

**CONSTITUTION OF  
LIONS COMMUNITY SERVICE FOUNDATION (SINGAPORE)**

1. Name

This Society shall be known as the “Lions Community Service Foundation (Singapore)” hereinafter referred to as the “Foundation”.

2. Place of Business

Its place of business shall be “465 NORTH BRIDGE ROAD #02-5051 Singapore 191465” or other such address as may subsequently be decided upon by the Board of Directors and approved by the Registrar of Societies. The Foundation shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

3. Objects

3.1. Its objects are:

- (a) To support any relief work in any manner whatsoever which the Foundation may in its absolute discretion deem suitable including but not limiting to the relief of poverty, suffering and distress and the provision of financial assistance to any person or groups of persons on any humanitarian grounds.
- (b) To relief human suffering and improvement of human living conditions and standards by the treatment, prevention, alleviation and combating of sickness and disease and in particular by providing for or the provision of medical surgical and educational facilities and services of all kinds.

3.2 In furtherance of its objects the Foundation may do all such other things that are incidental or conducive to the attainment of the above objects, and provided that nothing shall be done solely for profit or for commercial reasons, in particular:

- (a) To raise funds accumulated as an endowment fund the income of which shall be applied in furtherance of the objects.
- (b) To raise funds for the support and continued management by Lions of the Lions Home for the Elders and Lions Befrienders Service Association, both associations registered under the Societies Act (Cap 311).

- (c) To support any relief work and community service projects carried out by the Lions Clubs in furtherance of their club charter objectives.
- (d) To receive and administer funds raised by Lions Clubs and employing same for the relief of disaster and calamity or for the carrying out of humanitarian or educational or other service activities which in the opinion of the Board of Directors and Trustees warrant such actions.
- (e) Take such actions as may from time to time be deemed expedient for the purpose of producing contributions to the funds of the Foundation in the shape of donations, annual subscriptions, fees, legacies, gifts.
- (f) Accept and receive any gift of any property, whether real or immovable or personal or movable or pecuniary and whether or not subject to any trust for any one or more of the objects of the Foundation.
- (g) Purchase, lease, hire or otherwise acquire any property and any rights or privileges which the Foundation may think necessary or convenient for the promotion of its objects.
- (h) Let, lease or hire the whole or part of its property or properties on such terms as the Board of Directors may decide.
- (i) Sell, mortgage, charge or dispose off or turn to account all or any of the properties or assets as may be thought expedient provided always that nothing done is for commercial reasons solely for profit.
- (j) Appoint and remunerate any officers, agents, administrators or managers to carry out the regular duties of the Foundation.

#### 4. Membership and Qualification Rights

##### 4.1 Membership shall consist of:

- (a) All duly chartered Lions Clubs operating and registered under the Societies Act (Cap 311) and each club shall be represented by its president; or
- (b) The incumbent District Governor and past District Governors whose club is a member of the Foundation.

##### 4.2 The president may appoint a representative to take his place.

- 4.3 The representative must be an active member and a member in good standing of a Lions Club which must also be in good standing.
  - 4.4 The membership of any Lions Club which has been declared either status quo or not of good standing shall automatically be suspended and the representative shall not be admitted into any Foundation meetings.
  - 4.5 The application to be registered under the Societies Act (Cap 311) shall serve as the application for membership of the Foundation. The application by the society for a Lions Clubs Charter shall be made on the prescribed form in accordance with the rules of Lions Clubs International. Upon obtaining the Charter the Lions Club shall submit a written resolution of its board of directors to comply with the Constitution and By-laws of the Foundation upon its admission as a member of the Foundation.
  - 4.6 A copy of the Constitution shall be furnished to every approved member upon being admitted into membership.
5. Entrance Fees, Subscriptions and Other Dues.
- 5.1 There shall be no entrance fee payable for all members.
  - 5.2 The annual subscription payable in advance is to be paid in July of each year and shall be determined by the Board of Directors and be up to \$10.00 per Lion member in the club's membership list as on 30<sup>th</sup> June of that year. The Board of Directors may with the concurrence of the District Cabinet levy an additional annual contribution which may be varied or voted by a 2/3 majority at an Annual General Meeting.
6. Supreme Authority & General Meetings
- 6.1 The Supreme authority of the Foundation is vested in a General Meeting of the members presided over by the Chairman.
  - 6.2 An Annual General Meeting shall be held not later than September each year.
  - 6.3 At other times, an Extraordinary General Meeting must be called by the Chairman on the request in writing of not less than 25% of the total voting membership or 15 voting members whichever is the lesser and may be called at anytime by order of the Board. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two (2) months from receiving this request to convene the Extraordinary General Meeting.

- 6.4 If the Board does not within two (2) months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested the Extraordinary General Meeting may convene the Extraordinary General Meeting by giving ten (10) days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Foundation's notice board.
- 6.5 At least six (6) weeks' notice shall be given of an Annual General Meeting and at least (10) days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Secretary to all voting members. The particulars of the agenda shall be posted on the Foundation's notice board four (4) days in advance of the meeting.
- 6.6 Voting by proxy shall not be allowed at any General Meeting. Lions Clubs shall be represented at General Meetings of the Foundation by duly authorized delegates who are members in good standing of the Club. Each Lions Club in good standing with the District and Lions Clubs International shall be represented by one delegate for each ten (10) members or major fraction thereof, who have been enrolled for at least one year and a day in the club as shown by the latest available records of the international office. The major fraction thereof referred to in this clause shall be five (5) or more members. All delegates and all Past District Governors whose club is a member of the Foundation shall have one (1) vote each.
- 6.7 The following agenda shall be considered at the Annual General Meeting.
- (a) The previous financial year's accounts and Treasurer's report
  - (b) Annual report of the Board of Directors
  - (c) Election of office-bearers where applicable
  - (d) Appointment of professional auditors
  - (e) Any other business placed by any member giving at least seven (7) days' notice prior to the meeting to the Secretary
- 6.8 At least one-quarter of the total voting membership or thirty (30) voting members present at the General Meeting shall form the quorum.
- 6.9 In the event of there being no quorum at the commencement of an Annual 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 the

meeting shall have no power to amend any provisions of the Constitution.

- 6.10 In the event of there being no quorum at the time fixed for an Extraordinary General Meeting, the notice convening the meeting shall be deemed lapsed and no action shall be taken on the purpose of the Extraordinary General Meeting.

## 7. Management & Board of Directors

- 7.1 The administration of the Foundation shall be entrusted to a Board of Directors consisting of Chairman, Vice-Chairman, Secretary, Treasurer and six (6) other directors. In addition, the elected officers of District 309, currently the District Governor, Immediate Past District Governor and Vice District Governors shall also serve as full members of the Board during the term of their respective office.
- 7.2 a) Whenever a member of the Board of Directors has in any way, directly or indirectly, an interest in a transaction or project or other matter to be discussed at a meeting, the member shall disclose the nature of his interest before the discussion on the matter begins.
- b) The member concerned should not participate in the discussion or vote on the matter and should also offer to withdraw from the meeting and the Board of Directors shall decide if this offer should be accepted.
- 7.3 Board members should be either Singapore Citizens or Singapore Permanent Residents unless prior written approval has been obtained from the Registrar of Societies otherwise.
- 7.4 The Board of Directors may co-opt two (2) persons of good standing from the community who are not members of any Lion Club to serve on the Board of Directors for a period of two (2) years at each co-option. Such co-opt directors shall have no voting rights and may serve in any capacity on the Board.
- 7.5 Election of Board of Directors shall be restricted to only duly authorized delegates of members. For every ten (10) Lion members of the Lions Club or a major portion thereof the club shall be entitled to one (1) vote. All past District Governors whose club is a member of the Foundation shall have one (1) vote each.
- 7.6 No Lions Club shall have more than one (1) elected member on the Board of Directors. For the avoidance of doubt, this stipulation does not include Board members listed in Clause 7.1 (a) and (b). The term of office of the Board is two (2) years. All directors who have attended a majority of the meeting of the Board of Directors, except the Treasurer, may be re-elected to the same post for a consecutive term.

- 7.7 Nominations shall be called by the Secretary six (6) weeks before the date fixed for the Annual General Meeting. Voting shall be by secret ballot. The Board shall have power to make by-laws for the proper conduct of the elections.
  - 7.8 At the next Annual General Meeting following the election of the first Board of Directors the Vice-Chairman, Secretary and three (3) Directors shall retire from office but shall be eligible for re-election.
  - 7.9 At its first meeting to be convened immediately after the Annual General Meeting the Board of Directors shall elect from amongst their members a Chairman, a Vice-Chairman, a Secretary, and a Treasurer.
  - 7.10 A Board Meeting shall be held at least once every two (2) months after giving seven (7) days' notice to Board Members. The Chairman may call a Board Meeting at any time by giving five (5) days' notice. At least six (6) of the Board Members must be present for its proceedings to be valid.
  - 7.11 Any member of the Board being absent from three (3) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Board and a successor may be co-opted by the Board to serve until the next Annual General Meeting. Any changes in the Board shall be notified to the Registrar of Societies and the Commissioner of Charities within two (2) weeks of the change.
  - 7.12 The duty of the Board is to organize and supervise the daily activities of the Foundation and for this purpose may appoint sub-committees or ad-hoc committees for specific functions. The Board 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.
  - 7.13 The Board shall operate under an approved annual budget which it submits to the General Meeting and has power to authorize expenditure within that limit.
8. Functions Authority of the Board of Directors
- 8.1 The Board of Directors has the power to authorize the disbursement of funds not exceeding the total levy collected for each fiscal year.
  - 8.2 The Board of Directors has power to authorize the disbursement of up to 75% of the interest and income earned from funds raised provided it has no power to authorize any disbursement aggregating more than \$500,000.00 for any fiscal year. Any disbursement beyond

the said total aggregate sum shall be subject to prior approval of the membership at a General Meeting.

8.3 The Board of Directors shall not approve the disbursement of more than \$100,000.00 for any one project without the prior approval of the Board of Trustees. For the avoidance of doubt, any one project includes a project that will take more than one financial year to complete.

8.4 For emergency relief the Chairman together with the District Governor may jointly approve the disbursement of up to \$10,000.00 at any one time.

## 9. Patrons, Fellows & Sponsors

9.1 The Board of Directors shall have power to make by-laws for the award and conferment of any title on persons or Lions to honour, acknowledge and appreciate their contribution to the Foundation whether in money, kind or otherwise.

9.2 The Board of Directors shall have power to make by-laws to receive, accept and administer gifts, donations, legacies and bequest with appropriate due honour and acknowledgment accorded to donors or members of the family of any donor.

## 10. Duties of Office-Bearers

10.1 The Chairman shall chair all General & Board meetings. He shall also represent the Foundations in its dealings with outside persons, organizations and authorities.

10.2 The Vice-Chairman shall assist the Chairman and deputise for him in his absence.

10.3 The Secretary shall keep all records, except financial, of the Foundation and shall be responsible for their correctness. He shall keep minutes of the General & Board meetings. He shall maintain an up-to-date Register of Members at all times.

10.4 The Treasurer shall keep, collect and disburse all monies on behalf of the Foundation and shall keep an account of all monetary transactions and shall be responsible for their correctness. He/she is authorized to expend up to \$1,000.00 for expenses on behalf of the Foundation. He/she will not keep any cash. Cheques for withdrawal from the bank will be signed by the Treasurer and either the Chairman or the Vice-Chairman or the Secretary. In the event if the Treasurer is unable to be the main signatory due to death, resignation, long absence or inability to serve for any other reasons, Chairman shall be the main signatory while the Vice-Chairman or the Secretary will be the second signatory.

- 10.5 Ordinary Board Members shall assist in the general administration of the Foundation and perform duties assigned by the Board from time to time.
11. Audit & Financial Year
- 11.1 A firm of certified public accountants shall be appointed as auditors at each Annual General Meeting for a term of one (1) year and shall be eligible for re-appointment.
- 11.2 The Auditors:
- (a) Will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.
  - (b) May be required by the Chairman to audit the Foundation's accounts for any period within his tenure of office at any date and make a report to the Board.
- 11.3 The financial year shall be 1<sup>st</sup> April to 31<sup>st</sup> March.
12. Trustees
- 12.1 The Board of Trustees of the Foundation shall:
- (a) Not be more than four and not less than two in number.
  - (b) Be elected by a General Meeting of members.
- 12.2 The Board of Trustees shall elect a chairman from amongst themselves.
- 12.3 The Board of Trustees shall meet at least twice a year to review the financial status of the Foundation, the policy set by the Board of Directors and generally make recommendation to the Board of Directors and the general membership for the better and more efficient running of the Foundation.
- 12.4 (a) All immovable property owned by the Foundation shall be vested in either the Board of Trustees, or, if the Board of Directors see fit, in a trust company, being a corporation whose business is to act as trustees (hereinafter referred to as "**Trust Company**") subject to a declaration of trust;
- (b) The Board of Trustees or the Trust Company (as the case may be), in whom the immovable property is vested, shall not sell, mortgage or otherwise dispose of any such immovable property unless with the prior approval of a General Meeting. In appointing a Trust Company to hold the Foundation's immovable property in trust for the Foundation, the Board of

Directors shall secure the Trust Company's agreement to this restriction.

12.5 The Trustees shall hold office for a term of two (2) years and shall be eligible for re-election.

12.6 The office of the Trustee shall be vacated:

- (a) If the trustee dies or becomes lunatic or of unsound mind.
- (b) If he is absent from the Republic of Singapore for a period of more than one (1) year.
- (c) If he is guilty of misconduct of such kind as to render it undesirable that he continues as a trustee.
- (d) If he submits notice of resignation from his trusteeship.

12.7 Notice of any proposal to remove a trustee from his trusteeship must be given in writing at least two (2) weeks before the General Meeting at which the decision is to be taken. The result of such General Meeting shall then be notified to the Registrar of Societies and the Commissioner of Charities.

12.8 Where the assets of the Foundation are made up of fixed deposits in banks, bonds, financial instruments equity or such like the Board of Directors has the discretion to registering them in the name of the Foundation.

12.9 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies and Commissioner of Charities.

### 13. Prohibition

13.1 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 forbidden on the Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

13.2 The funds of the Foundation shall not be used to pay fines of members who have been convicted in court of law.

13.3 The Foundation shall not engage in any trade union activity as defined in any written law relating trade unions for the time being in force in Singapore.

13.4 The Foundation 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 service which adversely affect consumer interests.

- 13.5 The Foundation shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 13.6 The Foundation shall not hold any lottery, whether confined to its members or not, in the name of the Foundation or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.
- 13.7 The Foundation 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.

#### 14. Amendments

- 14.1 No alteration or addition/deletion to this Constitution shall be made except at a general meeting and with the consent of two-thirds (2/3) of the voting members present at the General Meeting, and they shall not come in force without sanction of the Registrar of Societies and the Commissioner of Charities.

#### 15. Interpretation

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

#### 16. Disputes

In the event of any disputes arising amongst members, they shall attempt to resolve the matter at any Extraordinary General Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

#### 17 Cessation of Charity status

In the event that the Foundation ceases to be a charity under the Charities Act, all debts, liabilities legally incurred on behalf of the Foundation shall be fully discharged, and the remaining funds will be contributed to other institutions of a public character with similar objectives in Singapore which are registered under the Charities Act as the members of the Foundation may determine at the General Meeting, unless otherwise allowed by the Commissioner of Charities.

18. Dissolution

- 18.1 The Foundation shall not dissolved, except with the consent of not less than three-fifths (3/5) of the total voting membership of the Foundation expressed at a General Meeting convened specially for that purpose.
- 18.2 In the event of the Foundation being dissolved as provided above, all legal liabilities of the Foundation shall be fully discharged and all remaining funds will be donated to other institution(s) of a public character with similar objectives in Singapore which is or are registered under the Charities Act as the General Meeting of members may determine.
- 18.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies and the Commissioner of Charities.