



*Connecting Seniors,
Enriching Lives®*

CONSTITUTION & BYE-LAWS

LIONS BEFRIENDERS SERVICE ASSOCIATION (SINGAPORE)

Block 130 Bukit Merah View, #01-358, Singapore 150130

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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 Board 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 provide friendship and care for seniors to age in place with appropriate facilities and organized social, recreational, and healthcare and home care activities, so that they may enjoy meaningful and enriching lives.
 - (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 1966. 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 309. 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 involved in activities for the seniors, or whose expertise are beneficial to the Association and its services/programmes.
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 Board 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 Board.
 - (c) The incumbent Chairman, the incumbent Lions District Governor and all past Chairmen and Past Officers of the International Association of Lions Clubs who are members in good standing of an Ordinary Member 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 Board shall invite the following to be members of the Lions Befrienders on the Management Board as Ex-Officio Voting Member:

The incumbent Lions District Governor and the Vice District Governors of the District consisting of 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 monies or 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 board be injurious to the character or interest of the Lions Befrienders, the Management Board 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 Board. 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 Board.

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 Board 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.

SUPREME AUTHORITY AND GENERAL MEETING

11. The Supreme authority of the Lions Befrienders is vested in a General Meeting of the members presided over by the Chairman.

12. At least one quarter of the total voting delegates of the Lions Befrienders or fifty (50) voting delegates present at a General meeting whichever is less, shall form a quorum.
13. An Annual General Meeting shall be held in September each year.
14. 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 Board. 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 of receiving this request to convene the Extraordinary General Meeting. If the Management Board 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 sending out the agenda to the Lions Befrienders' member clubs by email and or/other online media.
15. 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 sent to Lions Befrienders' members clubs by email one week in advance of the meeting.
16. The following points will be considered at the Annual General Meeting:
 - (a) Report of the Management Board
 - (b) Presentation of previous financial year's audited accounts for adoption
 - (c) Appointment of Auditors for the following year
 - (d) Election of office-bearers, where applicable
17. Subject to the provisions of Clause 44 hereof, any member who wishes to place an item on the agenda of a General Meeting may do so provided notice is given to the Honorary Secretary one week before the meeting is due to be held.
18. 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

- 19(A). The Administration of the Lions Befrienders shall be entrusted to a Management Board consisting of:
 - (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) Six (6) Directors (Ordinary Members)
 - (j) Three (3) Directors (Associate Members) will be elected by Ordinary Members, as well as Associate Members
 - (k) Persons co-opted by the Management Board for special assignment
 - (l) Ex-Officio members pursuant to Clause 7

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

For the avoidance of doubt, a Management Board Member shall cease to be a member of the Management Board:

- (i) If he is no longer a Lion or his Lions Club is put on status quo by Lions Clubs International; or
- (ii) If he transfers his Lions membership to another Lions Club, unless the Lions Club which he transfers his membership to, in writing to the Management Board agrees that he continues to be a Management Board member and provided that that Lions Club does not already have a member on the Management Board.

For further avoidance of doubt, in the event a Management Board Member resigns or ceases to be a Management Board Member, the Management Board may by resolution appoint, where appropriate, a Management Board Member to take over the duties of, and designated as "Acting" in that position until the next election of officers is held at an Annual General Meeting or an Extraordinary General Meeting. By way of illustration, should the Chairman resign/cease to be a Management Board Member, the Second Vice Chairman shall take over the duties and act in that position as the Acting Chairman, or should an Honorary Secretary (who holds a Group A Post as defined in Clause 19(B)) resign/cease to be a Management Board Member, the responsibility of that position shall be taken over by a Management Board Member holding a Group A Post (as defined in Clause 19(B)) who shall become the Acting Honorary Secretary. For the avoidance of doubt, that person designated as "Acting" in that position, shall concurrently hold his/her elected position in the Management Board.

19(B). The election of persons to the posts mentioned in Clause 19 (A) (a), (c) to (h) shall be by Ordinary Members at Annual General Meetings. The clauses below shall govern the election of the persons and their term of office.

(1) The persons holding the posts of Chairman, Second Vice Chairman, Honorary Secretary and Assistant Honorary Treasurer (for the purpose of this Clause 19 (B)) referred to as "Group A Posts" shall retire at every alternate Annual General Meeting whereat elections shall be held for the vacated posts. The persons holding the posts of First Vice Chairman, Honorary Treasurer and Assistant Honorary Secretary (for the purpose of this Clause 19 (B) referred to as "Group B Posts") shall similarly retire at every alternate Annual General Meeting whereat elections shall be held for the vacated posts save and except, as determined hereinafter following, the retirement date of the holders of the Group A Posts shall be a different date from the retirement date of the holders of the Group B Posts.

(2) The said clause that persons holding Group A Posts shall retire at every alternate Annual General Meeting shall commence from the elections held at the Annual General Meeting for year 2024. Consequentially the persons elected to the Group A Posts at the Annual General Meeting for year 2023 shall retire at the Annual General Meeting for year 2024 and elections shall be held for the vacated posts but these persons shall be eligible to be elected to the same or other Posts, and if elected, shall be entitled to office for the two (2) full years term.

(3) The said clause that persons holding Group B Posts shall retire at every alternate Annual General Meeting shall commence from the elections held at the Annual General Meeting for year 2023.

19(C). The election of persons to the post of Directors (Ordinary Members) mentioned in Clause 19 (A) (i) shall be by Ordinary Members, the incumbent Chairman and all past Chairmen and Past Officers of the International Association of Lions Clubs who are members in good standing of an Ordinary Member at Annual General Meetings. For the purpose of this Clause 19 (C) the posts of Directors (Ordinary Members) shall be divided into two categories referred to as "Group A Directors (Ordinary Members)" and "Group B Directors (Ordinary Members)". The clauses below shall govern the election of persons to these categories and their term of office.

(1) The three (3) persons who hold the posts of Group A Directors (Ordinary Members) shall retire at every alternate Annual General Meeting whereat elections shall be held for the vacated posts. The remaining three (3) persons holding the posts of Group B Directors (Ordinary Members) shall similarly retire at every alternate Annual General Meeting whereat elections shall be held for the vacated posts save and except, as determined hereinafter following, the retirement date of the three (3) persons holding the posts of Group A Directors (Ordinary Members) shall be a different date from the retirement date of the remaining three (3) persons holding the posts of Group B Directors (Ordinary Members).

- (2) The said clause that the three (3) persons holding the posts of Group A Directors (Ordinary Members) shall retire at every alternate Annual General Meeting shall commence from the elections held at the Annual General Meeting for year 2024. Consequently the persons elected to the Group A Directors (Ordinary Members) at the Annual General Meeting for year 2023 shall retire at the Annual General Meeting for year 2024 and elections shall be held for the vacated posts but these persons shall be eligible to be elected to the same or other Posts, and if elected, shall be entitled to office for the two (2) full years term.
 - (3) The said clause that the remaining three (3) persons holding the posts of Group B Director (Ordinary Members) shall retire at every alternate Annual General Meeting shall commence from the elections held at the Annual General Meeting for year 2023.
- 19(D). The election of persons to the post of Directors (Associate Members) mentioned in Clause 19 (A) (j) shall be by Ordinary Members as well as Associate Members at Annual General Meetings. For the purpose of this Clause 19 (D) the posts of Directors (Associate Members) shall be divided into two categories referred to as "Group A Directors (Associate Members)" and "Group B Directors (Associate Members)". The clauses below shall govern the election of persons to these categories and their term of office.
- (1) The two (2) persons who hold the posts of Group A Directors (Associate Members) shall retire at every alternate Annual General Meeting whereat elections shall be held for the vacated posts. The remaining person holding the post of Group B Director (Associate Members) shall similarly retire at every alternate Annual General Meeting whereat elections shall be held for the vacated posts save and except, as determined hereinafter following, the retirement date of the persons holding the posts of Group A Directors (Associate Member) shall be a different date from the retirement date of the person holding the post of Group B Directors (Associate Members).
 - (2) The said clause that the two (2) persons holding the posts of Group A Directors (Associate Members) shall retire at every alternate Annual General Meeting shall commence from the elections held at the Annual General Meeting for year 2024. Consequently the person elected to the Group A Director (Associate Members) at the Annual General Meeting for year 2023 shall retire at the Annual General Meeting for year 2024 and elections shall be held for the vacated posts but these persons shall be eligible to be elected to the same or other Posts, and if elected, shall be entitled to office for the two (2) full years term.
 - (3) The said clause that the remaining person holding the post of Group B Directors (Associate Members) shall retire at every alternate Annual General Meeting shall commence from the elections held at the Annual General Meeting for year 2023.
20. The Management Board shall have the power to remove the Management Board Member who is appointed by the Management Board before the expiration of this period of office and may appoint another person in his stead.
- (a) Names of the 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 four (4) weeks before the date of the Annual General Meeting and election will follow at the Annual General Meeting on a simple majority of the members constituting a quorum. Each Lions Club may propose the nomination of not more than one of its members to stand for election for a position in the Management Board. Subject to Clause 19, the term of office of the Management Board is two years and no Management Board Member shall serve more than two consecutive terms in the same position. For purposes of determining a Management Board Member's eligibility for and appointment to the same position in the succeeding term, a Management Board Member who holds or has held such a position in the management board for part of a two-year term shall be deemed to have held that position for that full two-year term. Subject to Clause 19, the Treasurer shall not hold the same office for more than four consecutive years. Re-appointment of the outgoing Treasurer may be considered after a lapse of at least two years. The incoming Management Board shall take over from the outgoing Management Board within thirty (30) days of election or by 1st November, whichever is later.
 - (b) Subject to Clause 19, prior to the termination of the 2-year term of office of the incumbent Management Board, the Chairman shall with the agreement of the Management Board appoint before the end of July, 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:
 - (i) He is an Active Member in good standing who is a Past Club President of a Lions Club and who has at least three years' in Lionism and his current Club is in good standing.
 - (ii) He is proposed through a resolution adopted by the General Membership of his Club.
 - (iii) He possesses the qualifications for the position sought and to furnish particulars thereof.
 - (iv) 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 is 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. Provided always that any candidate nominated for such office from the floor must produce satisfactory evidence of his/her club's endorsement or approval prior to his/her assumption of such office.
 - (iv) Each candidate shall be allowed a nominating and a seconding speech each of not more than five minutes duration, and the length of which shall be decided by the Election Chairman and notified two (2) weeks before the Annual General Meeting.
 - (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

21. 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 who has served a full two-year term as a member of the Management Board of the Lions Befrienders and who has attended a majority of the meetings as such member of the Management Board of the Lions Befrienders.

DUTIES OF THE EXECUTIVE COMMITTEE

22. 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 Board shall perform the duties listed below. In the event that any of the above members resigns, an EGM shall be called to elect a replacement.
- 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 organized by Lions Clubs and other associations or society.

STANDING SUB-COMMITTEES

23. 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 Board.

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

24. The Management Board and Executive Committee shall each hold a regularly scheduled meeting at least once in every two months. The Chairman may call a Management Board or Executive Committee Meeting at any time by giving five (5) full working days' notice. Majority of the Management Board and Executive Committee Members must be present for its proceedings to be valid.
25. Management Board and Executive 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 Board Members shall be notified to the Registrar of Societies (ROS) and the Commissioner of Charities (COC) within two weeks of the changes.
26. The duty of the Management Board 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.
27. The Management Board 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

28. The Chairman shall preside at all General and Management Board 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.
29. 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.
30. 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 Board 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.
31. (a) The Honorary Treasurer shall ensure that all funds of the Lions Befrienders are properly managed and an account of all monetary transactions shall be kept and he/she shall be responsible for their correctness. He shall ensure that an annual report is prepared and submitted in time for approval at the Annual General Meeting. The Assistant Honorary Treasurer shall assist the Honorary Treasurer and deputise for him during his absence.
- (b) In the management of its funds, including those of its service centres / entities, the Management Board shall authorise the operating of bank accounts, appoint signatories and set up necessary controls. The Honorary Treasurer or the Assistant Honorary Treasurer shall be the mandatory signatory for all cheques etc. for withdrawals to be signed, in addition to the Chairman or 1st Vice Chairman, or Honorary Secretary, for the accounts of the Lions Befrienders.
- (c) The Lions Befrienders may open and operate bank accounts for each of its service centres/entities. Where such separate account(s) are opened for a particular service centre/entity, all cheques for the accounts of each such service centre/entity must be signed by one signatory each from Category A and Category B below as follows:

Category A – Compulsory	AND	Category B
Honorary Treasurer or Assistant Honorary Treasurer of the Management Board		Chairman or 1 st Vice Chairman or Honorary Secretary of the Management Board
OR		
Honorary Treasurer or Assistant Honorary Treasurer of the Management Board	AND	President or 1 st Vice President or Honorary Secretary of the Management Board of that particular centre entity

32. The Sub-Committee Chairmen shall assist in the general administration of the Lions Befrienders and perform other duties assigned by the Management Board. 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 Board.

AUDIT AND FINANCIAL YEAR

33. A firm of Public Accountant and Chartered Accountant Singapore shall be appointed 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 Board. No Public Accountant and Chartered Accountant in the said firm appointed as Auditors shall sign the audit for which, a qualification shall be made in the financial statement of the Association, until and unless the report has been approved in writing by the Audit Committee.

34. The financial year shall be from 1 April to 31 March.

TRUSTEES

35. If the Lions Befrienders at any time acquires any immovable property, such property shall be vested in trustees' subject to a declaration of trust.

36. 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 affect any sale or mortgage of property without the prior approval of the general meeting of members.

37. 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.

38. 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.

39. 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

40. If a member of the Management Board 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 Board, 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

- 41. (a) Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is not permitted 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 affect 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 Board 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

- 42. (a) The Management Board 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 Board 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 Board'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

- 43. (a) This Constitution may be amended only at a General Meeting and with the consent of two-thirds (2/3) of the voting delegates present at such General Meeting.
- (b) Amendments(s) may be proposed by a Lions Club in the form of a resolution adopted by its Board of Directors or by the Management Board of the Lions Befrienders. Written notice of such proposed amendment(s) by a Lions Club must be served on the Honorary Secretary of the Lions Befrienders at least two (2) weeks prior of the date of the General Meeting.
- (c) No proposed amendment(s) shall be so reported or voted upon at such General Meeting unless at least fourteen (14) days' notice (via email or otherwise) has been served on the Lions Clubs that the same shall be reported and voted upon at the said General meeting.
- (d) Any proposed amendment(s) approved and adopted at such General meeting so convened shall not come into force without the prior sanction of the Registrar of Societies and the Commissioner of Charities.

INTERPRETATION

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

DISPUTES

- 45. 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

46. (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 debt and liabilities legally incurred on behalf of the Lions Befrienders shall be fully discharged, and the remaining funds will be donated to other charitable organization(s), or Institutions of Public Character when the Society is an Institution of a Public Character, in as the case may be, with similar objectives in Singapore 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.
- (d) In the event that the Lions Befrienders ceases to be a registered charity under the Charities Act, 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 Institution of Institutions of Public Character with similar objectives in Singapore which is or are registered under the Charities Act as the members of the Lions Befrienders may determine at the General Meeting, unless otherwise allowed by the Commissioner of the 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 Board shall issue specific terms of reference which shall be consistent with the objects of Lions Befrienders and the policies of the Management Board for such centres.

2. Composition of the Management Committee

- 2.1 The administration of the centre shall be carried out by the Management Committee who shall consist of the following:
 - (a) President: who shall be appointed by the Management Board 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 Board 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 Board.
 - (e) Assistant Honorary Secretary: who shall be appointed by the President in consultation with the Chairman, Lions Befrienders and endorsed by the Management Board.

- (f) Honorary Treasurer: who shall be appointed by the President in consultation with the Chairman, Lions Befrienders and endorsed by the Management Board.
- (g) Assistant Honorary Treasurer: who shall be appointed by the President in consultation with the Chairman, Lions Befrienders and endorsed by the Management Board.
- (h) Directors, Sub-Committee: who shall be appointed by the President in consultation with the Chairman, Lions Befrienders and endorsed by the Management Board.

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

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

The Management Committee 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 Board, Lions Befrienders shall be an advisor to the Management Committee.

- (k) Each Lions Club may have only one (1) voting member on the Management Committee and not more than one other member who shall be co-opted shall not have a voting right. In the absence of the club's officially-appointed representative, the co-opted member from the Club shall exercise the right to vote on his behalf.

- (l) A Management Committee may, where necessary, oversee the functioning of additional centres/entities when it can be determined that its effectiveness and efficiency will not be compromised.

3. Responsibilities

- 3.1 The Management Committee shall provide strategic directions and make decisions pertaining to major programmes / activities and oversee the daily operation of the centre / entity as well as the performance of the staff. It will report to the Management Board at every of its meeting, and function 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 the policies of the Lions Befrienders.
- 3.2 The Management Committee shall prudently and judiciously administer the use of the funds assigned by the Management Board, or monies received from projects / activities, for the effective and efficient functioning of the centre and its programmes. It shall submit a set of account to the Management Board every month.



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