

LIONS HOME FOR THE ELDERS

CONSTITUTION & BY-LAWS

1 NAME

This Society shall be known as the "Lions Home for the Elders" hereinafter called the "Lions Home".

2 PLACE OF BUSINESS

The place of business of the Lions Home shall be at 9 Bishan Street 13, Singapore 579804 or such other address as may subsequently be decided by the Management Board and approved by the Registrar of Societies. The Lions Home shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

3 OBJECTS

(1) The objects of the Lions Home are:

- (a) To deliver person-centred, holistic and integrated care services that enable and enrich the quality of life of residents, persons with dementia and the elderly requiring long-term care and support in the community.
- (b) To ensure and uphold the highest standards in the quality of care for residents/clients throughout their care journey.
- (c) To build a community of care for the Lions Home's cause with the support of the grassroots organisations, schools, government agencies, social service agencies, volunteers, community and corporate partners.

(2) The Lions Home shall not do anything solely for profit or solely for commercial reasons, but subject to that, the Lions Home may do all such other things that are incidental or conducive to the attainment of the above objects, including but not limited to the following:

- (a) purchase, lease, hire or otherwise acquire any immovable property and any rights or privileges which the Lions Home may think necessary or convenient for the promotion of its objects;

- (b) join or become affiliated to any organisation which would further the cause of the Lions Home;
- (c) raise funds for the above objects.

4 THE GENERAL MEMBERSHIP

- (1) The Lions Home shall consist of ordinary membership of all duly chartered Lions Clubs in good standing in Lions Clubs International and its District and registered under the Societies Act (Cap 311) Singapore, Past Chairmen, the incumbent District Governor and Past District Governors whose club is a member of the Home. Each club shall be represented by one (1) delegate and one (1) alternate for each ten (10) members or major fraction thereof, who have been enrolled for at least one year and a day of the month last preceding that month during which the meeting is held, of the said club as shown by the latest available records of the District 309. 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 on each question submitted to a General Meeting of the Lions Home. Unless otherwise specified herein, the affirmative vote of a majority of the delegates voting on any question shall be the act of the Lions Home.
- (2) The representative must be an active member and a member in good standing of his Lions Club which must also be in good standing.
- (3) A Lions Club's membership shall be suspended and/or put on-hold and its representative shall not attend any further Lions Home meetings if:
 - The Lions Club has been declared either status quo or not of good standing
 - The new Lions Club is granted charter by Lions Clubs International but its registration with Registry of Societies has not been approved yet.

5 GENERAL MEETINGS

- (1) Member shall meet as often as circumstances require but shall meet not less than once a year and the Chairman shall call such meetings with due notice.
- (2) The Annual General Meeting of the Lions Home shall be held not later than the month of September in each year by giving at least 1 month's notice to transact the following:

- (a) To receive the Chairman's report of the activities of the Lions Home during the previous year.
 - (b) To receive the audited accounts and report of the Treasurer.
 - (c) To elect Officers for the Management Board for the ensuing year where necessary.
 - (d) To elect auditors for the ensuing year.
 - (e) To approve the annual budget and any capital expenditure budget.
 - (f) To receive and consider all matters concerning the Lions Home duly submitted to the secretary in writing not later than fourteen (14) clear days before the date of the Annual General Meeting.
- (3) An Extraordinary General Meeting (EGM) may be called at any time by the Chairman by giving one (1) month notice in writing specifying the matters to be considered at such meeting.

An EGM must be called by the Chairman if fifteen (15) or more clubs requisition for such meeting in writing specifying the purpose for which the meeting is called. No business shall be transacted at such meeting other than that specified in the notice.

The date of EGM must be fixed within one (1) month upon receipt of the notice.

- (4) Every question at a general meeting shall be decided by a simple majority of delegates present and voting except where any other specific majority is required by this constitution. Each representative delegate of a member and all Past Chairmen, as well as the District Governor and Past District Governors, by reason of By-Law 3 (notwithstanding that the Past Chairman may also be the District Governor, or Past District Governor) shall have one (1) vote each. Every Past Chairman, District Governor, or Past District Governors may elect to represent their clubs. In such event they shall be permitted to cast only one vote on any issue. In the event of a tie the Chairman shall have a casting vote. Proxy voting will not be permitted.
- (5) The quorum for a general meeting shall be at least 50% of the total membership or thirty five (35) clubs represented each by one (1) voting delegate, whichever is the lesser, present at the general meeting, excluding all past Chairmen, District Governor and Past District Governors. Where a general meeting is requisitioned by members and no quorum is formed by the time specified by the notice the meeting automatically lapses. Where the membership

meets for its annual business under Clause 5(2) and no quorum is formed the meeting shall be adjourned for half an hour (1/2 hour) and those present when the meeting is reconvened shall be deemed the quorum for the purpose of that meeting but the meeting shall have no power to alter, amend or make any addition to the Constitution or By-Laws.

6 MANAGEMENT BOARD

- (1) The day-to-day management of the Lions Home shall be governed by the Management Board which shall consist of the following:
 - (a) Chairman
 - (b) 1st Vice Chairman
 - (c) 2nd Vice Chairman
 - (d) Secretary
 - (e) Treasurer
 - (f) Assistant Treasurer
 - (g) 9 Directors
 - (h) Immediate past Chairman
 - (i) Incumbent District Governor

The persons mentioned in (h) and (i) shall have the right to attend the Management Board meetings and shall have the right to vote in such meetings.

- (2) Members of the Management Board shall be elected at the Annual General Meeting and their term of office shall commence on the 1st of January following the Annual General Meeting. They shall serve for a term of two (2) years. The Chairman shall not be eligible for re-election if he has served for a continuous two (2) terms (majority of a term i.e. more than 50% of a term shall be considered as a full term).

All Board members shall not serve more than a continuous two (2) terms in the same position (majority of a term i.e. more than 50% of a term shall be considered as a full term).

The Treasurer and the Assistant Treasurer, shall only, after a lapse of at least 2 years, seek re-election to either same position or equivalent position, if he has earlier served a continuous two (2) terms (majority of a term i.e. more than 50% of a term shall be considered as a full term) in either position.

The overall term limit for all elected Board members is set at ten (10) consecutive years. Re-election to the Board can be considered only after a cooling period of at least 2 years.

- (3) A Board member shall cease to be a member of the Board if he is no longer a Lion or his Club is put on status quo by Lions Clubs International.

A Board member shall cease to be a member of the Board if he transfers his Lions membership to another club unless the club that nominated his candidacy for the Board and the new club agree that he continue to be a Board member in writing to the Board provided that the new club does not have any existing member on the Board.

- (4) The Management Board shall meet regularly and as often as the business of the Lions Home requires but shall meet not less than four (4) times a year. The office of any member attending less than 50% of the meetings in any one fiscal year shall automatically fall vacant for the subsequent year of the elected term.
- (5) The quorum of the Management Board shall be nine (9).
- (6) The Chairman shall preside over all meetings of the Management Board. In his absence either the 1st Vice Chairman or the 2nd Vice Chairman shall preside. The Chairman of any Management Board meeting shall have a casting vote.
- (7) The Management Board shall have all the executive powers of the Lions Home, including appointing employees, setting their terms and conditions of service, filling vacancies created by resignation of any Board member, executing all contracts on behalf of the Lions Home and generally set policies and do everything for the efficient running of the Lions Home.

For the avoidance of doubt,

- (i) if the position of the Chairman becomes vacant between Annual General Meetings, for any reason whatsoever, the Management Board may appoint one of the Vice-Chairmen to fill that vacancy until the next Annual General Meeting.
- (ii) if any other position of the Management Board becomes vacant between Annual General Meetings, the Management Board may, if it deems fit in its absolute discretion, appoint another Board member to fill that vacancy until the next Annual General Meeting.

At the commencement of its term of office the Management Board shall present the annual budget and capital expenditure budget, if any, for the ensuing year and thereafter for subsequent year for general members' approval. The Management Board shall seek to operate on a balanced budget and all expenditure of a capital nature exceeding \$250,000 shall require the approval of the general membership.

- (8) The Management Board shall appoint a Chief Executive Officer responsible for the proper administration and effective management of the day to day operations in the Lions Home. He shall attend the Management Board meetings but shall have no voting rights in such meeting.
- (9) In the performance of its duties the Management Board may set up the following Committees whose members may be selected from any Lions Clubs:
- (a) Audit
 - (b) Finance
 - (c) Fund-raising
 - (d) Contracts and Purchasing
 - (e) Building and Maintenance
 - (f) Programmes and Services
 - (g) Constitution and By-laws
 - (h) Investment Committee
 - (i) Risk Management Committee

The Chairman or the Management Board may set up other Committees and may also appoint non-Lions with the relevant experience or expertise to be members (but such members shall not be appointed as the chairman of any such Committees and the membership of each such Committee shall consist of a majority of Lions) of any of the Committees, which in his or their judgment would be necessary and expedient to perform the duties of running the Lions Home. In this regard the Chairman or the Management Board shall also have the power to co-opt a maximum of five (5) duly qualified Lions onto the Management Board. Such co-opted members shall serve for a term of two (2) years and shall have no voting rights.

The Chairman of the Audit Committee and the Chairman of the Contracts and Purchasing Committee shall not serve for more than two (2) consecutive terms as Chairman in such committee.

All co-opted members shall not serve more than a continuous two (2) terms in the same position (majority of a term i.e. more than 50% of a term shall be considered as a full term).

No Lions Club shall have more than one (1) co-opted member in the Management Board.

- (10) The Chairman or his appointed representative from the Management Board shall be an ex-officio of each Committee.
- (11) The Committees shall, through their Chairman, report to the Management Board.

7 QUALIFICATION FOR CHAIRMAN AND VICE CHAIRMAN

(1) Chairman

A candidate for the position of Chairman must be a Singapore Citizen or permanent resident of Singapore and have served at least one (1) of the following capacities:

- (a) Chairman of the Lions Home or
- (b) Vice Chairman of the Lions Home who has served a full term and attended the majority of the meetings of the Management Board or
- (c) A Past District Governor who has served a full term as District Governor and attended a majority of the meetings of the Management Board as the incumbent District Governor.

(2) Vice Chairman

- (a) A candidate for the position of Vice-Chairman must have served at least one(1) full term on the Management Board and attended majority of the meetings.
- (b) A past District Governor is exempted from the requirement of sub-rule (a).

8 DUTIES OF OFFICERS

(1) Chairman

- (a) He shall call and preside at all meetings and the meeting of the Management Board.
- (b) Chairman shall receive reports from the CEO on the administration and running of the of the Lions Home

- (c) He is the spokesman of the Lions Home.
 - (d) He shall uphold the constitution of the Lions Home and shall ensure that all laws and regulations are complied with.
- (2) Vice Chairman
- (a) In the absence of the Chairman, the 1st Vice Chairman, or failing him the 2nd Vice Chairman shall perform the duties of the Chairman.
 - (b) The Vice Chairman shall assist the Chairman in all his duties whenever called upon to do so and shall also oversee such committees and perform such functions as shall be assigned to him from time to time by the Chairman or the Management Board.
- (3) Secretary
- (a) The Secretary shall take all minutes of proceedings of general meetings and Management Board meetings.
 - (b) He shall issue notices of meetings and make preparations of any documents necessary for meetings as and when required by the Chairman or the Management Board.
 - (c) He shall perform such duties as are required by the Lions Home for the proper administration and management of the Lions Home under the Societies Act.
 - (d) He shall maintain an up-to-date Register of Members.
- (4) Treasurer
- (a) shall ensure that all funds of the Lions Home are properly managed.
 - (b) shall present the Annual Audited Accounts and Annual Budget at the Annual General Meeting.
- (5) Assistant Treasurer
- (a) shall assist the Treasurer at all times and in all treasury functions.
 - (b) shall deputise the Treasurer in the Treasurer's absence.

9 FINANCE

- (1) All monies received by Lions Home must be accounted for and deposited in the bank accounts of Lions Home.
- (2) All the bank transactions of Lions Home must be approved or authorised by one (1) signatory from Group A and one (1) signatory from Group B.

Group A	Group B
Chairman 1st Vice Chairman Secretary	Treasurer Assistant Treasurer

- (3) The accounts of Lions Home shall be audited by a firm of Public Accountants and Chartered Accountants approved by the Commissioner of Charities/ Sector Administrator.
- (4) A copy of the Annual Audited Accounts shall be submitted annually in accordance with the Respective Regulations of the following:
 - (a) Registrar of Societies (to include Annual Return);
 - (b) Comptroller of Income Tax;
 - (c) Commissioner of Charities (to include Annual Return); and
 - (d) Any Government Departments as may be required by law
- (5) The financial year shall be from 1 April to 31 March.

10 TRUSTEES

- (1) The General Membership shall appoint not less than two (2) but not more than four (4) Trustees to hold any investment and immovable property hereinafter called "the Property".
- (2) The Trustees shall be entitled to act in all dealings with the Property in accordance with the wishes of the Management Board as evidenced by true copies of resolutions passed at meetings of the Management Board, such true copies to be certified as correct by the Chairman or by either of the Vice Chairman and the Secretary.
- (3) Only Lions Members who are Singapore citizens can be appointed as Trustees.
- (4) Trusteeship may be terminated on the following grounds:

- (a) He resigns. He is deemed to have resigned, if he is absent from Singapore for a continuous period of one year or more.
 - (b) He dies.
 - (c) Becomes a bankrupt.
 - (d) Ceases to be a Lion.
 - (e) His club is in bad standing or status quo.
 - (f) Becomes a patient under the Mental Health (Care And Treatment) Act (Cap.178A) or lacks capacity under the Mental Capacity Act (Cap. 177A).
 - (g) Commits misconduct of any nature which renders him to be undesirable to remain as a Trustee.
- (5) An appointed Trustee shall hold office for two (2) years and shall be eligible for appointment for a further one (1) term of two (2) years. He shall not be eligible for further appointment unless one (1) year shall elapse between the expiry of the last appointment and the new appointment.

11 ACQUISITION AND DISPOSAL OF PROPERTY

- (1) The Management Board shall have the power to purchase or acquire movable or immovable property or other assets for the purposes of the Lions Home without having to obtain the sanction of a General Meeting, but subject to the provisions of Clause 6(6) herein, and shall have power to invest any funds of the Lions Home not immediately required for any purposes upon the security of any investment for the time being authorized by law for the investment of trust funds with full power to sell, realize, vary or otherwise deal with such movable property and investments.
- (2) No immovable property of the Lions Home or any part thereof shall be sold, assigned, transferred, conveyed, mortgaged or otherwise disposed of without a resolution authorising or sanctioning such sale, mortgage or other transaction being first passed at a General Meeting of the Lions Home.

12 PATRON

The Management Board may invite a person of distinction to be a patron of the Lions Home

13 PROHIBITIONS

- (1) Gambling of any kind, whether for stakes or not, is forbidden on the Lions Home's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- (2) The Lions Home shall not hold any lottery, whether confined to its Members or not, in the name of the Lions Home, or its Members or Officers unless with the prior written approval of the relevant authorities.
- (3) The Lions Home shall not indulge in any political activities or allow its funds and/or premises to be used for political purposes.
- (4) The funds of the Lions Home shall not be used to pay fines of any Member or Officer who has been convicted in court.
- (5) The Lions Home shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- (6) The Lions Home shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or service which adversely affect consumer interests.
- (7) The Lions Home shall not raise funds from the public for whatever purposes without the prior approval in writing of the Head, Licensing Division, Singapore Police Force and other relevant authorities.
- (8) The Lions Home shall not endorse or recommend any candidate for public office, nor shall partisan politics or sectarian religion be debated by Members and Officers.

14 AMENDMENTS TO CONSTITUTION

The Society shall not amend its Constitution without the prior approval in writing of the Registrar of Societies, the Sector Administrator and other relevant authorities as required by law. No alteration or addition/deletion to this Constitution shall be passed except at a general meeting and with the consent of two-thirds (2/3) of the voting members present at the General Meeting.

15 DISSOLUTION

- (1) The Lions Home shall not be dissolved except with the consent of not less than three-fifths (3/5th) of the General Members of the Lions Home in person at a General Meeting convened for the purpose.
- (2) On dissolution all debts and liabilities legally incurred on behalf of the Lions Home shall be fully discharged, and the remaining funds and assets of the Lions Home shall be donated to any institutions of public character approved under Section 37(2)(C) of the Income Tax Act and registered under the Charities Act.
- (3) A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies and the Commissioner of Charities.

16 INTERPRETATION

Where the contexts so admit:

"Singular" shall include the "Plural".

"Masculine" shall include the "Feminine".

BY-LAWS

1 BY-LAW

The Management Board shall have the power to make, repeal and amend such By-laws (not inconsistent with the Constitution) as they may from time to time consider necessary for the transaction of the business of the Lions Home, which By-laws repeal, and amendments shall have effect until set aside by the Management Board or at a General Meeting.

2 PROHIBITION

No Member or Officer of the Lions Home shall use his membership or position as a means of furthering personal, political or other aspiration, nor shall the Lions Home, as a whole, take part in any movement not in keeping with its purpose and objects.

3 DISTRICT GOVERNOR AND PAST DISTRICT GOVERNORS

The District Governor and Past District Governors who are Singapore Citizens or Permanent Residents are members of the General Membership.

4 NOMINATIONS AND ELECTION

(1) The Chairman shall appoint, by notification issued in the month of September/October prior to the termination of his 2-year term of office, a Nominating Committee consisting of a Chairman and not more than 4 other Members, each of whom shall be an Active Member in good standing of a different Lions Club in good standing and shall not at any time of their appointment hold the office of (A) Chairman or Vice Chairman; (B) Secretary or (C) Treasurer or Assistant Treasurer as designated in Clause 6(1) of the Constitution. The names of the Chairman and Members so appointed shall be sent to all Clubs stating dates for nominations and election for the various offices to be filled.

(2) Any Active Member, who fulfills the qualifications as laid down by the Constitution can be elected for the office he sought provided his nomination reaches the Chairman of the Nominating Committee before the scheduled deadline and to contain the following particulars or information:

(a) He is an Active Member in good standing and his Club is in good standing.

- (b) He is proposed through a resolution adopted by the Board of Directors of his Club.
 - (c) He possesses the qualifications for the position sought and to furnish particulars thereof.
 - (d) The nomination must specify the single office sought and no candidate may seek election for any office other than the office covered by his nomination.
- (3) Failure to comply with the above conditions may render the nomination invalid and of no effect.
- (4)
- (a) The final list of valid nominations must be circulated to the membership prior to the Annual General Meeting. The Nominating Committee must point out the position(s) for which no nominations were received. These positions may then be filled by nominations from the floor at the Annual General Meeting. Such nominations must be accompanied by a written resolution from the candidate's club printed on the Club's letterhead.
 - (b) If there are no more than one proposal received by the Nominating Committee then the Chairman in that event shall declare the Member so nominated as duly elected to the office he sought.
 - (c) In the event of more than one candidate, the election shall be held by secret ballot.
 - (d) Should there be no nomination received by the scheduled deadline, the Nominating Chairman shall inform the General Membership to nominate from the floor for the office by interested candidates. Such nominations must be accompanied by a written resolution from the candidate's club printed on the Club's letterhead.
 - (e) All candidates approved by the Nominating Committee must be personally present for the election failing which the candidate will be disqualified unless for good cause as approved by the members of the general meeting.
 - (f) Each candidate shall be allowed one speech of not more than five minutes duration by the candidate or someone speaking in support of his candidacy.
 - (g) Election shall be by secret ballot. The candidate receiving the largest number of votes shall be declared elected. In case of a tie of any ballot, balloting shall continue on the tied candidate until one is elected.

- (h) If no nomination is received for the position of Chairman, the incumbent 1st Vice Chairman shall be offered the position of Chairman and if the 1st Vice Chairman declines the offer the 2nd Vice Chairman shall be offered the position. If the 2nd Vice Chairman declines, nomination shall be received from the floor from qualified candidates. Such nominations must be accompanied by a written resolution from the candidate's club printed on the Club's letterhead.
 - (i) No member shall have more than one (1) representative on the Management Board except by co-option.
- (5) The following members of the Management Board shall be elected accordingly:

In 'odd' years, for example 2011, 2013 etc, the following members shall be elected-

- (a) 2nd Vice Chairman
- (b) Assistant Treasurer and
- (c) 5 Directors

In 'even' years, for example 2010, 2012 etc. the following members shall be elected-

- (a) Chairman
- (b) 1st Vice Chairman
- (c) Secretary
- (d) Treasurer, and
- (e) 4 Directors

The term of office for these positions shall be in accordance to Clause 6(2) of the Constitution.

5 MEETING PROCEDURES

In the absence of Rules in the Constitution & By-laws, the proceedings shall be conducted in accordance with the Robert's Rules of Order Newly Revised, revised from time to time.

6 GENERAL

- (1) These By-laws except By-laws No. 2 may be amended at any regular or special meeting of the General Membership at which a quorum is present and adopted by the vote of a majority present in person and voting.
- (2) No amendment shall be put to vote unless written notice thereof, stating the proposed amendment, shall have been mailed to each Lions Club at least thirty (30) days prior to the meeting at which the vote on the amendment is to be taken.
- (3) These By-laws shall take effect in the same manner as the Constitution.