

**VICTORIAN LIONS FOUNDATION
INCORPORATED**

ABN 78 903 242 780 --:- Registered No. A0016982M



**Statement of Purposes
and
Statement of Rules**

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ASSOCIATIONS INCORPORATION REFORM ACT 2012

Section 5 (b)

STATEMENT OF PURPOSES

1. The name of the Incorporated Association is: **VICTORIAN LIONS FOUNDATION INCORPORATED.**
2. The purposes for which the Incorporated Association is established are:
 - (a) To provide money, property or benefits to or for funds or authorities or institutions approved by the Commissioner of Taxation or a Deputy Commissioner of Taxation for the purpose of any of the sub-paragraphs of Section 30 of the Income Tax Assessment Act 1997.
 - (b) To manage charitable projects which are within Lions Clubs International Districts 201V1-4, 201V2, 201V3, 201V5 and 201V6, and which operate beyond the ambit of any one District and the objects of which are consistent with those of this Foundation.
3. Solely for the purpose of furthering the purposes set out above the Association shall have power:
 - (a) To indemnify any person against any loss or damages or expenses as a result of his having become liable to pay any liquidated or unliquidated sum by way of damages or otherwise howsoever in connection with or in respect of the property or affairs of the incorporated Association.
 - (b) To subscribe to, become a member of and co-operate with any other association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any association or organisation which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Association under or by virtue of the Rules.
 - (c) To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.
 - (d) To purchase, take on lease or exchange, hire or otherwise acquire any lands, buildings, easements or property, real or personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association. Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
 - (e) To enter into any arrangements with any Government or Authority that are incidental or conducive to that attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges or concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges or concessions.

- (f) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- (g) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests or puposes, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration and control thereof.
- (h) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- (i) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise and to secure the same or the payment or performance of any liability contract or engagement entered into by the Association in any way and in particular by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Association's property or assets present or future and to purchase, redeem or pay off any such securities.
- (j) To draw, make, accept, endorse, discount, execute or issue promissory notes, bills of exchange, bills of lading or otherwise negotiable or transferable instruments.
- (k) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (l) To take or hold mortgages, liens or charges, to secure payment for the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- (m) To take any gift or property whether subject to any special trust or not for any one or more of the objects of the Association but subject always to the proviso in paragraph (d).
- (n) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association.
- (o) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (p) To amalgamate with one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of the Rules, and to transfer all or part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Assocation is authorised to amalgamate.
- (q) To purchase or otherwise acquire and undertake all or any part of the property, asset, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- (r) To do all such other things as are identical with or conducive to the attainment of the objects and the exercise of the powers of the the Association.

STATEMENT OF RULES

1. NAME –

1.1 The name of the organisation shall be **VICTORAN LIONS FOUNDATION INCORPORATED.**

2. INTERPRETATION –

2.1 In these Rules, unless the contrary interpretation appears:

“Foundation” shall mean the Victorian Lions Foundation Incorporated.

“Council” shall mean the General Council as constituted herein.

“Member” shall mean a Member of the Foundation, whether Ordinary Member, Life Member or Life Governor.

“Project” shall mean any Lions activity which falls within the Statement of Purposes and has been accepted by no less than two “V” Districts of Lions Clubs International in Convention and has been adopted by the General Council of the Foundation.

Without limiting the above, the Projects adopted by the Foundation are:

viz: Centre for Eye Research Australia; incorporating –

Lions Eye Donation Service;

Bionics Institute; incorporating –

Lions Deafness Research Fund,

Lions Neurobionics Research Fund;

International Diabetes Institute (Baker IDI);

National Vision Research Institute of Australia;

Victorian Rheumatism & Arthritis Medical Research Foundation.

“V-Districts” shall mean Lions Clubs in territorial Districts 201V1-4, 201V2, 201V3, 201V5 and 201V6.

“Special Resolution” means a resolution that requires not less than three-quarters of the members voting at a general meeting to vote in favour of the resolution; A Special Resolution applies to: Making alterations to the rules or purposes, Amalgamating or Winding up, Removing a member of the committee.

The “Act” shall mean the Associations Incorporation Reform Act 2023.

“The Regulations” shall mean regulations under the Act.

Words importing the singular number shall include the plural number and *vice versa*.

Words importing the masculine gender shall include the feminine gender and *vice versa*.

2.2 In these Rules, a reference to the Secretary of the Foundation is a reference to a person who holds office under these Rules as Secretary of the Foundation.

2.3 Words and expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretations Act and the Act as in force from time to time.

3. MEMBERSHIP –

3.1 The Foundation shall consist of the following classes of Members as herein defined:

3.1 (a) **Ordinary Member:**

Each chartered Lions Club in good standing of District 201V1-4, 201V2, 201V3, 201V5 and 201V6 of Lions Clubs International shall have the right to nominate, free of charge, one member of the Club in good standing to represent the Club, and vote at all meetings of the Members of the Foundation.

3.1 (b) Any person or corporate body that contributes to the Foundation a sum as the Council may from time to time determine and is elected to membership by the Council shall be a Member of the Foundation with the right to vote at all meetings of the Members of the Foundation.

3.1 (c) The District Governors of Lions Clubs International Districts 201V1-4, 201V2, 201V3, 201V5 and 201V6, or, in their absence, the Vice District Governors of such Districts, shall, during their term of office and without payment of dues, be Members of the Foundation with the right to vote at all meetings of Members of the Foundation. That in the event that the First Vice District Governor is unable to represent the District Governor the Second Vice District Governor can take the place.

3.2 (a) **Life Governor:**

Any person, firm, corporation or organisation (other than a Lions Club) that contributes \$2,000.00 or more to the Foundation, and is so elected by the Council, shall be a Life Governor of the Foundation.

3.2 (b) Any person, firm, corporation or organisation that in the opinion of the Council has conferred a signal benefit on the Foundation may be appointed a Life Governor of the Foundation.

3.3 (a) **Life Member:**

Any person, firm, corporation or organisation (other than a Lions Club) that contributes \$500.00 or more to the Foundation, and is so elected by the Council, shall be a Life Member of the Foundation.

3.3 (b) Any person, firm, corporation or organisation that in the opinion of the Council has conferred a signal benefit on the Foundation may be appointed a Life Member of the Foundation.

3.4 Every Life Governor or Life Member upon appointment shall be entitled to a Certificate stating that such appointment has been made.

3.5 Every Life Governor and Life Member shall have all the rights and privileges of an Ordinary Member provided that in the case of a firm, corporation or organisation, a nominee may be appointed by such a body to speak and vote on behalf of the firm, corporation or organisation.

The name of such a nominee must be advised in writing to the Secretary of the Foundation prior to the commencement of the meeting at which the nominee is appointed to attend.

3.6 Every person or organisation that was at the time of the repeal of the constitution of the Victorian Lions Charitable Foundation a Life Governor or Life Member of that body, shall be a Life Governor or Life Member of the Foundation.

3.7 Every applicant for membership other than Life Governor or Life Member shall, if the Council so decides, make and sign an application therefore on a form drawn up by the Council and shall submit same to the Secretary of the Foundation.

3.8 Every proposal for membership shall be submitted to and considered by the Council at its next meeting following the receipt of such proposal. A candidate for any class of membership shall be elected by a majority of the Council present and voting at the meeting.

3.9 The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address, classification and date of entry of the name of each Member and the Register shall be available for inspection by Members.

4. RESIGNATION –

4.1 A Member may resign from the Foundation upon giving notice in writing to such effect to the Secretary. An Ordinary Member shall be deemed to have ceased to be an Ordinary Member upon his ceasing to hold the qualifications for Ordinary Membership.

5. SUBSCRIPTIONS –

5.1 (a) An Ordinary Member shall pay such subscriptions as the Council may determine at its meeting held in May each year. Each of the “V” Districts shall be billed each year for an amount equal to the number of members registered in each District as at 30th June multiplied by the subscription as determined by the Council.

5.1 (b) A Life Governor or Life Member shall not be bound to pay any such subscriptions.

5.1 (c) Ordinary Membership, other than those for Ordinary Membership of Clubs shall be for a period of twelve (12) months commencing on the first day of the month in which a person or corporate body is elected to membership by the Council.

5.1 (d) The Council shall determine at its May meeting each year the subscriptions to be billed to: (a) a person or, (b) a corporate body, the subscriptions to begin as at 1st July each year, however, where a person or corporate body becomes a member during that first year, their subscriptions be adjusted to be paid on a monthly pro rata basis.

5.1 (e) Provided, however, that a Member who is not more than three months in arrears shall retain all membership rights.

6. MEETINGS OF MEMBERS

6.1 The Annual General Meeting of Members shall be held on such day, prior to the 31st day of March in each year, as shall be fixed by the Council, for the following purposes:

- (a) To confirm the minutes (if not previously confirmed) of the previous Annual Meeting and, if any, Special Meetings, no discussion being permitted thereupon except as to their accuracy;
- (b) To receive the report of the Council and audited statements of account for the year ended 31st December preceding;

- (c) To elect an Auditor or Auditors for the ensuing year;
- (d) To transact any other business which may legally be considered of which at least twenty-one (21) days' notice has been given. Provided that such notice may be waived if two-thirds of the Members present and voting so decide.

6.2 All members of the Foundation entitled to vote shall be notified of the time, date and place of any General Meeting whether Annual or Special at least fourteen days prior to the date of such meeting, and, if special resolutions are to be considered at an Annual General Meeting or Special General Meeting of Members, then at least twenty-one (21) days' prior notice shall be given, such notification to be in accordance with Rule 18 hereof.

6.3 If required by the Council or upon the requisition in writing of six members of the Council or of ten Members, the Secretary shall, as provided in Rule 6.1 hereof, convene a Special General Meeting of Members, the occasion for calling such meeting being stated in the requisition, and no business shall be transacted at the Special General Meeting excepting that for which it shall have been summoned and the confirmation of the minutes of any previous Special Meeting, provided that if the secretary fails to convene such meeting within one month of receiving the requisition, any of the members requesting the meeting may convene a Special General Meeting to be held within three months of that date.

6.4 Twenty Members entitled to vote shall form a quorum at any General Meeting. If a quorum does not assemble and proceed to business within half an hour of the appointed time for the commencement of the meeting, the meeting shall adjourn for 30 minutes. When the half hour is completed the Members present (being not less than ten) shall be a quorum

6.5 At every General Meeting, the Chairman, or, in his absence, the Vice Chairman, shall preside as Chairman, but, if neither of these Office Bearers is in attendance, the Members present shall choose one of their number to be Chairman at that meeting.

6.6 A Minute Book shall be kept in which shall be recorded minutes of all General Meetings. Such Minutes if purporting to be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding General Meeting shall be evidence of the proceedings and such meetings shall be deemed to have been duly convened and held and resolutions recorded in the minutes duly passed or otherwise as recorded.

7. VOTING AT MEETINGS OF MEMBERS –

7.1 At all meetings of Members, all questions shall be determined by a show of hands and (unless before or on the declaration of the result a poll is demanded) a declaration by the Chairman that the resolution has (on a show of hands) been carried or carried unanimously or carried by a particular majority or lost and entry to that effect in the Minute Book is evidence of the fact.

7.2 Notwithstanding the provision of Rule 7.1 hereof, if before or on the declaration of a show of hands:

- (a) A division is demanded by not less than two Members, the question shall be determined by division; or,
- (b) A secret ballot is demanded by a majority of the Members present, the question shall be determined by secret ballot.

7.3 Voting by proxy shall not be permitted.

7.4 At all meetings of Members, the Chairman shall have a deliberative vote only. In the event of there being an equality of votes on any question, such question shall be resolved so as to preserve the *status quo*.

7.5 A Member who is also a Life Governor or Life Member shall be entitled to one vote only.

8. GENERAL COUNCIL AND OFFICE BEARERS –

8.1 (1) Subject to these Rules, the affairs of the Foundation shall be managed by a General Council which shall consist of:

(a) Three representatives from each participating District of Lions Clubs International, such representation being elected at their respective District Convention for the term and in the manner hereinafter provided;

(b)

(i) The District Governor, or, in his absence, the Vice District Governor, for the time being of all participating Districts, a member of the General Council of the Foundation, be interpreted to mean that when a District Governor is unable to attend a Council Meeting, the First Vice District Governor may attend in his place, or, if the First Vice District Governor is also unable to attend a Council Meeting, the Second Vice District Governor may attend in the District Governor's place.

(ii) That a Vice District Governor attending on behalf of his absent District Governor may exercise all the functions of an elected member of the General Council.

(iii) The Secretary shall, whenever it is considered necessary, advise the participating Districts of the interpretation hereof.

(c) Not more than four Lions members, being Members in good standing in Lions Clubs in good standing within the participating Districts, who may be appointed for a term not exceeding one year and who shall retire at the conclusion of the Annual General Meeting following such appointment. Such appointments shall be made by the Council to fill specific roles on the Council which cannot be effectively filled from among the elected Councillors. Such appointees shall be eligible for reappointment and no more than two such appointees shall be Members of Lions Clubs in the same "V" District. However, if the Council deems it necessary, a fifth member, a Lions member in good standing in a Lions Club in good standing may be appointed by the Council to fill the role as described in Rule 8.6 (a).

(2) (a) At each "V" District Convention of Lions Clubs International, the delegates may elect one representative to fill one vacancy due to rotation, such representative to take office on 1st July next following the date of his election. Such representative shall serve on the Council for a period of three years and retire on 30th June in the third year of office provided that, with the prior approval of Council, a District may, by resolution carried at its Convention, choose to elect its representative to Council for a period of one or two years in lieu of the three year term.

(b) Any representative retiring by rotation shall be eligible for re-election.

(c) In the case of an equality of votes between candidates, the Returning Officer of the District concerned shall decide by lot which candidate will be declared elected.

8.2 It shall be the duty of the Council to promote and further the purposes for which the Foundation was established.

8.3 The income and property of the Foundation shall be used and applied in promotion of its purposes and the exercise of its powers as set out herein and no proportion thereof shall be distributed paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to amongst the Members of the Foundation, provided that nothing herein contained shall

prevent the payment in good faith of interest to any such Member in respect of moneys advanced by him to the Foundation or otherwise owing by the Foundation to him or of remuneration to any Office Bearers or servants of the Foundation or to any Member of the Foundation or other person in return for any services actually rendered to the Foundation. Provided further that nothing herein contained shall be construed as to prevent the payment or repayment to any Members out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by the Foundation or reasonable or proper rent for premises demised or let to the Foundation or the provision of services to a Member to which he would be entitled in accordance with the purposes if he were not a Member.

8.4 Any member of the Council who has a financial interest in any contract or arrangement made or proposed to be made with the Council shall disclose his interest at the first meeting of the Council at which the contract or arrangement is first taken into consideration if his interest then exists or, in any other case, at the first meeting of the Council after the acquisition of his interest. If he becomes interested in a contract or arrangement after it is made or entered into, he shall disclose his interest at the first meeting after he becomes so interested.

8.5 No member of the Council shall vote as a member of the Council in respect to any contract or arrangement in which he is so interested as aforesaid and, if he does so vote, his vote shall not be counted.

8.6 (a) The Office Bearers of the Foundation shall be the Chairman, Vice Chairman, Secretary and Treasurer, who shall be elected by the Council from among its members. Provided that the Council may, if it so decides, appoint a person as Secretary and/or Treasurer who is not a member of the Council and who, in such event, shall attend and may speak at meetings but shall not have a vote and his services may be terminated at any time by the Council and he shall not come up for annual election unless the Council so decides. The Secretary and Treasurer shall enter into a Fidelity Bond for an amount approved by the Council, the premium for which shall be paid by the Foundation.

(b) The Office Bearers shall be elected annually by the Council at the Annual General Meeting in February to take office on the 1st July in each year and shall hold office for one year or until their respective successors are elected.

(c) Office Bearers shall be eligible for re-election.

(d) A casual vacancy shall arise in the membership of the Council (other than a District Governor who is a member *ex-officio*) in the following circumstances:

(i) A member ceasing at any time to have the qualifications for membership of the Foundation; or,

(ii) A member resigning from the Council of the Foundation; or,

(iii) A member being made bankrupt or assigning his estate for the benefit of his creditors; or,

(iv) A member becoming permanently physically or mentally incapable of managing his affairs; or,

(v) A member being expelled.

(e) Any member may be expelled from the Council for cause, by not less than three-quarters of the members voting on a Special Resolution, at a General Meeting for which notice of no more than 28 days and no less than 14 days notice has been given, and such notice shall detail the reason for the meeting. Following a decision to expel, the member may request that the Procedures as

set out within Section 13 of these Rules be applied.

8.7 In the event of a casual vacancy in the office of Chairman, Vice-Chairman, Secretary or Treasurer the Council may appoint to the vacant office another member of the Council and the person so appointed shall continue in office until the expiration of the term of office of the person whose vacancy he fills.

(a) In the event of a casual vacancy on the Council, the Secretary shall notify the District Governor of the District which elected the member in respect of whom the casual vacancy has arisen and invite such District Governor to appoint a member in good standing of a Lions Club in that District in good standing to fill the casual vacancy which has arisen. The person so appointed shall serve until the expiration of the term of the person in respect of whom the vacancy arose.

(b) The Council may act notwithstanding any vacancy in its membership.

9. MEETINGS OF GENERAL COUNCIL –

9.1 The Council shall meet at least once in every three months at such place date and time as it may from time to time determine. At least ten days' notice in writing shall be served on each member of the Council in the manner hereinafter described.

9.2 Special meetings of the Council may be convened by the Chairman or any six (6) members of the Council.

At least ten days' notice in writing shall be given to members specifying the general nature of the business to be transacted and no other business shall be transacted at such meetings. Provided that shorter notice than ten days' may be given if two-thirds of the members of the Council so agree.

9.3 Six members of the Council shall form a quorum at any meeting of the Council. No business shall be conducted unless a quorum is present and if within half an hour of the appointed time for the commencement of the meeting a quorum is not present the meeting shall stand adjourned.

9.4 The Chairman, or, in his absence, the Vice Chairman, shall preside at all meetings of the Council, but if neither of these Office Bearers is present the members shall choose one of their number to be Chairman.

9.5 All questions arising at any meeting of the Council shall be decided by show of hands or, if demanded by any member, by a division or, if demanded by a majority of members, by a secret ballot. Each member shall have one vote.

9.6 The Chairman shall have a deliberative vote only and in the event of an equality of votes on any question, the question shall be resolved so as to preserve the *status quo*.

9.7 The Council shall prepare and lay before the Members at each General Meeting a general report of the affairs of the Foundation, together with statements of account duly audited for the twelve months ended 31st December preceeding the day of such meeting.

9.8 (a) The Secretary shall keep, or cause to be kept, minutes of the resolutions and proceedings of each of the meetings of the Council and General Meetings of the Members in books provided for that purpose together with a record of the names of the members present at Council meetings.

(b) In addition to the foregoing, the Secretary shall carry out such duties as are required of him in these Rules, are assigned to him by the Council and are required by the Act. (See also Rule 14 – Custody and Inspection of Books and Records.)

10. COMMITTEES –

10.1 Each project conducted under the auspices of the Foundation shall operate under a management committee and may adopt its own constitution and/or by-laws to facilitate its activities. Such constitution and/or by-laws shall be subject to and consistent with these Rules and may include:

- (a) The composition of each management body, which shall be subject to the approval of the District Governors or District Conventions of the participating Districts;
- (b) Such rules as are necessary for the project;
- (c) The establishment of bank accounts where approved by the Council.

However, nothing contained herein shall empower the Foundation to control the operation of a Chartered Lions Club or of any corporation formed by Lions Clubs or Lions Districts.

10.2 The Council shall maintain the following committees and may establish such other committees as it may from time to time find necessary. A majority of the members of each such committee shall be a quorum and, unless Council determines otherwise, the members of each such committee may elect one of their number to be their Chairman. The Chairman or Vice Chairman of the Council shall be an *ex-officio* member of each such committee.

(1) **Finance Committee:**

- (a) The Finance Committee shall be responsible for:
 - (i) Consideration and approval of the budgets of all projects, which shall be submitted annually;
 - (ii) Recommending to Council the disbursement of funds to such bodies;
 - (iii) Advice to the Council and project management bodies.
- (b) The committee shall comprise:
 - (i) The Foundation Treasurer, who shall act as Chairman;
 - (ii) The Foundation Secretary, who shall act as Deputy Chairman;
 - (iii) Three other members of Council elected by Council at its first meeting after 1st July each year;

(iv) The Chairman of the Public Relations and Marketing Committee or a nominee.

NOTES:

1. *Following the lodgement of a written submission (in the required format) to the Foundation Secretary by a project seeking financial assistance from the Foundation, the Treasurer or a nominated representative of that project shall be entitled to receive notification of and attend the relevant Finance Committee meeting to speak on the submission.*

2. *A representative of each project under the 'umbrella' of the Foundation may attend the Finance Committee meetings as of right without a vote and not forming part of a quorum.*

(2) **Public Relations and Marketing Committee:**

(a) The Public Relations and Marketing Committee shall consist of three members of the Council who shall be elected by the Council at its first meeting after 1st July each year and up to three Lions who may be seconded by the Committee with the approval of the Council.

(b) Any project desiring to run a fund raising activity must apply for approval to the Public Relations and Marketing Committee.

10.3 (a) The funds of the Foundation shall be derived from membership fees, fund raising activities, bequests, donations, interest and other such sources as the Council may determine.

(b) The Treasurer shall receive all moneys on account of the Foundation and shall issue official receipts for the same forthwith.

(c) Such moneys shall be deposited without delay to the credit of the Foundation in such Bank as the Council may from time to time determine and the Treasurer shall satisfy himself that all moneys received are so lodged.

(d) Funds shall be disbursed by the Council on the recommendation of the Finance Committee as the Council shall determine, provided however that donations designated for a particular Project shall be paid to such Project.

(e) All accounts shall be paid by cheque and no payment shall be made without the authority of the Council.

(f) All cheques drawn shall be signed by any two of five members of the Council, being the Chairman, Treasurer and Secretary and two others appointed for the purpose, provided that all cheques bear the signature of the Chairman, Treasurer or Secretary.

11. AUDITOR –

11.1 (a) An Auditor or Auditors shall be appointed at the Annual General Meeting of members and remuneration payable for auditing services shall be fixed.

11.1 (b) A 'tier two prescribed association' is an incorporated association with annual gross revenue of more than \$500,000 or less than \$3,000,000.

Prescribed associations must prepare their financial statements in accordance with Australian Equivalents to International Financial Reporting Standards (AIFRS). These are issued by the Australian Accounting Standards Board (AASB).

Prescribed associations must have their accounts audited at the end of their financial year by either:

- A registered company auditor or firm or registered company auditor;
- A member of CPA Australia or the Institute of Chartered Accountants in Australia;
- Someone approved by the Registrar of Incorporated Associations for this purpose; for example, a member of the Institute of Public Accountants who holds Professional National Accountant status.

The auditor must not be:

- A member of the incorporated association's management committee;
- An employer or an employee of a member of the committee;
- A member of the same partnership as a member of the committee;
- An employee of the incorporated association.

An association can only remove its auditor by a resolution passed at a general meeting. Advance notice of at least two months of the proposed resolution must be given to all members, the auditor and the Registrar.

12. DISPUTE RESOLUTION –

- 12.1** All disputes arising between any Lions Member or Lions Members, or a former Lions Member or Lions Members of the Foundation, or any Member of the Council, or any Lions Member, or any other of all associated designations of membership of the Foundation, relative to membership, or the interpretation, breach of, or application of the Foundation's Statement of Purposes and/or Statement of Rules, or the expulsion of any Lions Member from a Member Club of Multiple District 201, or any other internal Lions Club matter in relation to the Foundation whatsoever which cannot be satisfactorily resolved through other means, shall be settled by dispute resolution. Except as otherwise provided herein, any time limits specified in this procedure may be shortened or extended by an appointed "V" District Governor (having been appointed by the "V" Districts Governors of the day), a Conciliator or the International Board of Directors (or its designee) upon a showing of good cause. All parties to any dispute subject to this procedure shall not pursue administrative or judicial actions during this dispute resolution process.
- 12.2** Any party to the dispute may file a written request with the appointed "V" District Governor (a "complaint") asking that dispute resolution take place. All requests for dispute resolution must be filed with the appointed "V" District Governor within thirty (30) days after the member knew or should have known of the occurrence of the event upon which the request is based. A copy of the complaint shall be sent to the respondent(s). A complaint filed under this procedure must be accompanied by a US\$50.00 filing fee or its equivalent in the respective national currency, payable by each complainant to the appointed "V" District Governor, which shall be submitted to the appointed "V" District Governor's Cabinet Treasurer at the time the complaint is filed. The appointed "V" District Governor may determine whether a higher filing fee will be charged for filing a complaint under this procedure. Any such higher filing fee must be approved by majority vote of the 201V5 District Governors in advance of charging any fee for filing a complaint under this procedure and any such fee shall not exceed US\$250.00, or its equivalent in the respective national currency, payable to the appointed "V" District Cabinet Treasurer. The entire filing fee will be retained by the appointed "V" District Cabinet Treasurer as an administrative fee and shall not be refunded to any party unless a refund procedure is approved by the "V" Districts Governors. All expenses incurred relative to this dispute resolution procedure are the responsibility of the appointed "V" District Governor Cabinet, unless established the established "V" District policy of the appointed District Governor provides that all expenses incurred relative to this Dispute Resolution procedure shall be paid on an equal basis by the parties to the dispute.
- 12.3** The respondent(s) to the complaint may file a written response to the complaint with the appointed "V" District Governor within ten (10) days of receiving notice of the complaint. A copy of the response shall be sent to the complainant(s).
- 12.4** Once a complaint has been filed, communications between the complainant(s), respondent(s), the appointed "V" District Governor and Conciliator should be kept confidential to the extent possible.
- 12.5** Within fifteen (15) days of receipt of the complaint, the appointed "V" District Governor shall appoint a neutral Conciliator to hear the dispute. The Conciliator shall be a Past District Governor who is currently a member in good standing of a Club in good standing, in one of the "V" Districts, other than from a District or a Club which is a party to the dispute, and who is impartial on the matter in dispute and without loyalties to any party to the dispute. The appointed "V" District Governor shall notify

the parties, in writing, of the name of the appointed Conciliator. In the event an appointed Conciliator is not acceptable to any party, the objecting party must submit a written statement to the appointed “V” District Governor within ten (10) days of receiving the appointed Conciliator’s notice of appointment identifying all the reasons for such an objection. If no such objection is received, the Conciliator shall be deemed acceptable to all parties. If the appointed “V” District Governor determines, in his or her sole discretion, that the party’s written objection statement sufficiently demonstrates that the appointed Conciliator lacks neutrality, the appointed “V” District Governor shall appoint a substitute Conciliator as provided above. Otherwise, the appointed “V” District Governor shall issue his denial of the objection(s) and confirm the appointment of the original Conciliator, in writing, to all parties. The appointed “V” District Governor’s decision and appointment shall be determined within fifteen (15) days of receiving any party’s written objection statement. Upon appointment, the Conciliator shall have all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure. The time limits in this Section 5 may not be shortened or extended by the appointed “V” District Governor. If the appointed “V” District Governor does not appoint a Conciliator to hear the dispute within fifteen (15) days of receipt of the complaint, the LCI Legal Division will appoint a Conciliator to hear the dispute. The Conciliator shall be a Past District Governor who is currently a member in good standing of a Club in good standing, in a “V” District in which the dispute arises, other than a District or a Club which is a party to the dispute, and who is impartial on the matter in dispute and without loyalties to any party to the dispute. The Legal Division shall notify the parties, in writing, of the name of the appointed Conciliator. In the event an appointed Conciliator is not acceptable to any party, the objecting party must submit a written statement to the Legal Division within ten (10) days of receiving the LCI Legal Division’s notice of appointment identifying all the reasons for such an objection. If no such objection is received, the Conciliator shall be deemed acceptable to all parties. If the LCI Legal Division determines, in their sole discretion, that the party’s written objection statement sufficiently demonstrates that the appointed Conciliator lacks neutrality, the LCI Legal Division shall appoint a substitute Conciliator as provided above. Otherwise, the Legal Division shall issue his denial of the objection(s) and confirm the appointment of the original Conciliator selected by the LCI Legal Division, in writing, to all parties. The Legal Division’s decision and appointment shall be determined within fifteen (15) days of receiving any party’s written objection statement. Upon appointment, the Conciliator shall have all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure.

- 12.6 Upon being appointed, the Conciliator shall arrange a meeting of the parties for the purpose of conciliating the dispute. The meeting shall be scheduled within thirty (30) days of the appointment of the Conciliator. The objective of the Conciliator shall be to find a prompt and amicable resolution to the dispute. If such conciliation efforts are unsuccessful, the Conciliator shall have the authority to issue his or her decision relative to the dispute. The Conciliator shall issue the decision in writing no later than thirty (30) days after the date on which the initial meeting of the parties was held, and the decision shall be final and binding on all parties. A copy of the written decision shall be provided to all parties, the appointed “V” District Governor and, upon request, to the Legal Division of Lions Clubs International. The decision of the Conciliator must be consistent with any applicable provisions of the International, Multiple District and District Constitutions and By-Laws and Policies of the International Board of Directors, and is subject to the authority of and further review by the International Board of Directors at the sole discretion of the International Board of Directors or its designee. Failure to comply with the final and binding decision of the Conciliator constitutes conduct unbecoming a Lion and is subject to loss of membership privileges.

A number of matters relating to Incorporated Associations can be referred to the Magistrates Court of Victoria. These are:

A member of this Association or the Registrar can apply to the Magistrates' Court for an order restraining this Association from doing an act that is outside the Association's Statement of Purposes or Rules. It needs to be emphasised that the Registrar may only apply to the Court if the Registrar is satisfied that it is in the public interest to do so.

The Registrar, after an investigation into the affairs of an Association or the working and financial condition of this Association, can apply to the Magistrates' Court for the appointment of a statutory manager if it is in the interests of its members, its creditors or the public.

A member of this Association will be able to apply to the Magistrates Court for an order preventing this Association from engaging in oppressive conduct. Oppressive conduct includes conduct that is unfairly prejudicial to, or unfairly discriminatory against, a member of this Association or is contrary to the interests of this Association as a whole (former members can also apply within six months of their membership ceasing).

13. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS –

13.1 Subject to the requirements of Lions Clubs International and the directions of the appointed "V" District Governor (see Rule 12 aforesaid) from time to time, the Chairman of this Foundation is required to investigate and to determine whatever course is applicable for any action of discipline and/or suspension of a Member of the Foundation and, as may be appropriate, for expulsion from the Foundation.

Such action shall determine whether or not the Member so involved may be permitted to continue as a Member of the Foundation.

13.2 Whatever the reason to cause such an action to be considered, the Chairman, or a Committee appointed by the Chairman and reporting to that person, shall consider:

- (a) If a Member has refused or neglected to comply with the requirements of the aforementioned Lions Clubs International in so far as they are applicable to the Foundation and/or the Rules of the Foundation;
- (b) If the Member has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Foundation; or
- (c)
 - (i) If the Member should be reprimanded; or
 - (ii) Temporarily suspended for a specified period; or
 - (iii) Expelled as a Member of the Foundation.

13.3 The resolution of the appointed Committee, and/or the decision of the Chairman, will not take effect until and unless a meeting of the Committee to confirm or revoke the resolution passed must be held not prior to fourteen (14) days, and not later than twenty-eight (28) days after due notice has been given to the Member in accordance with the following Sub-Rule 13.4.

13.4 The Chairman, or the Secretary under direction from the Chairman, must as soon as practicable cause due written notice to be given to the Member:

- (a) Setting out the resolution of the Committee or the determination of the Chairman and the grounds on which it is based; and
- (b) Stating that the Member may address the Committee, or the Chairman as the case may be, at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to the Member; and
- (c) Stating the date, place and time of the meeting; and
- (d) Informing the Member that he may do either of the following:
 - (i) Attend that meeting; or
 - (ii) Present to the Chairman, or the Committee as applicable, before the date of the meeting a written statement seeking the revocation of the resolution.
 - (iii) Informing the Member that, if at that meeting, the Chairman, or the appointed Committee, confirms the resolution, the Member may, not later than forty-eight (48) hours after that meeting, give the Chairman or the Secretary a notice to the effect that the Member wishes to appeal to the Foundation in general meeting against the resolution.

13.5 At a meeting of the Committee, **of no less than 3 persons**, to confirm or revoke a resolution passed in terms of Rule 13.4 (iii) aforesaid, the Committee must:

- (a) Give the Member an opportunity to be heard; and
- (b) Give due consideration to any written statement submitted by the Member; and
- (c) Determine a resolution whether to confirm or revoke the resolution.

13.6 If the Committee confirms the resolution, the Member may, not later than forty-eight (48) hours after the meeting, give the Chairman or the Secretary a notice to the effect that the member wishes to appeal to the Foundation in general meeting against the resolution.

If a notice is received in terms of this Sub-Rule 13.6, the Chairman and/or the Secretary must notify the Committee who must convene a general meeting of the Foundation to be held within twenty-one (21) days after the date on which the notice was received.

13.7 At a general meeting of the Foundation convened in accordance with Sub-Rule 13.6 aforesaid:

- (a) No business other than the question of the appeal may be conducted; and
- (b) The Chairman and/or the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) The Member must be given an opportunity to be heard; and
- (d) The Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

- 13.8 A resolution shall be confirmed if, at a general meeting, not less than two-thirds (2/3) of the Members present and voting in person, are in favour of the resolution.

In any other case, the resolution is revoked.

Voting by proxy shall not be permitted (refer Rule 7 aforesaid).

14. CUSTODY AND INSPECTION OF BOOKS AND RECORDS –

14.1 Except as otherwise provided in these Rules, the Secretary must keep in his custody or under his control all books, documents and securities of the Foundation.

14.2 All accounts, books, securities and any other relevant documents of the Foundation must be available for inspection free of charge by any Member upon request.

14.3 A Member may make a copy of any accounts, books, securities and any other relevant documents of the Foundation.

15. MODEL RULES (INCORPORATION ACT) –

15.1 Where not inconsistent with these Rules, the Model Rules shall apply to this Foundation, but where there are any inconsistencies these Rules shall prevail.

16. COMMON SEAL –

16.1 The Common Seal of the Foundation shall be kept in the custody of the Secretary.

16.2 The Common Seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the Common Seal shall be attested by the signatures of either two members of the Council or one member of the Council and the Secretary of the Foundation.

17. ALTERATION OF STATEMENT OF RULES AND STATEMENT OF PURPOSES –

17.1 These Rules and the Statement of Purposes shall not be altered except in accordance with the Act.

17.2 Any proposed alteration to these Rules or the Statement of Purposes shall be notified in writing to the Secretary at least thirty days before the General Meeting of Members at which the resolution is to be brought forward in the notice of such meeting, the Secretary shall include notice of the alteration/s proposed and give twenty one days notice of said meeting to members.

17.3. The proposed alteration/s shall be considered by the General Meeting of Members and if approved by not less than three quarters of the Members present and voting at such meeting shall be forwarded by the Secretary in the form of a resolution to each participating District for ratification by Convention.

17.4 For the purpose of ratification of any proposed alteration(s) to these Rules or the Statement of Purposes at District Conventions the following shall apply:

- (a) No amendments to the proposed alteration/s can be accepted, voting only being permitted on a “for or against” basis.
- (b) A majority of Conventions voting in favour is necessary to effect a change.

17.5 Any change so ratified shall be effective at the conclusion of the last Convention of participating Districts in that year.

17.6 The Council shall be empowered to make such alterations to these Rules and the Statement of Purposes as may be required by any law of the State of Victoria or the Commonwealth of Australia to comply with any Act or Regulation thereunder or of any body or person empowered under such Acts to administer the same.

18. NOTICES –

18.1 A notice may be served by or on behalf of the Foundation either personally or forwarding by postal mail or electronically to the address shown in the Register of Members.

18.2 Where a document is properly addressed, prepaid and posted to a person as a letter or electronically transmitted, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

19. WINDING UP –

19.1 Should the Foundation be wound up in accordance with the provisions of the Associations Incorporation Reform Act 2012, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to a fund, authority or institution referred to in Section 30 of the Income Assessment Act 1997 as shall be determined:

19.1 (a) In accordance with a special resolution of the Members of the Foundation at or before the time of winding up; or

19.1 (b) In the absence of a special resolution of the Members, by the governing Council of Governors for Lions Clubs International at or before the time of winding-up; or

19.1 (c) In the absence of a determination by the governing Council of Governors, by the Registrar.

19.2 Winding or Revocation for a DGR:

19.2 (a) If the organisation is wound up or if the endorsement of the organisation as a deductible gift recipient is revoked, the following assets remaining after the payment of the organisation's liabilities shall be transferred to a fund, authority or institution **with similar objects**, which are charitable at law to which income tax deductible gifts can be made:

- (i) Gifts of money or property for the principal purpose of the organisation;
- (ii) Contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
- (iii) Money received by the organisation because of such gifts and contributions.

