



CONSTITUTION

LIONS BEFRIENDERS SERVICE ASSOCIATION (SINGAPORE)

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CONSTITUTION OF THE LIONS BEFRIENDERS SERVICE ASSOCIATION (SINGAPORE)

NAME

1. This Association shall be known as the "LIONS BEFRIENDERS SERVICE ASSOCIATION (SINGAPORE)" (hereinafter to be known as "LIONS BEFRIENDERS")

PLACE OF BUSINESS

2. Its place of business shall be at "BLOCK 130, BUKIT MERAH VIEW, #01-358, SINGAPORE 150130" or such other address as may subsequently be decided upon by the Management Committee and approved by the Registrar of Societies. The Lions Befrienders shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

OBJECTS

3. Its objects are:
 - (a) To reach out to lonely seniors through visitation by volunteers and organised social/recreational activities.
 - (b) To do the following which are incidental to the above:-
 - (i) To recruit and train volunteers for the purpose of befriending lonely seniors.
 - (ii) To provide any other related support programmes including raising funds for the benefit of the seniors as may be deemed necessary.

MEMBERSHIP

4. Membership shall consist of Ordinary and Associate Members.
 - (a) Ordinary members shall be all duly chartered Lions Clubs of Singapore in good standing, operating and registered under the Societies Act of (Cap 311) Singapore. Each chartered club shall be represented by its authorised delegates at the Annual General Meeting of the Lions Befrienders by one (1) voting delegate and one (1) alternate for each ten (10) members, or major fraction thereof, of said club as shown by the latest available records of the District 308-A1. The major fraction referred to in this section shall be five or more members.
 - (b) Associate Members shall be by invitation and is open to residents in Singapore above the age of twenty-one (21), who are actively engaged in or have been involved in befriending activities with the seniors.
5. An Honorary Member is any person who has rendered outstanding contribution or service to the care and welfare of the poor or needy. Honorary Membership may be conferred by the Management Committee for a period of 2 years at a time. Honorary Members have no voting rights and cannot hold office.
6.
 - (a) Only duly authorised delegates of Ordinary Members shall have the right to vote.
 - (b) No Lions Club shall have more than one elected member in the Management Committee.
 - (c) All past Chairmen shall each be accorded one vote in addition to the voting entitlement of the respective clubs to which they belong. However, no one person can exercise more than one vote.
7. The Management Committee shall invite the following to be members of the Lions Befrienders on the Management Committee as Ex-Officio Voting Member :

The incumbent Lions District Governor and the Vice District Governor of the District consisting the Lions Clubs in Singapore.

8. Membership shall continue until is terminated in one or other of the ways herein under mentioned :

Associate Member

- (a) Termination due to Resignation

An Associate member may resign at any time by giving fourteen days' notice in writing to the Honorary Secretary to resign his/her membership but shall continue to be liable for any subscription or other debts due and unpaid at the date of his/her resignation.

- (b) Termination due to Violation

If any Associate member violates the Constitution and Rules of the Lions Befrienders, or if his/her conduct shall in the opinion of the committee be injurious to the character or interest of the Lions Befrienders, the Management Committee shall after the inquiry and notice be given, be empowered to terminate the membership. A member so terminated may, within one month from date of receipt of notice of his membership termination, appeal to the General Meeting of members against the decision of the Management Committee. The decision of the General Meeting of members shall be final.

- (c) Termination due to Death or Bankruptcy

A deceased person's membership shall be terminated automatically.

The membership of a member who has been declared a bankrupt by the Courts shall terminate automatically unless application for re-instatement is submitted by the member giving such reasons as are satisfactory to the Management Committee.

Ordinary Member

- (a) Termination due to Lions Club no longer in good standing. The effective date of termination shall be the first day of the month following the month during which the Lions Club is placed on "Status Quo" by the Lions Clubs International.

- (b) Termination due to Lions Club being dissolved. The date of dissolution shall be the date of termination.

9. A person who accepts an invitation to become a member of the Lions Befrienders shall be thereby deemed to have agreed to bound by the Rules of the Lions Befrienders in force from time to time.
10. The Management Committee may at any time restore to the Register of Members the name of any member whose name was struck out provided that no member shall be restored to the Register of Members until all his liabilities to the Lions Befrienders have been discharged.
11. Any additional fund required for special purposes may only be raised from members with the consent of the General Meeting of the members.

SUPREME AUTHORITY AND GENERAL MEETING

12. The Supreme authority of the Lions Befrienders is vested in a General Meeting of the members presided over by the Chairman.
13. At least one quarter of the total voting delegates of the Lions Befrienders or thirty (30) voting delegates present at a General Meeting whichever is less, shall form a quorum.
14. An Annual General Meeting shall be held in September each year.
15. At other times, an Extraordinary General Meeting must be called by the Chairman on the request in writing of 25 members or 15% whichever is more and may be called at any time by order of the Management Committee. The notice in writing shall be given to the Honorary Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two months from receiving this request to convene the Extraordinary General Meeting. If the Management Committee does not within

two months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving 14 days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Lions Befrienders' notice board.

16. At least four (4) weeks' notice shall be given of an Annual General Meeting and at least two (2) weeks' notice of an Extraordinary General Meeting. The particulars of the agenda shall be posted on the Lions Befrienders' notice board one week in advance of the meeting. A copy of the notice and the agenda for the AGM/EOGM shall be sent to the presidents of the respective Lions Clubs.
17. The following points will be considered at the Annual General Meeting:
 - (a) The previous financial year's accounts and report of the Committee.
 - (b) The election of office-bearers and Auditors of the following term where applicable.
18. Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Honorary Secretary one week before the meeting is due to be held.
19. In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to alter, amend or make additions to any of the existing rules.

MANAGEMENT COMMITTEE

20. The Administration of the Lions Befrienders shall be entrusted to a Management Committee consisting of the following to be elected except 20 (b), (k) and (l) at each alternate Annual General Meeting:
 - (a) Chairman
 - (b) Immediate Past Chairman
 - (c) First Vice Chairman
 - (d) Second Vice Chairman
 - (e) Honorary Secretary
 - (f) Assistant Honorary Secretary
 - (g) Honorary Treasurer
 - (h) Assistant Honorary Treasurer
 - (i) Up to Six (6) Committee Members (Ordinary Members)
 - (j) Up to three (3) Committee Members (Associate Members) will be elected by Ordinary Members, as well as, Associate Members
 - (k) Any other persons co-opted by the Management Committee for special assignment.
 - (l) Ex-Officio members pursuant to rule no. 7.

However, office bearers (b) and (k) shall have no voting rights in the Management Committee meetings. Save for office bearers (b) and (k), all other management committee members may exercise only one vote per person in the meetings of the management committee.

21.
 - (a) Names of candidates in good standing for the above offices except for the Immediate Past Chairman and Co-opted Members shall be proposed by a member in good standing and recorded at least six (6) weeks before the 1st day of the month of September and election will follow at the Annual General Meeting on a simple majority of the members constituting a quorum. The term of office of the Management Committee is two years. The incoming Management Committee shall take over the offices from the outgoing Management Committee within thirty (30) days of election or by 1st November, whichever is later. The Honorary Treasurer and Assistant Honorary Treasurer shall not be elected to the same post or related post for more than two consecutive terms of office.
 - (b) The Chairman shall appoint, by notification issued in the month of July prior to the termination of his 2-year term of office, a Nomination Committee consisting of a Chairman and not more than 4 other Members, each of whom shall be an Active Member in good standing from a different Lions Club in good standing and shall not at any time of their appointment hold the office of (A) Chairman, First Vice Chairman or Second Vice Chairman; (B) Honorary Secretary or Assistant Honorary Secretary; or (C) Honorary Treasurer or Assistant Honorary Treasurer. The names of the Chairman and Members so appointed shall be sent to all Clubs stating dates for nominations and election for the various offices to be filled.

- (c) Election must be held before the end of September and, if necessary, a special Election Meeting be called.
- (d) Any candidate, who fulfils the qualifications as laid down by the Constitution can be elected for the office he sought provided his nomination reaches the Chairman of the Nomination Committee before the scheduled deadline and to contain the following particulars or information:
 - He is an Active Member in good standing who is a Past Club President of his Lions Club and with at least three years' in Lionism and his Club is in good standing.
 - He is proposed through a resolution adopted by the General Membership of his Club.
 - He possesses the qualifications for the position sought and to furnish particulars thereof.
 - The nomination must specify the single office sought and no candidate may seek election for any office other than the office covered by his nomination.
- (e) Failure to comply with the above conditions may render the nomination invalid and of no effect.
- (f) (i) The nominations so received shall be scrutinised by the Nomination Committee and the proposal shall be submitted to the Chairman for holding an election.
- (ii) If there are no more than one proposal received by the Nomination Committee, then the Chairman in that event shall declare the Member so nominated as duly elected to the office he sought.
- (iii) In the event of more than one candidate, the election shall be held by secret ballot. If none are so received and/or so qualified, then nominations for the office may be from the floor.
- (iv) Each candidate shall be allowed a nominating and a seconding speech each of not more than five minutes duration.
- (v) Election shall be by secret ballot. The candidate receiving the largest number of votes shall be declared elected. In case of a tie of any ballot, balloting shall continue on the tied candidates until one is elected.

QUALIFICATION FOR CHAIRMAN

22. A candidate for the position of Chairman must have the following qualifications:-
- (a) Any member of the Executive Committee of the Lions Befrienders who has served his full two (2) years term of office; or
 - (b) Current or past officer of the International Association of Lions Clubs.

DUTIES OF THE EXECUTIVE COMMITTEE

23. The Executive Committee shall consist of the Chairman, Immediate Past Chairman, First Vice Chairman, Second Vice Chairman, Honorary Secretary, Assistant Honorary Secretary, Honorary Treasurer and Assistant Honorary Treasurer who under the supervision of the Management Committee shall perform the following duties:
- (a) To appoint or terminate the services of all salaried staff and determine their schemes of employment.
 - (b) To appoint committees to take charge of specific functions pertaining to the proper administration of the Lions Befrienders' objects.
 - (c) To present a yearly budget to the General Meeting.
 - (d) To approve fund raising projects for the Lions Befrienders and to enforce such rules and conditions for such activities organised by Lions Clubs or any other association or society.

STANDING SUB-COMMITTEES

24. Any member of a duly chartered Lions Club of Singapore can be a member of the following Sub-Committees:
- (a) Audit
 - (b) Programmes & Services
 - (c) Fundraising
 - (d) Appointment/Nomination
 - (e) Human Resource

Other Sub-Committees shall be formed, as deemed relevant by the Management Committee.

Each Sub-Committee shall be chaired by a Chairman, nominated by the Management Committee.

25. A regularly scheduled Management Committee Meeting shall be held at least once in every two months; save the Executive Committee which shall hold a regularly scheduled meeting at least once a month. The Chairman may call a Management Committee Meeting at any time by giving five (5) full working days' notice. Majority of the Management Committee Members must be present for its proceedings to be valid.
26. Management Committee Members shall make every effort to attend all board meetings with a minimum attendance rate of not less than 60% during their term and shall not absent themselves without valid reasons. Any changes in the Management Committee Members shall be notified to the Registrar of Societies (ROS) and the Commissioner of Charities (COC) within two weeks of the changes.
27. The duty of the Management Committee is to organise and supervise the daily activities of the Lions Befrienders and to make decisions on matters affecting its running when the General Meeting is not sitting. It may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meetings.
28. The Management Committee is authorised to approve the extraordinary expenditure of a sum not exceeding \$50,000.00 per month from the Lions Befrienders' funds for the Lions Befrienders' purposes.

DUTIES OF OFFICE BEARERS

29. The Chairman shall preside at all General and Management Committee meetings. He shall also represent the Lions Befrienders in its dealings with outside persons/organisations. He shall be an ex-officio member of all Sub-Committees of the Lions Befrienders.
30. The First Vice Chairman shall assist the Chairman and deputise for him in his absence and the Second Vice Chairman shall deputise for the First Vice Chairman in his absence.
31. The Honorary Secretary shall keep all records, except financial, of the Lions Befrienders and shall be responsible for their correctness. He will keep minutes of all General and Management Committee meetings. He shall maintain an up-to-date Register of members at all times. The Assistant Honorary Secretary shall assist the Honorary Secretary and deputise for him in his absence.
32. The Honorary Treasurer shall keep all funds and collect and disburse all money on behalf of the Lions Befrienders and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorised to expend up to \$1000.00 at any one time for petty expenses on behalf of the Lions Befrienders. He will not keep more than \$1000.00 in the form of cash and money in excess of this will be deposited in a bank to be named by the Management Committee. The Assistant Honorary Treasurer shall assist the Honorary Treasurer and deputise for him in his absence. Cheques, etc., for withdrawals from the bank will be signed by the Chairman or Vice-Chairman or Honorary Secretary in addition to Honorary Treasurer or Assistant Honorary Treasurer.
33. The Sub-Committee Chairmen shall assist in the general administration of the Lions Befrienders and perform other duties assigned by the Management Committee. Each Sub-Committee Chairman may

appoint up to ten members drawn from any class of members to his Sub-Committee and which shall be approved by the Management Committee.

AUDIT AND FINANCIAL YEAR

34. A firm of Certified Public Accountants shall be elected as Auditors for a term of one (1) year. They will be required to audit each year's account and submit a report at the Annual General Meeting. They may be required by the Chairman to audit the Lions Befrienders' accounts for any period within his tenure of office at any date and make a report to the Management Committee. No certified Public Accountant in the said firm elected as Auditors shall sign the audit for a term of more than 5 years consecutively, failing which, a qualification shall be made in the financial statement of the Association.
35. The financial year shall be from 1 April to 31 March.

TRUSTEES

36. If the Lions Befrienders at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.
37. The trustees of the Lions Befrienders shall:
- (a) Not be more than four and not less than two in number.
 - (b) Be elected by a general meeting of members.
 - (c) Not effect any sale or mortgage of property without the prior approval of the general meeting of members.
38. The office of the trustee shall be vacated:
- (a) If the trustee dies or becomes a lunatic or of unsound mind.
 - (b) If he is absent from the Republic of Singapore for a period of more than one year.
 - (c) If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
 - (d) If he submits notice of resignation from his trusteeship.
39. Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Lions Befrienders' premises at least two weeks before the general meeting at which the proposal is to be discussed. The result of such general meeting shall then be notified to the Registrar of Societies and the Commissioner of Charities.
40. The addresses of immovable properties, names of trustees and any subsequent change must be notified to the Registrar of Societies and the Commissioner of Charities.

DISCLOSURE OF INTEREST

41. If a member of the Management Committee is directly or indirectly interested in any contract, proposed contract or other matter and is present at a meeting of the Lions Befrienders or of the Management Committee, at which the contract or other matter is the subject of consideration, the member shall, at the meeting and as soon as practicable after it commences, disclose the fact, and shall not thereafter be present during the consideration or discussion of, and shall not vote on any question with respect to that contract or other related matter.

PROHIBITIONS

42. (a) Gambling of any kind whether for stakes or not, is forbidden on the Lions Befrienders' premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

- (b) The funds of the Lions Befrienders shall not be used to pay the fines of members who have been convicted in Court.
- (c) The Lions Befrienders shall not engage in any Trade Union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- (d) The Lions Befrienders shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or services which adversely effect consumer interest.
- (e) The Lions Befrienders shall not hold any lottery, whether confined to its members or not, in the name of the Lions Befrienders or its office-bearers, Management Committee or members; unless with the prior approval of the relevant authorities.
- (f) The Lions Befrienders shall not indulge in any political activity or allow its funds and / or premises to be used for political purposes.
- (g) The Lions Befrienders shall not raise funds from the public for whatever purposes without the prior approval in writing of the Head, Licensing Division, Singapore Police Force and other relevant authorities.

SUB-CENTRES

- 43. (a) The Management Committee of Lions Befrienders may establish sub-centres anywhere in Singapore to promote and carry out the objects of Lions Befrienders.
- (b) Such centres shall operate under the Bye-Laws passed by the Management Committee and shall at all times abide by the Constitution, Bye-Laws and policies of Lions Befrienders. In the event of any conflict of interpretation of any of the provisions of the Constitution, Bye-Laws or policies, the Management Committee's interpretation of the Constitution and Bye-Laws shall be final.
- (c) Bye-Laws of such Centres shall not come into force without the prior approval from the Commissioner of Charities.

AMENDMENTS TO CONSTITUTION

- 44. No alteration or addition / deletion to this Constitution shall be made except at a General Meeting, and with the consent of 2/3 of the voting members present at the General Meeting and they shall not come into force without the prior sanction of the Registrar of Societies and the Commissioner of Charities.

INTERPRETATION

- 45. In the event of any question pertaining to day-to-day administration which is not expressly provided for in the Constitution, the Management Committee shall have power to use their own discretion. The decision of the Management Committee shall be final unless it is reversed at a General Meeting of members.

DISPUTES

- 46. In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with the rules in the constitution. Should the members fail to resolve the matter, they may bring the matter to a Court of Law for settlement.

DISSOLUTION

- 47. (a) The Lions Befrienders shall not be dissolved, except with the consent of not less than 3/5 of the total voting delegates expressed either in person or by proxy at a General Meeting convened for the purpose.
- (b) In the event of the Lions Befrienders being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Lions Befrienders shall be fully discharged, and the remaining

funds will be donated to an approved charity or charities which is/are registered under the Charities Act in Singapore as the General Meeting of members may determine.

- (c) A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies and the Commissioner of Charities.

Bye-Laws

1. Functions of Sub-centres

- 1.1 The functions of such centres are to promote and carry out the objects of Lions Befrienders in the area of operation both geographical and activities to which they have been assigned.
- 1.2 The Management Committee shall issue specific terms of reference which shall be consistent with the objects of Lions Befrienders and the policies of the Management Committee for such centres.

2. Composition of the Management Board

- 2.1 The administration of the centre shall be carried out by the Management Board who shall consist of the following:

- (a) President: who shall be appointed by the Management Committee and a Lion who has held or is holding the position of a Club President with at least 3 years in the Lions movement, or is an Associate Member of Lions Befrienders for at least 5 years, or is an official of a collaborating Voluntary Welfare Organisation who has been involved in social service for at least 5 years.
- (b) First Vice President: who shall be appointed by the Management Committee and a Lion who has held or is holding the position of a Club President, or is an Associate Member of Lions Befrienders for at least 3 years, or is an official of a collaborating Voluntary Welfare Organisation who has been involved in social service for at least 3 years.
- (c) Second Vice President: who shall be a Senior Grassroots Leader.
- (d) Honorary Secretary: who shall be appointed by the President in consultation with the Chairman, Lions Befrienders and endorsed by the Management Committee.
- (e) Assistant Honorary Secretary: who shall be appointed by the President in consultation with the Chairman, Lions Befrienders and endorsed by the Management Committee.
- (f) Honorary Treasurer: who shall be appointed by the President in consultation with the Chairman, Lions Befrienders and endorsed by the Management Committee.
- (g) Assistant Honorary Treasurer: who shall be appointed by the President in consultation with the Chairman, Lions Befrienders and endorsed by the Management Committee.
- (h) Directors, Sub-Committee: who shall be appointed by the President in consultation with the Chairman, Lions Befrienders and endorsed by the Management Committee.

Sub-Committees can be formed, as deemed relevant by the Management Board in consultation with the Chairman, Lions Befrienders and endorsed by the Management Committee.

- (i) Other members: who shall be decided by the Board and endorsed by the Management Committee.

The Management Board shall be so constituted that office bearers (h) and (i) shall not be more than thirteen (13), and the majority of the quorum shall always be active members of the Lions Clubs.

- (j) The Chairman of the Management Committee, Lions Befrienders shall be an advisor to the Management Board.

3. Responsibilities

- 3.1 The Management Board shall be responsible for the day to day running of the centre and shall make its own decisions concerning the resources available to it independently of any committees, other centres or the dictates of any member, Lions Club or individuals save that all activities must be consistent with the objects, constitution & Bye-Laws and policies of Lions Befrienders.

- 3.2 The Management Board shall be responsible for the raising, controlling (subject to the policies of the Management Committee, Lions Befrienders), managing and disbursing of funds that are required for the operation of the centre. Such financial details that are relevant to the centre shall be furnished by the Management Committee to the Management Board from time to time.
- 3.3 In the management of its funds the Management Board shall operate bank accounts, appoint signatories, set up controls and keep books of accounts as are proper and required in the normal standard of business.
- 3.4 The Management Board shall keep all its financial matters up to the standard that is required by the Management Committee and shall furnish to the Management Committee details or explanation of its financial dealings and standing as may be required by the Management Committee from time to time.