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Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

Lions Clubs International Multiple District 202 New Zealand and Islands of the South Pacific

2. Society number

317419

I certify that the alteration has been made in accordance with the rules of the society.

Name

David Dawick

Position

Executive Officer

Signature

3 / 12 / 14

3. Complete this checklist before filing your application

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **NOTE** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

For society name changes --

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz.

What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered.

4. Your contact details

Name and postal address
David Dawick, Executive Officer
Lions Clubs New Zealand
P O Box 691
Orewa 0946

Telephone

Email (optional)



**Lions Clubs International
Multiple District 202
New Zealand and Islands of the South Pacific
Incorporated**

Constitution and By-Laws

Date Adopted: 26th Day of April 2014

Date Amended: 8 July 2014



Lions Clubs International

PURPOSES

TO ORGANISE, *charter and supervise service clubs to be known as Lions Clubs*

TO COORDINATE *the activities and standardise the administration of Lions Clubs*

TO CREATE *and foster a spirit of understanding among the peoples of the world*

TO PROMOTE *the principles of good government and good citizenship*

TO TAKE *an active interest in the civic, cultural, social and moral welfare of the community*

TO UNITE *the clubs in the bonds of friendship, good fellowship and mutual understanding.*

TO PROVIDE *a forum for the open discussion of all matters of public interest provided, however, that partisan politics and sectarian religion shall not be debated by club members*

TO ENCOURAGE *service-minded people to serve their communities without personal financial reward and to encourage efficiency and to promote high ethical standards in commerce, industry, professions, public works, and private endeavours*

VISION STATEMENT

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

MISSION STATEMENT

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

Multiple District 202 Constitution and By-Laws

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MULTIPLE DISTRICT 202 CONSTITUTION

ARTICLE I

Name

This organisation shall be known as Lions Clubs International Multiple District 202 New Zealand and Islands of the South Pacific Incorporated hereinafter referred to as "this multiple district."

ARTICLE II

Purposes

The purposes of this multiple district shall be:

- (a) To provide an administrative structure with which to advance the Purposes of Lions Clubs International in this Multiple District.
- (b) To create and foster a spirit of understanding among the peoples of the world.
- (c) To promote the principles of good government and good citizenship.
- (d) To take an active interest in the civic, cultural, social and moral welfare of the community.
- (e) To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- (f) To provide a forum for the open discussion of all matters of public interest provided however that partisan politics and sectarian religion shall not be debated by club members.
- (g) To encourage service-minded people to serve their communities without personal financial reward and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavours.

ARTICLE III

Membership

- (a) The members of this organisation shall be all Lions Clubs in this multiple district chartered by Lions Clubs International.
- (b) Any such club shall cease to be a member immediately it ceases to be a club chartered by Lions Clubs International.
- (c) This multiple district shall consist of sub-districts, with boundary lines as adopted by a multiple district convention and approved by the International Board of Directors of Lions Clubs International.
- (d) The initial seven sub-districts shall be those in existence on the date of adoption of this constitution.
- (e) Lions Clubs International will designate the name of each Sub-District.

ARTICLE IV

Emblem, Colours, Slogan and Motto

Section 1. EMBLEM.

The emblem of this association and each chartered club shall be of a design as follows:



Section 2. USE OF NAME AND EMBLEM.

Use of the name, goodwill, emblem and other logos of the association shall be according to the guidelines established from time to time by Lions Clubs International.

Section 3.COLOURS.

The colours of this association and of each chartered club shall be purple and gold.

Section 4.SLOGAN.

Its Slogan shall be: Liberty, Intelligence, Our Nation's Safety.

Section 5.MOTTO.

Its Motto shall be: We Serve.

ARTICLE V

Supremacy

This constitution shall govern this Multiple District provided that, except where this constitution specifically says otherwise, the following shall apply:

- (a) the provisions of the LCI model shall be deemed to be included in this constitution;
- (b) where there is any conflict between the provisions of this constitution and those of the LCI model, those of the LCI model shall prevail;

and further provided that this constitution shall at all times conform to the Purposes, Vision Statement and Mission Statement of Lions Clubs International.

ARTICLE VI

Officers and Council of Governors

Section 1.COMPOSITION.

There shall be a Council of Governors composed of all the district governors in the multiple district plus one current or past district governor who shall serve as council chairman.

Members of the council of governors are the officers of the multiple district. Each member (including the council chairman) shall have one vote. The council chairman shall serve for one year and shall not serve in that capacity again.

Section 2.OFFICERS.

The officers of the Council of Governors shall be an Executive Officer, a Treasurer, a Legal Counsel and such other officers as the Council of Governors shall deem necessary, all of whom, except the Executive Officer, shall be elected annually by the Council of Governors at their August Council of Governors' meeting. The Executive Officer shall be appointed on a permanent basis for a minimum period of two years and upon terms and conditions as the Council of Governors shall in its discretion decide.

Section 3. REMOVAL.

The chairman of the Council of Governors and/or any officer of the Council may be removed, for good reason, by a two thirds vote of the entire number of the Council members who are district governors.

Article VII

Multiple District Convention

Section 1. TIME AND PLACE.

An annual convention of this multiple district shall be held in each year not later than 30 days prior to the international convention at a place selected by the delegates of a previous annual convention of this multiple district and at a date and time fixed by the Council of Governors.

Section 2. CLUB DELEGATE FORMULA.

Each chartered club in good standing in Lions Clubs International in this multiple district shall be entitled in each convention of this multiple district to one (1) delegate or one (1) alternate for each ten (10) members, who have been enrolled for at least one year and a day in the club or major fraction thereof, of said club as shown by the records of Lions Clubs International on the first day of the month last preceding that month during which the convention is held.

The major fraction referred to in this section shall be five (5) or more members. Each certified delegate present in person shall be entitled to cast one (1) vote only for each office to be filled by, and one (1) vote only on each question submitted to, the respective convention.

Unless otherwise specified herein, the affirmative vote of a majority of the delegates voting on any question shall be the act of the convention.

All eligible delegates must be members in good standing of a club in good standing in this multiple district. Delinquent dues may be paid and good standing acquired at any time prior to the close of credential certification, such closing time shall be established by the rules of the respective convention.

Section 3. QUORUM

A majority of the delegates registered and certified for a multiple district convention shall constitute the quorum.

Section 5. REQUEST OF CONVENTION PROCEEDINGS

Upon receiving a request so to do from any club, the Executive Officer shall forward to that club one copy of the minutes of the Multiple District Convention.

Section 6. SPECIAL CONVENTION

A Special Convention of the clubs of the Multiple District may be called by a two-thirds vote of the Council of Governors at such time and place as they shall determine, provided that such Special Convention shall conclude no less than 15 days prior to the convening date of the International Convention.

Written notice of the Special Convention setting forth the time, place and purpose thereof, shall be provided to each club in the Multiple District by the Multiple District Council Executive Officer, no less than 30 days prior to the convening date of the Special Convention.

ARTICLE VIII

Multiple District Dispute Resolution Procedure

Section 1. DISPUTES SUBJECT TO PROCEDURE All disputes relative to membership, club boundaries, or interpretation, breach of, or application of the multiple district constitution and by-laws, or any policy or procedure adopted from time to time by the multiple district council of governors, or any other internal Lions multiple district matter that cannot be satisfactorily resolved through other means, arising between any clubs or sub-districts in the multiple district, or any club(s) or sub-district(s) and the multiple district administration, shall be settled by the following dispute resolution procedure. Except as otherwise provided herein, any time limits specified in this

procedure may be shortened or extended by the multiple district council chairman or, in the event the complaint is directed against the council chairman, the council secretary or council treasurer, conciliators 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.

Section 2. COMPLAINTS AND FILING FEE

Any Lions club in good standing or sub-district within the association (the "complainant") may file a written request with the council chairman or, in the event the complaint is directed against the council chairman, the council secretary or council treasurer, (a "complaint"), with a copy to the Legal Division, asking that dispute resolution take place under this procedure. The complaint must be filed within thirty (30) days after the complainant(s) knew or should have known of the occurrence of the event upon which the complaint is based. The complainant(s) must submit minutes signed by the club or cabinet secretary certifying that a resolution in support of filing the complaint has been adopted by a majority of the entire membership of the club or district cabinet. A copy of the complaint shall be sent to the respondent(s).

A complaint filed under this procedure must be accompanied by a five hundred dollar (\$500.00) filing fee payable by each complainant to the multiple district which shall be submitted to the council chairman or, in the event the complaint is directed against the council chairman, the council secretary or council treasurer, at the time the complaint is filed. In the event the complaint is settled or withdrawn prior to a final decision by the conciliators, one hundred dollars (\$100.00) shall be retained by the multiple district as an administrative fee and two hundred dollars (\$200.00) shall be refunded to the complainant and two hundred dollars (\$200.00) shall be paid to the respondent (which shall be shared on an equal basis if there is more than one respondent). In the event the selected conciliators find the complaint to have merit and the complaint is upheld, one hundred dollars (\$100.00) shall be retained by the multiple district as an administrative fee and four hundred dollars (\$400.00) shall be refunded to the complainant. In the event the selected conciliators deny the complaint for any reason, one hundred dollars (\$100.00) shall be retained by the multiple district as an administrative fee and four hundred dollars (\$400.00) shall be paid to the respondent (which shall be shared on an equal basis if there is more than one respondent). In the event the complaint is not settled, withdrawn, upheld or denied within the time frames established by this procedure (unless an extension has been granted for good cause), then the entire fee will be automatically retained by the multiple district as an administrative fee and shall not be refunded to any party. All expenses incurred relative to this dispute resolution procedure are the responsibility of the multiple district, unless established multiple district policy provides that all expenses incurred relative to this dispute resolution procedure shall be paid on an equal basis by the parties to the dispute.

Section 3. RESPONSE TO COMPLAINT

The respondent(s) to the complaint may file a written response to the complaint with the council chairman or, in the event the complaint is directed against the council chairman, the council secretary or council treasurer, with a copy to the Legal Division of Lions Clubs International, within ten (10) days of receiving notice of the complaint. A copy of the response shall be sent to the complainant(s).

Section 4. CONFIDENTIALITY

Once a complaint has been filed, communications between the complainant(s), respondent(s), council chairman or, in the event the complaint is directed against the council chairman, the council secretary or council treasurer, and conciliators should be kept confidential to the extent possible.

Section 5. SELECTION OF CONCILIATORS

Within fifteen (15) days of filing the complaint, each party to the dispute shall select one (1) neutral conciliator, who shall be a past district governor, preferably a past council chairman, who is currently a member in good standing of a club in good standing, other than a club which is a party to the dispute, in the multiple district in which the dispute arises, and shall be impartial on the matter in dispute and without loyalties to any party to the dispute. The selected conciliators shall select one (1) neutral conciliator who will serve as chairman, and who shall be a past international director and is currently a member in good standing of a club in good standing in the multiple district in which the dispute arises, other than a club which is a party to the dispute, and shall be impartial on the matter in dispute and without loyalties to any party to the dispute. In the event there is no neutral past international director who may be selected from within the multiple district in which the dispute arises, the selected conciliators may select one (1) neutral conciliator/chairman who shall be a past international director and is a member of a club in good standing outside the respective multiple district. The selected conciliators' decision relative to the selection of the conciliator/chairman shall be final and binding. Upon completion of the selection process, the conciliators shall be deemed appointed with all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure. In the event the selected conciliators cannot agree on the selection of the conciliator/chairperson within fifteen (15) days, then the selected conciliators shall be automatically deemed to have resigned for administrative reasons and the parties must select new conciliators ("the second team of selected conciliators") who shall then select one (1) neutral conciliator/chairman in accordance with the selection procedures and requirements described above. In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairman from within the multiple district in which the dispute arises, the selected conciliators may select one (1) neutral conciliator/chairperson who shall be a past international director and is a member of a club in good standing outside the respective multiple district. In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairman from within or outside the multiple district in which the dispute arises, then the past international director who most recently served on the International Board of Directors from within the multiple district in which the dispute arises or from an adjacent multiple district, whichever is closest in proximity, shall be appointed as conciliator/chairman. The time limits in this Section 5 may not be shortened or extended by the multiple district council chairman or, in the event the complaint is directed against the council chairman, the council secretary or council treasurer, or the conciliators.

Section 6. CONCILIATION MEETING & DECISION OF CONCILIATORS

Upon being appointed, the conciliators 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 conciliators. The objective of the conciliators shall be to find a prompt and amicable resolution to the dispute. If such conciliation efforts are unsuccessful, the conciliators shall have the authority to issue their decision relative to the dispute. The conciliators shall issue their 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. The written decision shall be signed by all the conciliators, with the dissent of any conciliator properly noted, and a copy of the written decision shall be provided to all parties, the multiple district council chairman, or, in the event the complaint is directed against the council chairman, the council secretary or council treasurer, the multiple district council of governors and to the Legal Division of Lions Clubs International. The decision of the conciliators 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 conciliators constitutes conduct unbecoming a Lion and is subject to loss of membership privileges and/or charter cancellation.

ARTICLE IX
Amendments

Section 1. AMENDING PROCEDURE.

(a) This constitution may be amended only at a multiple district convention by the affirmative vote of two-thirds (2/3) of the votes cast.

(b) Notices of Motion of amendments to the Constitution are to be reported to the Multiple District Convention by the Council of Governors and must have the approval of the:

- Council of Governors, or
- A majority of the Sub District Conventions.

Section 2. AUTOMATIC UPDATE.

When amendments to the International Constitution and By-Laws are passed at the International Convention, any amendments that would have an effect on this Multiple District Constitution and By Laws shall automatically be updated in this multiple district constitution and by-laws at the close of the convention.

Section 3. NOTICE.

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

Section 4. EFFECTIVE DATE.

Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

ARTICLE X
Reserved Provisions

Section 1. The following parts of this constitution and By-laws shall be "reserved provisions" as defined in By-law 16:

- a. Article V Supremacy
- b. Article VI (Sec. 2) Officers of the Council
- c. By-law 2 Appointment of Council Chairman
- d. By-law 6, paras 2,3, and 4 Alternative Meeting Formats
- e. By-law 10 Adoption of Multiple District or National Projects

BY-LAWS

By-Law 1 - Nominations and Endorsement of International Second Vice President and International Director Nominees

1. Endorsement procedure

Subject to the provisions of the International Constitution and By-Laws, any member of a Lions club in the multiple district seeking endorsement of the convention of the multiple district as a candidate for the office of international director or international second vice-president shall:

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

2. Sub-district endorsement

Any candidate seeking endorsement at the Multiple District Convention must first have secured the endorsement of his/her sub-district.

3. Notification

The Executive Officer will at the closing of nominations advise each District Governor and each Lions Club in the Multiple District of the nominations received.

4. No nomination received

Should there be no nominations of eligible persons after the close of nominations, or should the only qualified nominee or nominees die or withdraw their nomination or nominations prior to the election, nominations may be received from the floor of the Multiple District Convention of eligible persons who shall have firstly consented in writing to the Executive Officer to be a qualified candidate for election

5. Seconding speech

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

6. Candidate's speech

Candidates' speeches shall be limited to five (5) minutes.

7. Voting for candidates for the international board

- (a) Candidates for office on the International Board shall submit themselves to an election at the Multiple District Convention.
- (b) The vote on the question of endorsement shall be by secret ballot. The nominee receiving the majority of the votes cast shall be declared endorsed (elected) as the candidate of the Multiple District Convention.
- (c) In the event of a tied vote, or a failure of one nominee to receive the required majority, on any ballot, balloting shall continue with respect to the two nominees only who received the largest number of votes on the previous ballot until one receives the required majority of the votes cast.
- (d) In the event of a tie between two or more candidates a fresh ballot shall be held between the tied candidates and the election shall proceed as provided above. If, after such fresh ballot

there shall remain a tie between candidates the Chairman of the session at which the election is conducted shall determine the method by which the successful candidate shall be decided.

(e) Only the name of the successful candidate shall be announced by the Convention Chairman.

8. Certificate of endorsement

Certification of endorsement by the multiple district convention shall be made in writing to Lions Clubs International by the multiple district official designated, and in accordance with the requirements set forth, in the International Constitution and By Laws.

9. Validity

No endorsement of any candidacy of any member of a Lions club in this multiple district shall be valid unless and until the provisions of this Article have been met.

By-Law 2 - Appointment of Council Chairman

The council chairman shall be appointed by the district governors elect of the multiple district provided that such chairman shall be a current district governor or a past district governor from the most recent year when he/she takes office. The district governors elect may, at their discretion, extend the range of candidates for council chairman to include past district governors from the previous 2 years. The council chairman shall serve for a one-year term only and cannot serve in that capacity again. A meeting of the district governors of the Multiple District who will be in office during the term of the council chairman appointed shall be called immediately prior to the multiple district annual convention, but no later than 30 days following the closing of the International Convention for the purpose of selecting a council chairman. It shall be the duty of the attendees at this meeting to appoint a club member in good standing in a club in good standing in the multiple district as the council chairman.

By-Law 3 – Powers of Multiple District Council of Governors

Provided such powers are exercised in a way that complies with this constitution, the Council of Governors shall have the following powers:

- (a) Jurisdiction and control over all officers, trustees and agents, when acting as such, of the Council, and all committees of the Multiple District and the Multiple District Convention.
- (b) Management and control over the property, business and funds of the Multiple District.
- (c) Authority to invest any of the moneys of the Multiple District not immediately required in securities authorised by the law in New Zealand for the investment of trust funds and from time to time to vary or realise any such investments.
- (d) Authority to authorise any person or persons to sign on its behalf receipts, acceptances, cheques and other necessary documentation.
- (e) Authority to effect such insurances as it may from time to time determine and/or be authorised by Convention so to do, including protection for Lions members and others whilst engaged on or concerned in Lions affairs.
- (f) Jurisdiction, control and supervision over all phases of the Multiple District Convention and all other meetings of Multiple District bodies.

- (g) Control and management of all budgetary matters of the Multiple District and Committees of the Multiple District and Multiple District Convention.
- (h) Authority to make all necessary arrangements relating to the election of International Board Nominees and to allocate and pay such funds as in the opinion of the Council may be necessary to assist a New Zealand sponsored candidate.
- (i) Authority, subject to the provisions of this Constitution, to prepare and submit remits to a Multiple District Convention for debate and decision on any matter pertaining to Lionism in the Multiple District.
- (j) Authority to purchase, take on lease or in exchange, on hire or otherwise acquire any real or personal property and any rights or privileges which are necessary or expedient for carrying out the objects herein provided and to sell, exchange, let on bail or lease, or in any other manner dispose of any such property rights or privileges,
- (k) Authority to cause to be prepared, compiled and published from time to time
 - (i) The Lion Magazine South Pacific edition
 - (ii) Multiple District Directory
- (l) Authority to administer property on trust.
- (m) Authority to open and operate bank accounts.
- (n) Authority to borrow monies on such terms as the Council may from time to time determine for the purposes of the administration of the Multiple District.
- (o) Authority to give such security as the Council may from time to time determine for the discharge of liabilities of the Multiple District.
- (p) At its discretion to approve and pay out of funds administered by it such authorised expenditure, disbursements and honoraria as it shall determine.
- (q) Authority to do all such acts and things as may be incidental or conducive to the attainment of all or any of the objects of the Multiple District herein before provided and/or the duties of the Multiple District Council.

By-Law 4 - Duties of Multiple District Council of Governors

1. Multiple District Council of Governors

The Multiple District Council shall supervise the administration of the multiple district affairs, and may choose such officers, hold such meetings, administer such funds, authorise such expenditures and exercise such other administrative powers as are provided herein and in particular shall:

- (a) The presence in person of a majority of the members of the Multiple District Council shall constitute a quorum at any meeting thereof and all matters shall be decided by a majority of such members present in person PROVIDED HOWEVER that in the event a member of the Multiple District Council is unable to attend a meeting thereof that member may appoint the Vice District Governor or, if the Vice District Governor is unable to attend, a member of the Sub-District Cabinet to be an alternate substitute member to attend and vote at such a meeting.

- (b) Maintain a manual of operations to be known as 'The Council Manual' and which will be updated from time to time.
- (c) Keep proper records and books of account which shall be audited at least annually by a qualified accountant.
- (d) Budgets for all Multiple District activities showing anticipated income and expenditure for the ensuing year shall be prepared for consideration by the Council at its second meeting and, except in the case of emergency or necessity, not incur expenditure beyond such budget provisions.

2. Multiple District Council Chairman

The Multiple District Council Chairman shall be the administrative facilitator of the multiple district. All actions are subject to the authority, direction and supervision of the multiple district council of governors. In cooperation with the council of governors, the council chairperson shall:

- (a) Further the Purposes of this association;
- (b) Assist in communicating information regarding international and multiple district policies, programs and events;
- (c) Document and make available the goals and long range plans for the multiple district as established by the council of governors;
- (d) Convene meetings and facilitate discussion during council meetings;
- (e) Facilitate the operations of the multiple district convention;
- (f) Support efforts initiated by the International Board of Directors or the council of governors that are intended to create and foster harmony and unity among district governors;
- (g) Submit reports and perform such duties as may be required by the multiple district constitution and by-laws;
- (h) Perform such other administrative duties as may be assigned by the multiple district council of governors; and
- (i) Facilitate, at the close of his/her term of office, the timely presentation of all multiple district accounts, funds, and records to his/her successor in office.

Multiple District Executive Officer

Under the supervision and direction of the Council of Governors, the multiple district executive officer shall:

- (a) Keep an accurate record of the proceedings of all meetings of the Council of Governors and within ten (10) days after each meeting forward copies to all members of the Council of Governors.
- (b) Assist the Council of Governors in conducting the business of the multiple district, and perform such other duties as are specified or implied in the constitution and by-laws, or as may be assigned to him/her from time to time by the Council of Governors.
- (c) Receive and give proper receipts for all dues and taxes required to be paid over to

him/her by the sub-district cabinet secretary-treasurers, deposit the same in a bank or banks designated by the Council of Governors, and disburse the same under the supervision and control of the Council of Governors by cheques drawn against said deposits signed by himself/herself and countersigned by the council chairperson or Treasurer or other duly authorised council member.

(d) Keep accurate books and records of accounts and minutes of all Council of Governors and multiple district meetings, and permit inspection of the same by any member of the Council of Governors or any club in the multiple district (or any duly authorised agent of either) at any reasonable time for any proper purpose.

(e) Deliver, in a timely manner, at the conclusion of his/her term in office, the general and/or financial accounts, funds and records of the multiple district to his/her successor in office.

(f) In the event that separate offices of council executive officer and council treasurer are adopted the duties herein are to be attributed to each of the officers according to the nature of the duties.

4. Multiple District Treasurer

Under the supervision and direction of the Council of Governors, the multiple district treasurer shall be responsible to perform the tasks and duties detailed in the council manual as determined from time to time by the Council of Governors.

5. Multiple District Legal Counsel

Under the supervision and direction of the Council of Governors, the multiple district legal counsel shall be responsible to perform the tasks and duties detailed in the council manual as determined from time to time by the Council of Governors.

6. Multiple District Protocol Chairman

The Council of Governors can if they so wish appoint annually a protocol chairman for the multiple district. Under the supervision and direction of the Council of Governors, the protocol chairman shall:

- (a) At all events attended by visiting dignitaries, provide seating charts in keeping with the association's official protocol; ensure that spoken introductions are based on the same and ensure that dress requirements are clear for all events.
- (b) Arrange for proper airport (or other arrival) greetings; arrange suitable transportation to hotel or other lodging, inspect hotel room in advance to ensure its suitability, and provide appropriate amenities (flowers, fruit, etc).
- (c) Arrange for the proper escort of visitors to each function on the schedule.
- (d) Arrange courtesy calls on local government leaders (or regional and/or national leaders if the location suggests this as a possibility), as the visitor's schedule permits.
- (e) Coordinate public relations media exposure such as television, radio and print media, as necessary.
- (f) Coordinate departure from hotel, and transportation to airport (or other departure venue).

By-Law 5 - Multiple District Committees

1. Executive Management Committee

Under the supervision and direction of the Council of Governors, the Executive Management Committee shall be responsible to perform the tasks and duties detailed in the council manual as determined from time to time by the Council of Governors.

2. PR and Communications Committee

Under the supervision and direction of the Council of Governors, the PR and Communications Committee shall be responsible to perform the tasks and duties detailed in the council manual as determined from time to time by the Council of Governors

3. Credentials Committee.

The Credentials Committee of the multiple district convention shall be composed of the council of governors and the chairman of this committee shall be the council chairman.

3. Multiple District Convention Committee

The Council of Governors shall appoint, designate the chairman of, and fill any vacancies occurring in the multiple district convention committee.

The committee shall perform such duties as the Council of Governors shall designate.

5. International Officers Support Committee

- (a) There shall be a committee to be called the International Officers Support Committee.
- (b) The chairman of the International Officers Support Committee shall be the executive officer of the day and he/she shall appoint to the committee such Past District Governors as he/she may from time to time decide.
- (c) Any member of the International Officers Support Committee may resign his office at any time by written notice to the Multiple District Council.
- (d) The principal function of the International Officers Support committee shall be to advise the Multiple District Council in the use of the administration of the International Officers Support fund with particular reference to:
 - (i) The furtherance of the objects of Lions Clubs International:
 - (ii) The promotion of New Zealand's image abroad.
- (e) The International Officers Support Committee will have the following objects and responsibilities:
 - 1. The promotion of candidates for International Board office from Multiple District 202.
 - 2. To support, where applicable, the candidate for International office from other parts of our constitutional area.
 - 3. The support of International Board Officers during their term of office.
 - 4. The support of Board Appointees from Multiple District 202.
 - 5. The promotion of New Zealand image abroad at International Conventions or at International functions within our constitutional area.
 - 6. The support of Council Appointees where applicable in the furtherance of International matters that relate to our area at the discretion of the Council.
 - 7. The hosting of District Governors-elect and Council Chairman-elect at International Conventions, excluding travel and accommodation costs.
 - 8. Such other objects and responsibilities as Council may from time to time decide.
- (f) It is considered that the attendance of the Council Chairman-elect at the International Convention is the responsibility of Council and not the International Officers Support Committee.

6. Other Council Committees

The Council of Governors may create and appoint such other committees and positions as it deems necessary and appropriate for efficient operation of the multiple district.

By-Law 6 – Council Meetings

1. Council Meetings

- (a) The Council of Governors shall hold a regular meeting within sixty (60) days after the date on which the district governors officially take office, and such other meetings as it deems advisable.
- (b) The council chairman, or the Executive Officer, at the chairman's direction, shall issue a written call for each meeting of the Council of Governors, with the time and place to be set out in the call and to be determined by the chairman.
- (c) The date of any meeting save the first, which shall be set by the chairman, shall be determined by the Council of Governors.

2. Alternative Meeting Formats

Regular and/or special meetings of the Council of Governors may be held through the use of alternative meeting formats, such as teleconference and/or web conference. Such action may be initiated with approval of the majority of the Council of Governors.

3. Quorum

The presence in person of a majority of the members of the Multiple District Council shall constitute a quorum at any meeting thereof and all matters shall be decided by a majority of such members present in person PROVIDED HOWEVER that in the event a member of the Multiple District Council is unable to attend a meeting thereof that member may appoint the Vice District Governor or, if the Vice District Governor is unable to attend, a member of the Sub-District Cabinet to be an alternate substitute member to attend and vote at such a meeting.

4. Business Transacted by Mail

The Council of Governors may transact business by mail (including letters, electronic mail, facsimile transmission, or cable), provided that no such action shall be effective until approved in writing by two-thirds (2/3) of the entire number of the members of the council of governors. Such action may be initiated by the council chairman or any three (3) members of said council.

5. Business transacted by signed resolution

A resolution signed by all of the members of the Multiple District Council entitled to a vote shall be as valid and effectual as if passed at a duly constituted meeting of the Multiple District Council.

By-Law 7 - Multiple District Revenue

1. Multiple District Revenue

The Multiple District shall levy all the Lions Clubs of the Multiple District for each Lion member a multiple district due that shall be determined annually by a Council of Governors recommendation to a multiple district convention following the council approving financial plans and budgets for the ensuing year, as being sufficient to meet budgeted expenditure for:

- (a) Multiple district administration, including necessary insurances, club supplies trading and such contribution to the cost of the publications referred to in Article VI Section 3.

- (b) Multiple district convention administration and attendance of the council chairman, international guests and officers of the council of governors.
- (c) International officers support activities, including support for an international director from within MD202.
- (d) Multiple district youth programme activities.
- (e) Assistance to the sub-district administering the activities of those lions clubs based in the Islands of the South Pacific.

2. Calculation and payment of Multiple District dues

- (a) One half of the Multiple District dues to be paid by such Lions Clubs not later than the 10th day of September in each year for the half-yearly period from the 1st day of July to the 31st day of December in that year, and the remaining one half thereof not later than the 10th day of March in each year for the half-yearly period from the 1st day of January to the 30th day of June in that year.
- (b) Such dues (hereinafter called "the Multiple District dues") shall be based upon the membership of each Lions Club as at the 1st day of July and the 1st day of January respectively in each year.
- (c) New and re-organised Lions Clubs of the Multiple District shall commence paying the Multiple District dues as from the 1st day of January or the 1st day of July next after the date of official issue of such clubs charter, or re-organisation (as the case may be).
- (d) The Multiple District dues shall be collected from the Lions Clubs of the Multiple District by the Cabinet Secretary or the Cabinet Treasurer of each Sub-District who shall forthwith pay the same to the Executive Officer or the Treasurer of the Multiple District Council.

3. Remaining Funds

In any fiscal year, any balance remaining in the multiple district fund after payment of all multiple district expenses in that year shall remain in said fund and become available for future multiple district expenses and be treated as income in any fiscal year in which expended or made available solely for payment of such expenses.

4. Audit of Financial Reports

All books of account of the Multiple District after the close of the fiscal year shall be audited by an auditor who shall be a qualified accountant who shall not be a member of or an employee or officer of the Council of Governors.

By-Law 8 - Multiple District Conventions

1. Convention Site Selection

- (a) If any Lions Club or Clubs shall desire to be the host of the Multiple District Convention, such Club or Clubs shall make application in writing to the Multiple District Council not less than two and a half years in advance of the event such application to contain such information as the Multiple District Council shall from time to time prescribe.
- (b) The procedure to be followed in investigation of applications for the hosting of Multiple District Conventions and in the presentation of the same to Convention, as well as the action to be taken in the event that no applications are received, or if so received are unacceptable, shall be determined by the Council of Governors.
- (c) The location of the convention of this multiple district shall be rotated in successive years within three regions, namely the regions comprising sub-districts K and L (northern region), sub-districts D and M (central region) and sub-districts E, F and J (southern region).

2. Convention Committee

The Multiple District Council shall, as soon as possible after the determination of the place of a Multiple District Convention, appoint a Convention Organising Committee and its Chairman, from recommendations submitted by the Host Lions Club and approved by that Club's District Governor.

3. Official Call

The Council of Governors shall issue an official printed call for the annual multiple district convention not less than thirty (30) days prior to the date fixed for holding the same, stating the place, day and hour thereof.

4. Site Change

The Council of Governors shall retain, and have, absolute power to change at any time, for good reason, the convention site chosen by a multiple district convention, provided that such convention site shall be located within the boundaries of the multiple district, and neither the Council of Governors nor the multiple district nor any sub-district or sub-districts shall incur any liability thereby to any club or sub-district. Notice of this site change shall be furnished in writing to each club in the multiple district as early as practical prior to the convening date of the annual convention.

5. Officers

The members of the Council of Governors shall be the officers of the annual multiple district convention.

6. Order of Convention Business

The Council of Governors shall arrange the order of business for the multiple district convention, and the same shall be the order of the day for all sessions.

7. Rules of Order and Procedure

Except as otherwise specifically provided in this constitution and by-laws, or in the rules of procedure adopted for a meeting, all questions of order and procedure in any convention, any meeting of the Council of Governors, or multiple district committee shall be determined by Standing Orders as approved at each annual Multiple District Convention.

8. Sergeant-at-Arms

A convention sergeant-at-arms and such assistant sergeant-at-arms as it deems necessary may be appointed by the Council of Governors.

9. Official Report

Within sixty (60) days after the close of the multiple district convention, an official report shall be forwarded to Lions Clubs International by the Council of Governors, or, at its direction, by the Executive Officer.

10. Convention Procedure

- (a) The Multiple District Council shall have supervision and control over the programme, proceedings and all other phases of the Multiple District Convention.
- (b) Remits, recommendations, amendments to the Constitution and all other business for discussion at the Multiple District Convention may be introduced only by any of the Multiple District Council, a Sub-District Convention or a Sub-District Cabinet. Full particulars of business to be introduced by a Sub-District Convention or Cabinet shall be received by the Executive Officer at least sixty (60) days prior to the opening of the Multiple District Convention. The responsibility for the presentations to Multiple District Convention of Sub-District Convention Remits shall rest with the Sub-District Cabinet.

- (c) The Executive Officer shall at least thirty (30) days prior to the opening of the Multiple District convention forward to all Clubs in the Multiple District and/or cause to be published in the Lion Magazine South Pacific edition, full particulars of all such business.
- (d) The Multiple District Council may prior to or at any Multiple District Convention accept for consideration further business (not being amendments to the Constitution and By-Laws) provided twenty (20) hours' notice of such business is received by the Executive Officer prior to the opening of the principal business session and subject to the passing at that business session of a resolution agreeing to such business being discussed. Such business shall be discussed after consideration of all other matters on the order paper.
- (e) All amendments to remits and other matters for discussion at a Convention (including amendments to the Constitution and By-Laws) if substantial in form or content shall be notified in writing to the Executive Officer not less than twenty (20) hours prior to the opening of the principal business session of such Convention. The Chairman of the Multiple District Council shall in his/her sole discretion determine whether a proposed amendment or other matter for discussion is substantial in form or content.
- (f) Proposals to make representations to the Government of the day shall require a resolution passed by two-thirds of the voting delegates.

11. Delinquent Dues

Delinquent dues may be paid and good standing acquired at any time prior to the close of credential certification, such closing time shall be established by the council chairman.

12. Voting Procedure

- (a) Each voting delegate in person may cast one vote only on each issue to be voted on.
- (b) Voting shall be by a display of voting sticks, and unless otherwise specified herein, all matters shall be decided by a majority of voting delegates.
- (c) The close of delegate credential certification shall be fixed in the case of a Sub-District Convention by the district governor and in the case of a Multiple District Convention by the council chairman.

13. Quorum

A quorum shall comprise a majority of the registered and certified delegates of a Multiple District Convention.

14. Reporting

Upon receiving a request so to do from any club the Executive Officer shall forward to that club one copy of the complete proceedings of the Multiple District Convention.

15. Financial Management and Accountability

- (a) The Organising Committee of the Multiple District Convention shall submit to the Council of Governors financial accounts for the convention transactions it has managed not later than sixty (60) days after the close of such Convention and the Council of Governors shall incorporate those financial accounts in the Multiple District annual financial report to be audited by a qualified accountant who shall not be a member of the Host Club or Convention Organising Committee.
- (b) Any surplus moneys collected by the Organising Committee of the Multiple District Convention shall within sixty (60) days from the close of such Convention be handed to the Executive Officer or the Treasurer of the Multiple District Council to be lodged in the Multiple District Convention Fund.

By-Law 9 - Multiple District Convention Fund

1. Convention fund levy

In lieu of or in addition to a multiple district convention registration fee, an annual multiple district convention fund levy may be levied upon each member of each club in the multiple district and shall be collected and paid in advance by each club, except newly chartered and reorganised clubs, in two (2) semi-annual payments of one half (1/2) by 10th September of each year to cover the semi-annual period July 1 to December 31; and one half (1/2) by 10th March of each year, to cover the semi-annual period January 1 to June 30, with billings of said levy to be based upon the roster of each club as of the first days of July and January, respectively.

2. Levy collection

(a) The convention fund levy shall be collected from the clubs in each sub-district by the respective Cabinet Secretary or the Cabinet Treasurer of each Sub-District who shall forthwith pay the same to the Executive Officer or the Treasurer of the Multiple District Council.

(b) The fund so collected shall be used exclusively for defraying expenses of multiple district conventions.

By-Law 10 - Adoption of Multiple District or National Projects

A project across two or more Sub-Districts will be known as a "multiple district" or "national" project and the following processes and procedures will apply.

- (a) Any project or activity promoted by a Club or Sub-District where the right to solicit outside the Club and Sub-District boundary is required shall not be permitted until it has been approved by the Multiple District Council.
- (b) The Multiple District Council reserves the right to decide whether the intended multiple district project will be best managed by a Club, Sub-District, Committee or a Charitable Trust.
- (c) The application to the Multiple District Council shall include a suggested organisational outline on how the project is to be managed to enable the Multiple District Council to evaluate whether the structure is acceptable. To allow Council to understand how the multiple district project will work, the application shall include sufficient financial detail on income and expenses, financial obligations and responsibilities, an estimate of the time involved to make the project successful and a sample of any promotional material.
- (d) If the project involves the sale of merchandise, a sample shall be submitted with the application for approval.
- (e) The Multiple District Council will, after considering the merit of the proposed project activity, only approve the project if the following conditions are met or abided by:
 - (i) The Organising Club or Sub-District must first obtain approval for the project from their District Cabinet.
 - (ii) The project must have the opportunity for Clubs to participate for the benefit of their own Charitable Trusts or
 - (ii) The beneficiary of the overall project funds must be nationwide in character.
 - (ii.i) Projects where the benefit is to the administration account of the organising or participating clubs will not be approved.
 - (ii.ii) The right to canvas clubs nationwide for projects where the benefit is for activities within the organising club's own local community will not be approved.
- (f) Notwithstanding approval having been given by the Multiple District Council, participation by Clubs and/or Sub-Districts is not compulsory.
- (g) Approval is not to imply endorsement of the project by the Multiple District Council. Organising Clubs, Sub-Districts, Committees or Charitable Trusts are to include a statement to this effect in their promotional material sent to clubs or sub-districts.
- (h) Approval will not mean the granting of sole rights.

- (i) The Multiple District Council may fix the period of time for which approval is given to operate the project. If a time is not specified then it is deemed to be three (3) years. Application can be made to renew the approval.
- (j) The Organising Club, Sub-District, Committee or Charitable Trust shall each year report on the conduct of the project to the second meeting of the Multiple District Council. This report shall include a financial report.
- (k) The Organising Club, Sub-District, Committee or Charitable Trust shall each year publish a report and audited financial statement in the Multiple District Convention booklet.
- (l) The Organising Club, Sub-District, Committee or Charitable Trust shall submit to the Multiple District Council such other reports as the Multiple District Council shall from time to time require.
- (m) The Organising Club, Sub-District, Committee or Charitable Trust shall not pledge the credit of its Sub-District, Multiple District or of Lions Clubs International.
- (n) Where appropriate, the approval of the Multiple District Council will be subject to the Organising Club, Sub-District, Committee or Charitable Trust obtaining approval from Lions Clubs International for the use of the Lions Clubs International Emblem/Logo. If approval for the use of the emblem/logo is withdrawn the Organising Club, Sub-District, Committee or Charitable Trust shall immediately cease operation of the project.
- (o) The Organising Club, Sub-District, Committee or Charitable Trust shall abide by all constitutional and policy provisions dealing with the operation of project activities and charitable trusts.
- (p) The Multiple District Council reserves the right to impose additional conditions in the case of any particular project.
- (q) Where the multiple district project activity seeks to raise funds for disaster relief or urgent medical needs, the approval of the Multiple District Council will be arranged electronically.

By-Law 11 – Redistricting

- (a) Any redistricting proposal other than non-substantial sub-district boundary changes as defined in Article VIII of the International Constitution and By-Laws shall be submitted for consideration to the Council of Governors not less than ninety (90) days before being submitted for approval to the Multiple District Convention, or to the International Board of Directors in the case where no such Multiple District convention approval is required.
- (b) Any such redistricting proposal shall be deemed to have been submitted to the Council of Governors when received by the Executive Officer of the Multiple District Council.
- (c) The Multiple District Council shall thereupon make a recommendation on such redistricting proposal to the Multiple District Convention, such recommendation to be forwarded to all clubs in the Multiple District and/or published in the Lion Magazine South Pacific edition, or else to be forwarded to the International Board of Directors in the case where no such Multiple District Convention approval is required.

By-Law 12 - Common Seal

The Common Seal shall be under the control of the Council of Governors and shall be held in the custody of the Executive Officer, or such other member of the Multiple District Council as the Multiple District Council shall from time to time direct, and shall not be affixed to any document except by order of the Multiple District Council and then only in the presence of two (2) members of the Multiple District Council and the Executive Officer.

By-Law 13 - Dissolution

On the winding up of the Multiple District or its dissolution all surplus assets administered by it shall (after the payment of all costs debts and liabilities) be disposed of as the International Board of Directors of the International Association of Lions Clubs shall direct.

By-Law 14 - Adoption of Constitution and By-Laws

Each sub district shall adopt a constitution which shall (along with any amendments thereto) meet the following requirements:

- (a) follow the basic format of the model LCI District constitution;
- (b) be approved by the Council of Governors.

By-Law 15 – Miscellaneous

COMPENSATION.

No officer shall receive any compensation for any service rendered to this multiple district in his/her official capacity with the exception of the Executive Officer whose compensation shall be fixed by the Council of Governors.

FISCAL YEAR.

The fiscal year of this multiple district shall be from July 1st to June 30th.

AMENDING PROCEDURE.

These By-Laws may be amended only at a multiple district convention by a majority vote.

By-Law 16 – Interpretation

- (1) "LCI" means The International Association of Lions Clubs
- (2) "LCI model" means the current version of the model multiple district or district, as appropriate, constitution and by-laws published by LCI for the purpose of adoption by multiple districts or districts
- (3) "multiple district" includes New Zealand and the Islands of the South Pacific and such other areas as may now or from time to time be designated by the International Association of Lions Clubs as being included under the name of Multiple District 202.
- (4) "International Board" means the International Board of Directors for the time being of the International Association of Lions Clubs.
- (5) "Council" means the Multiple District 202 Council of District Governors
- (6) "Club Member" means a member in good standing of a Lions Club.
- (7) "Lions Club(s)" means a Lions Club within the Multiple District (or Sub-District as the case may be) duly chartered by the International Association of Lions Clubs and in good standing.
- (8) "International Convention" means the convention of the International Association of Lions Clubs.
- (9) "International Constitution" means the Constitution and By-Laws of the International Association of Lions Clubs.

- (10) "Reserved provision" means a provision which shall remain in effect notwithstanding that it may differ from the provisions of the LCI model
- (11) "Sub-District" means a single District forming part of a Multiple District.
- (12) "Good standing" - a Lions Club shall be deemed to be not in good standing in the case of its respective Sub-District Convention and the Multiple District Convention:
- (i) When it has failed to pay Sub-District Fees, Multiple District Fees and International Fees and Dues then due by the time of the close of delegate credential certification.
 - (ii) When it has failed to pay by the first day of the month last preceding that month in which such convention is held all other monies in excess of \$50.00 (US Currency) more than 90 days past due as shown by the records of the office of the International Association of Lions Clubs. For the purpose of this Article the month in which a convention shall be deemed to be held shall be the month of the date set for the opening of such convention.
- (13) Wherever the male gender or pronoun appears in this Constitution and By-Laws it shall be interpreted to mean both male and female.
- (14) "Secret Ballot" - Where this Constitution provides for the holding of a secret ballot the following shall be the procedure for the conduct of such a ballot:
- (i) A secure area (known as Voting Area) shall be set aside for the conduction of secret ballots.
 - (ii) On entering the voting area each certified delegate shall have his voting stick marked and be issued with 1 ballot paper.
 - (iii) In any secret ballot for election to office the ballot paper shall bear only the names of each candidate (in alphabetical order of surnames).
 - (iv) Each certified delegate shall vote by striking out the name of every candidate except the one for whom they wish to vote.
 - (v) Each certified delegate shall place his ballot paper in the ballot box before leaving the voting area.
 - (vi) All ballot papers including those unmarked or informal shall be counted to enable a comparison to be made with the number issued.

Lions Clubs International

CODE OF ETHICS

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

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

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

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

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

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

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

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

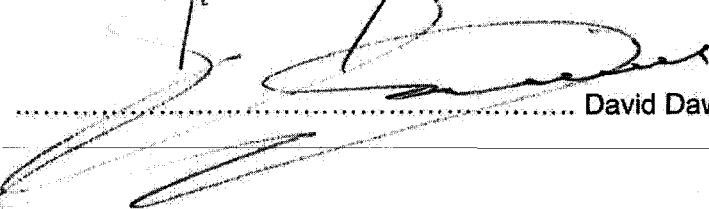
Certified as correct (with the changes on pages 7, 13 and 15 in accordance with ART IX Sec 2).



..... David McDonald, Council Chairman



..... Alan Knowsley, Legal Counsel 9/10/14



..... David Dawick, Executive Officer