of the district convention shall be composed of the district governor, as chairperson, the cabinet secretary or the cabinet secretary-treasurer and two other non-officers of the district appointed by the district governor, each of whom shall be a member in good standing of a different Lions club in good standing in the district. The non-officers shall not, through the duration of the appointment, hold any district or international office either by election or appointment. The Credentials Committee shall have the powers and perform the duties set forth in ROBERT'S RULES OF ORDER, NEWLY REVISED.

**Section 8. ORDER OF CONVENTION BUSINESS.** 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 9. DISTRICT CONVENTION COMMITTEES.** The district governor shall appoint the chairperson of, and fill any vacancies occurring in the following district convention committees: Resolutions, Elections, Constitution and By-Laws, Rules of Procedure and International Convention. Each region, if any, shall have at least one representative on each such committee. These committees shall perform such duties as the district governor shall designate.

#### **Section 10. CONVENTION RESOLUTIONS**

##### a) Notice to Cabinet Secretary

The Cabinet Secretary shall in writing at least ninety (90) days before Convention call on all Lions Clubs in District 410W to submit resolutions, to be received by the Cabinet Secretary at least sixty (60) days prior to the Convention (as hereinafter provided for) for consideration at the forthcoming annual District Convention.

No resolution shall be moved at a District Convention unless due notice in writing thereof shall have been received by the Cabinet Secretary at least sixty (60) days prior to the annual District Convention provided that the District Convention may waive this section by a two thirds (2/3) majority of the registered delegates present and voting.

##### b) Entitled to propose Resolutions

Only the following shall be entitled to propose Resolutions in accordance with Section 1 hereof:

- i) The District Cabinet
- ii) All Lions Clubs
- iii) The Resolutions, Constitution, and By-Laws Committee in accordance with its duties as set out in By-Laws Article 4 Section 6(a).



c) Notice to all Clubs

The Cabinet Secretary shall give notice in writing to all Clubs in the District of any resolutions which he/she has received due notice of in accordance with Section 10 hereof at least thirty (30) days prior to the annual District Convention.

**ARTICLE VII**

**CONVENTION FUND**

Section 1. **CONVENTION FUND TAX.** In lieu of or in addition to a district convention registration fee, an annual district convention fund tax of (insert value in national currency \_\_\_\_\_) 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 reorganized clubs, in two (2) semiannual payments as follows: (insert value in national currency \_\_\_\_\_) per club member on September tenth of each year to cover the semi-annual period July 1 to December 31; and (insert value in national currency \_\_\_\_\_) per club member on March tenth of each year to cover the semi-annual period January 1 to June 30, with billings of said tax to be based upon the roster of each club as of the first days of September and March, respectively. Any club which is chartered or reorganized in a current fiscal year shall collect and pay said convention tax for said fiscal year on a pro-rata basis from the first day of the second month following the date of its organization, as the case may be.

This tax shall be collected from the clubs by, and be remitted to, the cabinet secretary or cabinet-treasurer (or secretary-treasurer), who shall deposit the monies so collected in a special account in a bank or other depository chosen by the district governor. The fund so collected shall be used exclusively for defraying expenses of district conventions and shall be expended only by district checks drawn and signed by the cabinet treasurer and countersigned by the district governor.

Section 2. **REMAINING FUNDS.** In any fiscal year, any balance remaining in the convention fund after payment of all convention administrative expenses in that year shall remain in said 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.

Section 3. **FEE COLLECTION.** 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. **CONVENTION FEE**

A Convention Fee, determined by the Host Clubs with the approval of the Cabinet, shall be levied upon all delegates attending each annual District Convention to defray the cost of:

- a) All administrative expenses of the Host Club(s) in connection with the said

Convention and shall include such expenses as printing and stationery, decorations, hire of halls, services of stenographers, registration and ballot cards, relay systems, badges, reporting of official proceedings, insurance and other miscellaneous expenditure incidental to the running of a Convention;

- b) Organised entertainment and official Convention banquets, but excluding the cost of accommodation and meals which shall be borne by the delegates themselves.

The said Convention Fee shall be collected by the Host Club(s) under the supervision of the District Cabinet at the Convention site and failure or refusal to pay same shall be grounds for non- certification of delegate status upon report of same to the Convention Credentials Committee.

#### **Section 5. DISTRICT CONVENTION FUND**

Any surplus arising from Convention Fees after defraying the costs referred to in Section 1 above shall be paid by the Host Club(s) into a District Convention Fund to be administered by the District Cabinet and to be used only for the purposes prescribed in Section 1 above. In the event of a deficit on a District Convention, the Host Club(s) may be reimbursed by the District Cabinet from funds available in the District Convention Fund.

#### **Section 6. AUDITED STATEMENT**

The Convention Host Club(s) shall present the District Cabinet with an audited statement of such Convention income and expenditure by no later than sixty (60) days after the close of the fiscal year. Such financial statement shall be presented at the next District Convention.

### **ARTICLE VIII**

#### **District Administration Fund**

Section 1. **DISTRICT REVENUE.** To provide revenue for approved district projects and to defray the administrative expenses of the district, an annual district administrative fund tax of (set out value in national currency \_\_\_\_\_) is hereby levied upon each member of each club in the district and shall be collected and paid in advance by each club in two (2) semi-annual payments as follows: (value in national currency \_\_\_\_\_) per club member on September tenth of each year to cover the semi-annual period July 1 to December 31; and (value in national currency \_\_\_\_\_) per club member on March tenth of each year, to cover the semi-annual period January 1 to June 30, with billings of the same to be based upon the roster of each club as of the first days of July and January, respectively. Said tax shall be paid to the cabinet secretary or cabinet treasurer (or secretary-treasurer) by each club in the district, except newly chartered and reorganized clubs, which shall collect and pay said tax on a pro-rata basis from the first day of the second month following the date of their organization or reorganization, as the case may be. Said tax shall be disbursed only for administrative expenses of the district and only upon approval by the district governor's cabinet. Disbursement therefrom shall be by checks drawn and signed by the cabinet treasurer and countersigned by the district governor.

Section 2. **REMAINING FUNDS.** In any fiscal year, any balance remaining in the district administrative fund after payment of all district administrative expenses in that year shall remain in said district administrative fund and become available for future district administrative expenses and be treated as income in any fiscal year in which expended or otherwise budgeted for payment of such expenses.

Section 3. **LEVY.** In order to provide revenue to defray the administrative expenses of the District, an annual per capita District Administration Fund tax shall be levied upon each member of each Club in the District. The amount of such tax shall be determined at each District Convention.

The tax shall be paid in advance by each Club in the District in two (2) equal semi-annual periods 1<sup>st</sup> July to 31<sup>st</sup> December and 1<sup>st</sup> January to 30<sup>th</sup> June of each fiscal year to cover the semi-annual period billings to be based upon the membership of each Club as at the 30<sup>th</sup> June and 31<sup>st</sup> December each fiscal year and payable by August and February for the respective periods. Said tax shall be collected from each Club by the Cabinet Treasurer.

In the case of a Life Member, a one-time fee of R30 may be paid to the District, in lieu of all future District dues.

Section 4. **FAMILY MEMBERSHIP.** The Lions Clubs International District 410W Family Membership Program shall coincide with the Lions Clubs International Family Membership Program dues structure in which the first family member (head of household) pays full District dues and up to four additional qualifying family members pay only half District dues.

Section 5. **SENIOR CITIZEN MEMBERSHIP DUES.** Lions of good standing with at least ten years of continuous service who are seventy years or older and whose monthly household income is less than R10,000 per month may apply for a fifty percent reduction in Lions Clubs International District 410W Administration Fund tax. The application form needs to be submitted by the respective Lions club to the district Finance Committee for consideration.

Section 6. **STUDENT MEMBERSHIP.** Lions Clubs International District 410W Student Membership Program shall coincide with the Lions Clubs International Student Membership Program dues structure in which the student members pay only half District dues.

Section 7. **DISBURSEMENTS.** Said per capita tax collected in each District shall become and remains a fund of the District and shall be disbursed only for administrative expenses of the District or such other expenditure as are approved by the District Governor's Cabinet. Payments out of said District Administration Fund shall be by cheques drawn and signed by the Cabinet Treasurer and countersigned by the District Governor and/or such officer(s) as may be approved by the District Cabinet.

District Funds shall be invested or deposited only in such registered commercial or general

banks as may be approved by the District Cabinet.

Section 8. **EXPENDITURE.** The District Governor and his Cabinet shall not incur expenditure in excess of monies available.

Section 9. **SIGNATORIES.** The Cabinet Treasurer (or the Cabinet Secretary/Treasurer) and/or such other officer(s) as may be approved by the District Cabinet in terms of Section 2 hereof to receive or deal with the funds of the District and an signatories on District banking, investments and savings accounts shall make bond in such amount and with such securities as shall be approved by the District Cabinet.

Section 10. **AUDIT.** The District Governor's Cabinet shall provide for an audit of the books and accounts of the District annually, or at more frequent intervals if necessary, by public accountants/auditors, whom qualify under the rules as laid down by the Department of Social Development and the Commissioner of the South African Revenue Services. The statement of the financial condition of the District shall be sent to each Club in the District at the close of the fiscal year.

There shall be submitted at each District Convention -

a) An audited Balance Sheet and Income and Expenditure Account for the previous twelve

(12) Months ended 30th June.

b) A draft Balance Sheet, Income, and Expenditure Account for the first nine (9) months of the current fiscal year, i.e. for the period ended 31st March.

Section 11. **BALANCE OF FUNDS.** Any balance of funds remaining in the District Administration Account at the end of the fiscal year ending 30th June shall be handed to the incoming District Governor's Cabinet.

## **ARTICLE IX**

### **Miscellaneous**

Section 1. **DISTRICT GOVERNOR EXPENSES – INTERNATIONAL CONVENTION.**

Expenses of the district governor in connection with his/her attending the international convention shall be considered a district administrative expense. Reimbursement for such expenses shall be made by the district on the same basis as outlined in the General Reimbursement Policy of Lions Clubs International.

Section 2. **FINANCIAL OBLIGATIONS.** The district governor and his/her cabinet shall not incur obligations in any fiscal year which will effect an unbalanced budget or deficit in said fiscal year.

Section 3. **CABINET SECRETARY-TREASURER BOND.** The cabinet secretary-treasurer and authorized signatories shall be bonded in such amount and with such surety company as shall be approved by the district governor's cabinet and the cost of same shall be an administrative expense.

Section 4. **AUDIT OR REVIEW OF BOOKS.** The district governor's cabinet shall provide for an annual or more frequent audit or review of the books and accounts of the cabinet secretary and cabinet treasurer (or secretary or treasurer).

Section 5. **COMPENSATION.** No officer shall receive any compensation for any service rendered to this district in his/her official capacity with the exception of the cabinet secretary cabinet treasurer (or secretary treasurer) whose compensation, if any, shall be fixed by the district cabinet.

Section 6. **PRECLUSION FROM OFFICE.** Any member of the Association, appointed or designated by the District Governor, or employed by the District, District 410W Cabinet or the Governing Board, who receives, at the time of the above, and subsequently, whether temporarily or permanently, any form of salary, remuneration or disbursements from the Association, Multiple District or District, shall be precluded from holding any office higher than that of Club President in District 410W.

Section 7. **PRECLUSION FROM REMUNERATION.** Any member of the Association, who holds any office higher than that of Club President, shall be precluded from employment, temporarily or permanently, in District 410W, for the purposes of receiving any form of salary, remuneration or disbursements, unless so specifically provided for in the District 410W Constitution and By-laws.

Section 8. **FISCAL YEAR.** The fiscal year of this district shall be from July 1<sup>st</sup> to June 30<sup>th</sup>.

Section 9. **RULES OF PROCEDURE.** 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 adopted for a meeting, all questions of order and procedure in any district meeting or convention, any meeting of the district cabinet, region, zone or member club or of any group or committee of any one of them shall be determined by ROBERT'S RULES OF ORDER, NEWLY REVISED.

## **ARTICLE X**

### **Amendments**

Section 1. **AMENDING PROCEDURE.** These By-Laws can be amended only at a District Convention by resolution reported by the Committee on Constitution and By-Laws at such

Convention and adopted by a two-thirds vote of the registered delegates present in person and shall not contain any provisions which are not consistent with the Constitution and By-Laws of Multiple District 410 as amended from time to time.

Section 2. **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 and By-Laws shall automatically be updated in this district constitution and by-laws at the close of the convention.

Section 3. **NOTICE.** No amendment shall be so reported or voted upon unless the same shall have been furnished in writing to each club no less than thirty (30) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention.

Section 4. **EFFECTIVE DATE.** Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

## **ARTICLE XI**

### **The District 410W Project and Contingency Fund**

#### **1 DEFINITIONS:**

The terms specified hereunder shall have the meaning set forth beside them if no other meaning is indicated by the provision itself or the context.

"District" means District 410W of Lions Clubs International.

"District Cabinet" means the District 410W Cabinet as defined in the District 410W Constitution. "District Governor" "Cabinet Secretary" "District Treasurer" is the persons defined as such in the District 410W Constitution.

"District Convention" means the annual convention of District 410W as defined in the District 410W Constitution.

- 2 The name of the Fund shall be "District 410W Projects and Contingency Fund" hereinafter referred to as "the FUND" and shall be sponsored by Lions Clubs International District 410W.
- 3 The aims and objects of the Fund shall be to finance all welfare projects and all programmes adopted by Lions Clubs International District 410W including Leo Development and Youth Exchange, as well as the promotion and teaching of techniques in pulmonary resuscitation.
- 4 In addition to the above, the Fund may provide gratuitous relief to persons affected by any disaster, emergency, projects or programmes in the geographical areas that

comprise Lions Clubs International District 410W and shall have the right to make donations for use outside District 410W and to work in close co-operation and reciprocally with other Funds in whatever country or region they may be established provided that they have similar objects.

Whenever these funds are approved, other than disaster or emergency, the assistance provided must clearly add a real or promotional advantage for the majority of the members. Notification of the Governing Boards approval must be sent to all the members via mail (including letters, electronic mail, facsimile transmission, or cable), provided that no such sanction shall be effective until approved in writing by two-thirds (2/3) of the entire membership of District 410W.

Full reports of these projects or programme funds so approved shall be tabled at each annual District Convention by the relevant District Chairperson, or District Officer, and the expense thereof must be ratified by the District 410W Convention.

- 5 The Fund shall on commencing operations take over and acquire the balance of all project funds standing to the credit of District 410W.
- 6
  - a) The control of the Fund shall be in the hands of a Governing Board consisting of the District 410W Cabinet.
  - b) The said Governing Board shall meet quarterly coinciding with the District 410W Cabinet meetings.
  - c) The said Governing Board may appoint Sub-Committees in various centres for the purpose of promoting the aims and objects of the Fund as set out in paragraphs 3 and 4 hereof.
  - d) A quorum for any meeting of the Governing Board shall be not less than fifty-one (51) per cent of its membership.
- 7 The said Governing Board shall have the following powers in addition to the aims and objects in Paragraphs 3 and 4 hereof:
  - i) To open and operate a banking account or accounts in the name of the Fund and to draw, accept endorse make and execute Bills of Exchange, Provision Notes and other negotiable instruments connected with the operation of the Fund. Such bill of exchange cheques and other negotiable instruments shall be signed by the District Governor (or his Nominee) and the District Treasurer.
  - ii) To appoint suspend or discharge any employees as may be necessary; and to fund their remuneration and conditions of employment.
  - iii) To buy such equipment as may be necessary; for the purpose of the Fund
  - iv) To make and good receipts, releases and other discharges for monies payable to the Fund
  - v) To appoint Sub-Committees as set out in Paragraph 6 (c) hereof
  - vi) To invest and deposit the monies of the Fund in registered commercial or general banks.

- vii) To insure with any company or person against damage and risks of all kinds which may affect the Fund?
  - viii) To make and accept donations and the area in which contributions will be collected and in which services will be rendered shall be in the area of jurisdiction of District 410W in the Republic of South Africa and elsewhere
  - ix) To appoint Auditors
  - x) To approve special appeals made by District Chairpersons and other District Officers through the Fund to clubs in District 410W for projects and programmes which are in conformity with the aims and objects set out in Paragraphs 3 and 4 hereof.
  - xi) To raise funds through the sale of Christmas cakes and any other fundraising project which it may approve
  - xii) Subject to a Resolution passed at a District 410W Convention by a two-thirds affirmative vote of the registered delegates present in person, of which due notice has been given in accordance with By-Laws 1. Section (1)
    - (1) For purchase take on lease or in exchange hire or otherwise acquire any real or any personal property and any rights or privileges which the Fund may think necessary or convenient with regard to any of its objects or acquisitions of which noted seem calculated to facilitate realisation of any securities held by the Fund or to prevent or diminish any apprehended loss, or liability, or which may seem capable of being profitably dealt with by way of resale of otherwise, and in particular any land buildings ground loans, reversions, policies or assurance, life interest, rights of action, book debts or any other assets.
    - (2) To sell, let, lease, exchange, part with, transfer, deliver, charge, and mortgage or otherwise howsoever dispose of or deal with the under-taking of the movable and immovable property and assets of any kind of the Fund or any part thereof.
    - (3) To sell, lease, let exchange, burden by servitude's or similar real or personal burdens or otherwise deal with any other property of the Fund for the time being, or any part thereof, or any, interests therein.
- 8 a) The Sub-Committees referred 10 in Paragraph 6 (c) will at all times be under the supervision of the Governing Board.
- b) The Sub-Committees shall hold such meetings as may be necessary and shall send reports of these meetings forthwith to the Governing Board.
- 9 This Constitution can be amended only at a District 410W Convention by resolution



reported by the Committee on Constitution and By-Laws at such Convention and adopted by a two-thirds affirmative vote of the registered delegates present in person.

10 The income and property of the Fund when so ever derived shall be applied solely towards the promotion of the objects of the Fund and no portion thereof shall be paid or transferred direct or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Fund provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Fund or to any member in return for services rendered to the Fund.

11 The Fund may be dissolved or merged with another organisation as authorised in terms of the Non-profit Organisations Act No. 71, 1997, or similarly administered in Namibia, to collect contributions, with similar purposes and objects in each case only:

i) On a resolution passed by a two-thirds majority of the registered delegates present in person at any Annual District Convention of Lions Clubs International District 410W

OR

ii) On application to a Court of Law having jurisdiction over the Head Office of the Fund by any member of the Fund on the grounds that the Fund has become dormant or is unable to fulfil its purposes and objects.

On merger the assets of the Fund shall accrue to the organisation with which the merger is affected.

On dissolution, the assets of the Fund shall be realised by a Liquidator appointed by the District Convention or the Court having jurisdiction as aforesaid, as the case may be and the proceeds shall be paid or transferred to the District 410W Cabinet which shall utilise the same in its own discretion.

## EXHIBIT A

### SAMPLE RULES OF PROCEDURE

*These Sample Rules of Procedure are guidelines and may be amended by the district cabinet and adopted by the delegates of the convention.*<sup>1</sup>

#### DISTRICT \_\_\_\_\_ CONVENTION

**Rule 1.** The district governor shall arrange the order of business for the district convention. Except for registration and certification hours, which may not be changed, deviation from the announced order of business shall be made only by consent of three-fourths (3/4) of the certified delegates assembled at any session at which a quorum is present. A majority of those certified delegates present in person at any session shall constitute a quorum.

**Rule 2.**

Except as otherwise provided in the Lions Clubs International Constitution and By-Laws, the District \_\_\_\_\_ Constitution and By-Laws, national custom and practice or these rules, Robert's Rules of Order, Newly Revised shall govern all questions of order and procedure.

**Rule 3.**

- (a) The credentials committee shall be composed of the district governor, as chairperson, the cabinet secretary/treasurer and two other non-officers of the district appointed by the district governor; provided, however, the district governor may designate any other committee member as chairperson. The credentials committee's primary responsibility shall be to verify club delegate credentials. In carrying out this responsibility, the credentials committee shall have the powers and shall perform the duties as established by national custom and practice or as set forth in Robert's Rules of Order, Newly Revised.
- (b) The registration and certification of delegates shall occur on the day(s) of \_\_\_\_\_ between the hours of \_\_\_\_\_ and \_\_\_\_\_.
- (c) The number of certified delegates shall be announced to the convention upon close of certification and prior to the commencing of voting.

**Rule 4.**

- (a) 60 days prior to the convening of the convention, the district governor, unless otherwise provided, shall appoint, and designate the chairperson of, a nominations committee consisting of not less than three (3) and no more than five (5) members. It shall be the committee's responsibility to review the qualifications of each nominated candidate within thirty (30) days prior to the election and rule on the eligibility of the same.

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<sup>15</sup> These are the minimum requirements. The district may add additional rules so long as they are not in conflict with mandatory rules.

- (b) Candidate may withdraw from the contest at any time prior to the issuance of the final report of the nominations committee.

**Rule 5.** Replacement of delegates and alternate delegates.

- (a) To replace a delegate and/or alternate delegate already certified, the replacement must provide a certificate signed by two officers of the club, certifying that the replacement is eligible as an alternate delegate.
- (b) On the day of voting, a duly certified alternate delegate shall be allowed to obtain a ballot and vote in lieu of a duly certified delegate from the same Lions club by presenting his/her copy of his/her alternate credential certificate together with the copy of the certified delegate's credential certificate to the voting personnel at which time the voting personnel will make the necessary notation on the credential records marking that a substitution has been made on the respective club's delegate entitlement. Alternate delegates who were not certified cannot replace a certified or uncertified delegate.

**Rule 6.**

Nominations for the offices of district governor, first and second vice district governor and such other offices to be filled by the convention shall be limited to nominating/ seconding speeches not to exceed \_\_\_\_\_ minute(s) for each nominee.

**Rule 7.**

- (a) Prior to the convention, the district governor shall appoint, and designate the chairperson of an elections committee consisting of three (3) members. Each duly nominated candidate shall also be entitled to designate one (1) observer through his/her club. The observers may oversee election procedures only, but may not participate directly in the committee's decision making.
- (b) The elections committee shall be responsible for preparation of elections materials, vote tabulation, and resolving questions concerning the validity of individual ballots. The committee's decision shall be final and binding.
- (c) The elections committee shall prepare a comprehensive report of the election results containing the following components: date, time and place of election; specific voting results by candidate; signature of each committee member and observer. The district governor, council chairperson and all candidates shall be provided a copy of the committee's report.

**Rule 8.** Voting.

- (a) Voting will take place at a predetermined location and time.
- (b) To secure a ballot card, the delegate shall present his/her credential certificate to voting personnel for verification. Once verified, the delegate shall be issued a ballot.
- (c) The voter shall indicate his/her vote by placing a mark in the appropriate location by the name of the candidate of his/her choice. The mark must be placed in the proper location to constitute a valid vote. Any ballot containing votes for more than the specified number of offices to be filled in any section shall be declared invalid to that particular section.

- (d) A majority vote shall be necessary to elect the district governor, first vice district governor and second vice district governor. A majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions. If a majority vote is not received in the election of district governor, first vice district governor and second vice district governor, a vacancy shall occur and Article IX, Section 6(d) of the International By-Laws shall apply.
- (e) A majority vote shall be necessary to elect all other candidates. In the event any one candidate shall fail to receive the required number of votes to be elected, additional balloting shall take place as outlined in this section until such time as one candidate secures a majority vote.

## **EXHIBIT B**

### **RULES OF PROCEDURE**

#### **SPECIAL MEETING TO RECOMMEND**

#### **A LION FOR APPOINTMENT AS DISTRICT GOVERNOR**

**Rule 1.** In the event a vacancy arises in the office of district governor, it shall be the duty of the immediate past district governor, or if not available, the most recent past district governor who is available, upon notification from the international office, to convene a meeting of the immediate past district governor, first and second vice district governors, the region chairpersons, zone chairpersons and the secretary and treasurer or secretary-treasurer and all past international presidents, past international directors and past district governors **who are members in good standing of a chartered Lions club in good standing within the district** for the purpose of recommending a Lion for appointment by the International Board of Directors.

**Rule 2.** Written invitations to this meeting shall be sent as soon as possible so that the meeting is held within the required **fifteen (15)** days of receipt of notification. The immediate past district governor, as the meeting's chairperson, shall have the authority to select the meeting site, date and time. However, he/she shall use his/her best efforts to select a centrally located meeting venue, and schedule the meeting at a convenient date and time within the required fifteen (15) days.

**Rule 3.** The chairperson shall maintain a **written** attendance roster.

**Rule 4.** Each Lion who is entitled to attend the meeting may make one nomination of his/her choice from the floor.

**Rule 5.** Each such nominee shall be entitled to one seconding speech, only, in his/her behalf of not more than three (3) minutes in duration, and may speak personally for five (5) additional minutes. When each nominee has had an opportunity to present his/her remarks, the chairperson shall declare the nominations closed. No additional nominations shall be accepted after the close of nominations.

**Rule 6.** Voting.

- (a) Voting will occur immediately after the close of nominations.
- (b) Voting will be by written ballot.
- (c) The member shall indicate his/her vote by writing the name of his/her choice on the ballot. Any ballot containing votes for more than one nominee shall be declared invalid.
- (d) A majority vote shall be necessary to recommend a member for appointment as district governor. In the event any one candidate shall fail to receive the required number of votes to be selected, additional balloting shall take place as outlined in this Rule 6 until such time as one candidate secures a simple majority vote.

**Rule 7.** At the conclusion of the meeting, but in no event more than seven (7) days after the conclusion of the meeting, the chairperson will forward a written report of the voting results to the international office together with evidence of invitations sent and attendance at the meeting.

**Rule 8.** The International Board of Directors, pursuant to Article IX, Sections 6(a) and (d) of the International By-Laws shall consider, but is not bound by, any recommendation resolved at the special meeting. The International Board of Directors reserves the right to appoint the recommended or any club member as district governor for the (remainder of the) term.

## **EXHIBIT C**

### **RULES OF PROCEDURE SPECIAL MEETING TO RECOMMEND A LION FOR APPOINTMENT AS FIRST OR SECOND VICE DISTRICT GOVERNOR**

**Rule 1.** In the event a vacancy arises in the office of first or second vice district governor, the district governor shall convene a meeting of the members of the existing cabinet as provided for in the International Constitution and By-Laws and all past international officers who are members in good standing of a chartered Lions club in good standing in the district. It shall be the duty of the attendees at this meeting to appoint a qualified club member as first or second vice district governor for the remainder of the term.

**Rule 2.** In filling said vacancy, it shall be the duty of the district governor, or if not available, the most recently serving past district governor who is available, to send out written invitations to attend said meeting and it shall also be his/her responsibility to preside as chairperson of the meeting. The district governor, as the meeting's chairperson, shall have the authority to select the meeting site, date and time. However, he/she shall use his/her best efforts to select a centrally located meeting venue, and schedule the meeting at a convenient date and time.

**Rule 3.** The district governor shall maintain a written attendance roster.

**Rule 4.** Each Lion who is entitled to attend the meeting may make one nomination of his/her choice from the floor.

**Rule 5.** Each such nominee shall be entitled to one seconding speech, only, in his/her behalf of not more than three (3) minutes in duration, and may speak personally for five (5) additional minutes. When each nominee has had an opportunity to present his/her remarks, the chairperson shall declare the nominations closed. No additional nominations shall be accepted after the close of nominations.

**Rule 6.** Voting.

- (a) Voting will occur immediately after the close of nominations.
- (b) Voting will be by written ballot.
- (c) The member shall indicate his/her vote by writing the name of his/her choice on the ballot. Any ballot containing votes for more than one nominee shall be declared invalid.
- (d) A majority vote shall be necessary to recommend a member for appointment as district governor. In the event any one candidate shall fail to receive the required number of votes to be selected, additional balloting shall take place as outlined in this Rule 6 until such time as one candidate secures a simple majority vote.

**Rule 7.** At the conclusion of the meeting, but in no event more than seven (7) days after the conclusion of the meeting, the chairperson will forward a written report of the voting results to the international office together with evidence of invitations sent and attendance at the meeting.



**EXHIBIT D**

**Nominating Committee Checklist  
District Governor Candidate**

This checklist must be completed for each candidate and submitted to the Elections Committee.

Name of Candidate: \_\_\_\_\_

Name of Candidate's Lions Club: \_\_\_\_\_

Date of Nominating Committee Meeting: \_\_\_\_\_

Date of Election: \_\_\_\_\_

**Candidate has submitted sufficient evidence showing that he/she has met the following Requirements:**

- Candidate is an active member in good standing of a chartered Lions Club in Good Standing\* in his/her single or sub-district.
- Candidate endorsed by his/her Lions Club or a majority of the Lions Clubs in the District.
- Candidate is currently serving **or has served** as the first vice district governor within this district.

In the event the current first vice district governor does not stand for election as district governor, or if a vacancy in the position of first vice district governor exists at the time of the district convention, the candidate fulfills the following qualifications:

- Club President: Year Served \_\_\_\_\_
- Club Board of Directors Two (2) Years Served \_\_\_\_\_
- District Cabinet (check one)
  - Zone or Region Chairperson Year Served \_\_\_\_\_
  - Cabinet Secretary and/or Treasurer) Year Served \_\_\_\_\_
- One (1) additional year as a member of district cabinet  
Position held: \_\_\_\_\_ Year Served \_\_\_\_\_
- With none of the above being accomplished concurrently.

*\*Please note that if the club has any outstanding dues, the candidate should be notified and provided up until fifteen (15) days prior to the close of credential certification to ensure that his/her club pay outstanding dues.*

I have reviewed this checklist and certify that the candidate listed above has met the requirements for District Governor in accordance with the International By-Laws, Article IX, Section 4.

\_\_\_\_\_  
Nominating Committee Chairperson

\_\_\_\_\_  
Date

\_\_\_\_\_  
Nominating Committee Member

\_\_\_\_\_  
Date

**EXHIBIT E**

**Nominating Committee Checklist**  
**First Vice District Governor Candidate**

This checklist must be completed for each candidate and submitted to the Elections Committee.

Name of Candidate: \_\_\_\_\_

Name of Candidate's Lions Club: \_\_\_\_\_

Date of Nominating Committee Meeting: \_\_\_\_\_

Date of Election: \_\_\_\_\_

**Candidate has submitted sufficient evidence showing that he/she has met the following Requirements:**

- Candidate is an Active Member in good standing of a chartered Lions Club in Good Standing\* in his/her single or sub-district.
- Candidate endorsed by his/her Lions Club or a majority of the Lions Clubs in the District.
- Candidate is currently serving **or has served** as the second vice district governor within this district,

In the event the current second vice district governor does not stand for election as first vice district governor, or if a vacancy in the position of second vice district governor exists at the time of the district convention, the candidate fulfills the qualifications for the office of second vice district governor:

- Club President: Year Served \_\_\_\_\_
- Club Board of Directors Two (2) Years Served \_\_\_\_\_
- District Cabinet (check one)
  - Zone or Region Chairperson Year Served \_\_\_\_\_
  - Cabinet Secretary and/or Treasurer) Year Served \_\_\_\_\_
- With none of the above being accomplished concurrently.

*\*Please note that if the club has any outstanding dues, the candidate should be notified and provided up until fifteen (15) days prior to the close of credential certification to ensure that his/her club pay outstanding dues.*

I have reviewed this checklist and certify that the candidate listed above has met the requirements for First Vice District Governor in accordance with the International By-Laws, Article IX, Section 6(b).

\_\_\_\_\_  
Nominating Committee Chairperson

\_\_\_\_\_  
Date

\_\_\_\_\_  
Nominating Committee Member

\_\_\_\_\_  
Date

**EXHIBIT F**

**Nominating Committee Checklist**  
**Second Vice District Governor Candidate**

This checklist must be completed for each candidate and submitted to the Elections Committee.

Name of Candidate: \_\_\_\_\_

Name of Candidate's Lions Club: \_\_\_\_\_

Date of Nominating Committee Meeting: \_\_\_\_\_

Date of Election: \_\_\_\_\_

**Candidate has submitted sufficient evidence showing that he/she has met the following Requirements:**

- Candidate is an Active Member in good standing of a chartered Lions Club in Good Standing\* in his/her single or sub-district.
- Candidate endorsed by his/her Lions Club or a majority of the Lions Clubs in the District.
- Club President: Year Served \_\_\_\_\_
- Club Board of Directors Two (2) Years Served \_\_\_\_\_
- District Cabinet (check one)
  - Zone or Region Chairperson Year Served \_\_\_\_\_
  - Cabinet Secretary and/or Treasurer Year Served \_\_\_\_\_
- With none of the above being accomplished concurrently.

*\*Please note that if the club has any outstanding dues, the candidate should be notified and provided up until fifteen (15) days prior to the close of credential certification to ensure that his/her club pay outstanding dues.*

I have reviewed this checklist and certify that the candidate listed above has met the requirements for Second Vice District Governor in accordance with the International By-Laws, Article IX, Section 6(c).

\_\_\_\_\_  
Nominating Committee Chairperson

\_\_\_\_\_  
Date

\_\_\_\_\_  
Nominating Committee Member

\_\_\_\_\_  
Date

## EXHIBIT G

### Standard Ballot District Governor, First Vice District Governor & Second Vice District Governor Elections

#### Sample 1: Ballot where there are two candidates.

Instructions: Clearly indicate your vote by placing an appropriate symbol<sup>2</sup> in the box next to the name of the candidate you are casting your vote for.

Position	Name	Vote
First Vice District Governor		
	Candidate A	
	Candidate B	

#### Sample 2: Ballot where there is only one candidate.

Instructions: Clearly indicate your vote by placing an appropriate symbol<sup>3</sup> in the box indicating a yes or a no vote for the candidate.

Position	Name	Yes	No
District Governor			
	Candidate A		

#### Sample #3: Ballot where there are three or more candidates:

(Note: there are a few different options when there is more than one candidate. If time permits, you may have the voter indicate their selection next to the candidate they wish to vote for. If no candidate receives a majority of the votes, then the candidate with the lowest amount of votes is dropped off the ballot and another vote is taken (The ballot would look like Sample #1 above). This process would continue until a

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<sup>16</sup> Please note that the district should indicate the appropriate symbol to use or approved stamp provided to all voters.

<sup>17</sup> Please note that the district should indicate the appropriate symbol to use or approved stamp provided to all voters. In addition, a candidate must receive a majority of affirmative votes to move forward. If there is a tie between a yes and no vote, the candidate would not have received the required number of votes to be elected and it would result in an vacancy.

candidate receives the required number of votes. As most districts do not have the time to conduct such a lengthy process, the option of Preferential Voting allows the voter to complete one ballot. Following is an example of a Preferential Voting Ballot):

Instructions. Indicate your preference by clearly marking next to each candidate’s name a number (1, 2, 3 or 4) indicating your preference in the order in which you would elect the candidate (i.e., 1, representing highest preference, 2 – next preference, etc).

Position	Name	Preference/ Rank
Second Vice District Governor		
	Candidate A	4
	Candidate B	2
	Candidate C	1
	Candidate D	3

**Rules for Preferential Voting:**

1. On the preferential ballot - for each office to be filled the voter is asked to indicate the order in which he prefers all the candidates, placing the numeral 1 beside his first preference, the numeral 2 beside his second preference, and so on for every possible choice.
  
2. In counting the votes for a given office, the ballots are arranged in piles according to the indicated first preferences – one pile for each candidate.
  
3. The number of ballots in each pile is then recorded for the tellers’ report. These piles remain identified with the names of the same candidates throughout the counting procedure until all but one are eliminated as described below.
  
4. If more than half of the ballots show one candidate indicated as first choice, that choice has a majority in the ordinary sense and the candidate is elected. But if there is no such majority, candidates are eliminated one by one, beginning with the least popular, until one prevails, as follows:
  - a. The ballots in the thinnest pile – that is, those containing the name designated as first choice by the fewest number of voters – are redistributed into the other piles according to the names marked as second choice on these ballots.
  
  - b. The number of ballots in each remaining pile after this distribution is again recorded.

- c. If more than half of the ballots are now in one pile, that candidate is elected. If not, the next least popular candidate is similarly eliminated, by taking the thinnest remaining pile and redistributing its ballots according to their second choices into the other piles, except that, if the name eliminated in the last distribution is indicated as second choice on a ballot, that ballot is placed accordingly to its third choice.
    - d. Again the number of ballots in each existing pile is recorded, and if necessary, the process is repeated – by redistributing each time the ballots in the thinnest remaining pile, according to the marked second choice or most-preferred choice among those not yet eliminated – until one pile contains more than half of the ballots, the result being thereby determined.
    - e. The tellers' report consists of a table listing all candidates, with the number of ballots that were in each pile after each successive distribution.
5. If a ballot having one or more names not marked with any numeral comes up for placement at any stage of the counting and all of its marked names have been eliminated, it should not be placed in any pile, but should be set aside.
6. If at any point two or more candidates are tied for the least popular position, the ballots in their piles are redistributed in a single step, all of the tied names being treated as eliminated.
7. In the event of a tie in the winning position – which would imply that the elimination process is continued until the ballots are reduced to two or more equal piles – the election should be resolved in favor of the candidate that was strongest in terms of first choice (by referring to the record of the first distribution).

# *Lions Clubs International*

## *CODE OF ETHICS*

*TO SHOW my faith in the worthiness of my vocation by industrious application to the end that I may merit a reputation for quality of service.*

*TO SEEK success and to demand all fair remuneration or profit as my just due, but to accept no profit or success at the price of my own self-respect lost because of unfair advantage taken or because of questionable action on my part.*

*TO REMEMBER that in building up my own business it is not necessary to tear down another's; to be loyal to my clients or customers and true to myself.*

*WHENEVER a doubt arises as to the right or ethics of my position or action towards others, to resolve such doubt against myself.*

*TO HOLD friendship as an end and not a means. To hold that true friendship exists not on account of the service performed by one to another, but that true friendship demands nothing but accepts service in the spirit in which it is given.*

*ALWAYS to bear in mind my obligations as a citizen to my nation, my state and my community, and to give them my unswerving loyalty in word, act and deed. To give them freely of my time, labor, and means.*

*TO AID others by giving my sympathy to those in distress, my aid to the weak, and my substance to the needy.*

*TO BE CAREFUL with my criticism and liberal with my praise; to build up and not destroy.*