



DISTRICT CONSTITUTION AND BY-LAWS

District 308-A2,

Malaysia & Brunei Darussalam

LIONS CLUBS INTERNATIONAL

CONSTITUTION

ARTICLE I – Name

This organization shall be known as District 308-A2, Lions Clubs International, hereinafter referred to as the “District.”

ARTICLE II – Purpose

To provide an administrative structure with which to advance the Purposes of Lions Clubs International in this District.

ARTICLE III – Membership

The members of this organization shall be all Lions Clubs in this District chartered by Lions Clubs International. The boundary lines of this District 308-A2 shall cover Brunei Darussalam, the East Malaysian States of Sabah and Sarawak and the Federal Territory of Labuan.

ARTICLE IV – District Organization

Section 1. CABINET AND OFFICERS

The District shall have a District Cabinet composed of the District Governor, the Immediate Past District Governor, the Vice District Governor, the First Vice District Governor, the Second Vice District Governor, the Region Chairpersons, the Zone Chairpersons and a Cabinet Secretary and a Cabinet Treasurer and such other Officers appointed by the District Governor.

Section 2. ELECTION OF DISTRICT GOVERNOR / FIRST, AND SECOND VICE DISTRICT GOVERNOR.

The District Governor and the First Vice District Governor, the Second Vice District Governor, shall be elected at the Annual Convention of the District.

Section 3. OTHER DISTRICT CABINET OFFICERS AND COMMITTEES

The District Governor shall appoint, by the time he/she takes office, a Cabinet Secretary and a Cabinet Treasurer, one Region Chairperson for each Region, and one Zone Chairperson for each Zone, in the District. The District Governor shall establish and appoint such other committees and/or District Chairpersons, as he/she deems necessary and appropriate for the efficient operations of the District. Each such officer and District Chairpersons shall be a member in good standing and shall have served as a President of a Lions Club in good standing in the District.

ARTICLE V – District Convention

Section 1. TIME AND PLACE

An Annual Convention of the District shall be held in each year to conclude no less than thirty (30) days, prior to the convening of the International Convention at a place selected by a previous Annual Convention of the District and at a date and time fixed by the District Governor. A meeting of the registered delegates of the District in attendance at the Annual Convention of the Multiple District, of which this District is a part, may constitute the Annual Convention of the District.

Section 2. CLUB DELEGATE FORMULA

- (i) Each Chartered Club in good standing in Lions Clubs International and the District shall be entitled in each Annual Convention of the District to **one** (1) Delegate and **one** (1) Alternate for each ten (10) members, or major fraction thereof, of the said Club as shown by the records of the International Office 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.
- (ii) Members qualifying for the delegate count shall include those who have been officially inducted and reported for at least one year and a day with the said Club and as shown in the records of the International Office.
- (iii) 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/issue submitted to the Convention.
- (iv) Delinquent dues may be paid and good standing acquired at any time prior to the close of Credential Certification, as such closing time shall be established by the Rules of the Convention.

Section 3. QUORUM

The attendance in person of a Majority of the Registered Delegates at the opening session of the convention shall constitute a quorum and this quorum shall be valid for subsequent adjourned session of the same convention.

Section 4. RESOLUTIONS

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

ARTICLE VI – Amendments

Section 1. AMENDING PROCEDURE

This constitution may be amended only at a District Convention, by resolution reported by the Constitution and By-Laws Committee and adopted by the affirmative vote of two-thirds (2/3) of the votes cast by delegates at a convention.

Section 2. BY WHOM

Any proposed amendment to this Constitution and By-Laws may be moved by the District Cabinet or by a club in good standing in which case the proposed amendment shall be in a form of a resolution adopted by the Club's Board of Directors and the notice thereof has been sent to the District Governor at least ninety (90) days prior to the date of the District Convention.

Section 3. NOTICE

No amendment shall be so reported or voted upon unless the same shall have been approved by the District Cabinet and have been furnished in writing by mail, facsimile or by 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 the said Convention.

Section 4. EFFECTIVE DATE

- (a) Each amendment shall take effect at the close of the Convention at which it is adopted unless otherwise specified in the amendment.
- (b) Any amendment to the Constitution and By-Laws of Lions Club International that have direct effect on the District or Multiple District Constitution and By-Laws, shall be deemed to be applicable and operative to the District Constitution and By-Laws, notwithstanding that formal amendments to the District's Constitution and By-Laws have not taken place.

BY-LAWS

ARTICLE I – District Convention

A meeting of the Registered Delegates of the District in attendance at the Annual Convention of the Multiple District, of which this District is a part, may constitute the Annual Convention of the District. If the District elects to hold its District Convention on a different date and at a different venue, the following conditions shall apply:

Section 1. CONVENTION SITE SELECTION

Where the District elects to hold its Annual District Convention on a date and at a venue different from the Annual Convention of the Multiple District, the District Governor shall invite bids in writing from clubs desiring to host the succeeding year(s) Annual Convention. All invitations shall set forth such information as the District Governor shall from time to time require and shall be delivered to him/her no later than sixty (60) days prior to the convening date of the Convention at which they are to be voted upon. Procedure to be followed in investigation of bids and in presentation of the same to the Convention, as well as action to be taken by the Convention in the event no bids are acceptable to, or so received by the District Governor, shall be determined by the District Governor.

Section 2. SITE CHANGE

The District Governor, after consulting the District Cabinet, shall retain, and have, power to change at any time, for good reason, the Convention site chosen by a previous District Convention, and neither the District Governor nor the District nor any member of the District Cabinet, shall incur any liability thereby to any club or club member in the District or to any other party.

Section 3. OFFICERS

The members of the District Cabinet shall be the Officers of the Annual District Convention.

Section 4. SERGEANT-AT-ARMS

A Convention Sergeant-at-Arms and such Assistant Sergeant-at-Arms as deemed necessary shall be appointed by the District Governor.

Section 5. OFFICIAL REPORT

Within sixty (60) days after the close of the District Convention, the Cabinet Secretary shall transmit one copy of the complete proceedings to the International Office. Upon written request from any club in the District a copy shall be furnished to the said club.

Section 6. CREDENTIALS COMMITTEE

The Credentials Committee of the District Convention shall be composed of the District Governor-as Chairperson-, the Cabinet Secretary, Cabinet Treasurer and two other non-officers of the District appointed by the District Governor. The Credentials Committee shall have the powers to perform the duties set forth in ROBERT’S RULES OF ORDER, NEWLY REVISED.

Section 7. ORDER OF CONVENTION BUSINESS

The District Governor shall arrange the Order of Business for the District Convention, and the same shall be the order of the day for all sessions.

Section 8. DISTRICT CONVENTION COMMITTEES

The District Governor shall appoint the following District Convention Committees (and designate a Chairperson of each committee): Resolutions, Elections, Constitution and By-Laws, and Rules of Procedures of the Convention. These Committees shall perform such duties, as the District Governor shall designate.

Section 9. VOTING RIGHTS OF PRESENT AND PAST INTERNATIONAL OFFICERS

Every Past and Present International Officer in good standing of a club in the District shall be entitled to full delegate privileges at each District Convention. They may elect instead to represent their clubs. In such event they shall be permitted to cast only one vote on any issue.

ARTICLE II – Meetings

Section 1. DISTRICT CABINET MEETINGS

- (a) **Regular.** A regular meeting of the Cabinet shall be held in each quarter of the fiscal year, with the first of which held within thirty (30) days after the adjournment of the preceding International Convention. Ten (10) days written notice of meetings setting forth a date, time and place determined by the District Governor shall be given by mail, facsimile or electronic means to each member of the Cabinet by the Cabinet Secretary.
- (b) **Special Meetings** of the Cabinet may be called by the District Governor at his/her discretion, and shall be called upon written request made to the District Governor or the Cabinet Secretary by a Majority of the Members of the Cabinet. No fewer than five (5) nor more than twenty (20) days written (including letters, electronic mail, facsimile transmission, or cable) notice of special meetings, setting forth the purposes and a date, time and place determined by the District Governor, shall be given to each member by the Cabinet Secretary.
- (c) **Quorum and Vote.** The attendance of one-third (1/3) of District Cabinet Officers, shall constitute a quorum for any Cabinet Meeting. Each member of the Cabinet shall have one (1) vote and must exercise such vote in person.

- (d) Special Meetings may be conducted via electronic means, including but not limited to tele and video conferencing and the internet.

Section 2. REGIONS AND ZONES

- (a) **Organizational Divisions.** The District Governor shall divide the District into Regions of no more than sixteen (16) and no less than ten (10) Lions Clubs, and each such Region into Zones of no more than eight (8) and no less than four (4) Lions Clubs, giving due regard to the geographical locations of the clubs. All such Regions and Zones shall be subject to change by the District Governor, when in his/her sole discretion, he/she shall deem the same necessary to the best interests of the Association.
- (a) **Regional Meetings.** Meetings of representatives of all clubs in a Region, with the Region Chairperson or other District Cabinet member (as may be assigned by the District Governor) presiding, may be held during the fiscal year at times and places fixed by the Region Chairperson of the Respective Region.
- (b) **Zone Meetings.** Meetings of representatives of all the clubs in a Zone, with the Zone Chairperson presiding, shall be held during the fiscal year at times and places fixed by the Zone Chairperson in accordance with Article V Section 1.

ARTICLE III – District Nominations, Elections and Appointments

Section 1. NOMINATING COMMITTEE

Each District Governor shall appoint by written notification received at least sixty (60) days prior to the District Convention, a Nominating Committee of not more than five (5) members, each of whom shall be a member in good standing of a different Lions Club in good standing in the District, and shall not at the time of their appointment hold any District or International Office.

Section 2. DISTRICT GOVERNOR CANDIDACY REQUIREMENTS AND ELECTION PROCEDURES

- (a) A candidate for the office of District Governor shall:
 - (1) Be an active member in good standing of a Chartered Lions Club in good standing the District.
 - (2) Secure the endorsement of his/her club or a majority of the clubs in the District.
 - (3) Currently be serving as the First Vice District Governor in the District.

- (4) Only in the event the current First Vice District Governor does not stand for election as District Governor, or if a vacancy in the position of First Vice District Governor exists at the time of the District Convention, any club member who fulfills the qualifications for the office of Second Vice District Governor as set forth in these By-Laws or Constitution and who is currently serving or who has served one (1) additional year as a member of the District Cabinet, shall fulfill the requirements of subsection (3) of this sub section.
- (b) Any qualified member of a club in the District seeking the office of District Governor shall file his/her intention to do so in writing with the Nominating Committee after the date of the Convention call and at least ten (10) days prior to the day of the Convention, and shall furnish evidence of his/her compliance with the qualifications for the said office as set out in sub section (a) and the International Constitution and By-Laws. The Nominating Committee shall place in the nomination at the District Convention the name(s) of all candidate(s) so qualified. If none are so received and/or so qualified, then, but then only, nominations for the office may be made from the floor. Any candidate nominated from the floor shall fulfill the qualifications for the office of First Vice District Governor and who is currently serving or who has served one (1) additional year as a member of the District Cabinet. A candidate shall be allowed one nominating speech of no more than five (5) minutes duration, and one seconding speech of no more than three (3) minutes duration.
- (c) The District Governor shall serve a term of office of one year, which term shall begin with the close of the International Convention of the Association held in the year of their election and end at the close of the next Convention of the Association, and no District Governor may succeed himself or herself in office. The results of each District Governor election shall be reported to the International Office by the current District Governor.

Section 3 FIRST VICE DISTRICT GOVERNOR CANDIDACY REQUIREMENTS AND ELECTION PROCEDURES

- (a) A candidate for the office of first vice District Governor shall:
- (1) Be an active member in good standing of a chartered Lions club in good standing in the District.
 - (2) Secure the endorsement of his/her club or a majority of the clubs in the District.
 - (3) Currently be serving as the Second Vice District Governor within the District from which he/she is to be elected.

- (4) Only in the event the current Second Vice District Governor does not stand for election as First Vice District Governor, or if a vacancy in the position of Second Vice District Governor exists at the time of the District Convention, any club member who fulfills the qualifications for the office of Second Vice District Governor as set forth in these By-Laws or Constitution shall fulfill the requirements of this sub section.
- (b) Any qualified member of a club in the District seeking the office of the First Vice District Governor shall file his/her intention to so run in writing with the Nominating Committee after the date of the convention call and at least ten (10) days prior to the day of the convention, and furnish evidence of his/her compliance with the qualifications for said office set out in subsection (a) and in International Constitution and By-Laws. The Nominating Committee shall place in the nomination at the District Convention the names of all candidates so qualified. If none are so received and/or so qualified, then, but then only, nominations of any qualified member for the office may be made from the floor. Each candidate shall be allowed one nominating speech of no more than five (5) minutes duration, and one seconding speech of no more than three (3) minutes duration.
- (c) The First Vice District Governor shall serve a term of office of one year, which term shall begin with the close of the International Convention of the Association held in the year of their election and end at the close of the next Convention of the Association, and no First Vice District Governor may succeed himself or herself in office. The result of each First Vice District Governor Election shall be reported to the International Office by current District Governor and/or International Staff Representative.

Section 3A SECOND VICE DISTRICT GOVERNOR CANDIDACY REQUIREMENTS AND ELECTION PROCEDURES

- (a) A candidate for the office of Second Vice District Governor shall:
 - (1) Be an active member in good standing of a chartered Lions Club in good standing in the District.
 - (2) Secure the endorsement of his/her club or a majority of the clubs in the District.
 - (3) Have served or will have served at the time he/she takes office as Second Vice District Governor:
 - (i) As President of a Lions Club for a full term or major portion thereof, and a member of the Board of Directors of a Lions Club for no less than two (2) additional years; and
 - (ii) As Zone Chairperson or Region Chairperson or Cabinet Secretary and/or Treasurer for a full term or major portion thereof.

- (iii) With none of the above being accomplished concurrently.
- (b) Any qualified member of a club in the District seeking the office of the Second Vice District Governor shall file his/her intention to so run in writing with the Nominating Committee after the date of the convention call and at least ten (10) days prior to the day of the convention, and furnish evidence of his/her compliance with the qualifications for said office set out in subsection (a) and in International Constitution and By-Laws. The Nominating Committee shall place in the nomination at the District Convention the names of all candidates so qualified. If none are so received and/or so qualified, then, but then only, nominations of any qualified member for the office may be made from the floor. Each candidate shall be allowed one nominating speech of no more than five (5) minutes duration, and one seconding speech of no more than three (3) minutes duration.
- (c) The Second Vice District Governor shall serve a term of office of one year, which term shall begin with the close of the International Convention of the Association held in the year of their election and end at the close of the next Convention of the Association, and no Second Vice District Governor may succeed himself or herself in office. The result of each Second Vice District Governor Election shall be reported to the International Office by the respective current District Governor and/or International Staff Representative.

Section 4. BALLOT AND A TIE VOTE

- (a) The election for District Governor and Vice District Governor and First and Second Vice District Governor of the District shall be by secret written ballot, with the candidate or candidates required to secure a majority of the votes cast by the delegates present and voting in order to be declared elected; for the purpose of such election, a majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions.
- (b) If, on the first ballot, and subsequent ballots, no candidate receives a majority, the candidate or tied candidates receiving the lowest number of votes shall be eliminated and balloting shall continue until one candidate receives a majority. In case of a tie on any ballot, balloting shall continue on the tied candidates until one is elected.

Section 5 DISTRICT GOVERNOR VACANCY

- (a) In the event a vacancy occurs in the office of District Governor under these By-Laws or the Constitution, the First Vice District Governor shall act as District Governor and shall perform the duties of, and have the same authority as, the District Governor until such time as said vacancy is filled by the International Board of Directors for the remainder of the term.
- (b) It shall be the duty of the Immediate Past District Governor or, if he/she is not available, the most recent Past District Governor who is available, to send out

invitations to the First and Second Vice District Governors, the Region Chairpersons, Zone Chairpersons and the Secretary and Treasurer or Secretary-Treasurer and all past International Presidents, Past International Directors and Past District Governors who are members in good standing of a chartered Lions Club in good standing in the District to attend a special meeting to be held within fifteen (15) days of notification by the International Board of Directors to select a replacement for recommendation to the International Board of Directors.

- (c) At the said special meeting nominations are made from the floor. Each nominee may speak for five (5) minutes and his/her seconder may speak for an additional three (3) minutes.
- (d) Voting shall begin immediately after nomination is closed, and shall be by secret ballot unless a majority of attendees select another voting method. A simple majority of the votes cast by those present and voting is required for the candidate to be recommended. If no one candidate secures a simple majority vote, voting continues until one gets the simple majority.

Section 6 FIRST OR SECOND VICE DISTRICT GOVERNOR AND OTHER VACANCIES

- (a) Any vacancy in office except that of District Governor and First and Second Vice District Governor shall be filled by appointment from the District Governor for the un-expired term.
- (b) In event of a vacancy arising in the office of the First or Second Vice District Governor, the District Governor shall convene a special meeting comprising the First or Second Vice District Governors, as the case may be, the Region Chairpersons, Zone Chairpersons and the Secretary and Treasurer or Secretary-Treasurer and all past International Presidents, Past International Directors and Past District Governors who are members in good standing of a chartered Lions Club in good standing in the District. It shall be the duty of the attendees at this special meeting to elect a qualified club member as the First or Second Vice District Governor as the case may be for the remainder of the term. In filling said vacancy, it shall be the duty of the District Governor, or if not available, the most recent Past District Governor who is available, to send out invitations to attend the special meeting and it shall also be his/her responsibility to preside as Chairperson of the special meeting. The Chairperson shall convey the results to the International Office within seven (7) days together with evidence of invitations sent and meeting attendance. Each Lion who is entitled to receive an invitation to attend and is present at the special meeting shall be entitled to cast one vote for the Lion of his/her choice. In order for a Lion to be eligible and qualified to be selected to fill a vacancy in the office of First or Second Vice District Governor, he/she must:

- (i) Be an Active Member in good standing of a chartered Lions Club in good standing in the District.
- (ii) Have served or will have served at the time he/she takes office as the Second Vice District Governor if the vacant office is that of First Vice District Governor:
 - (1) As President of a Lions Club for a full term or major portion thereof; and
 - (2) As a Zone Chairperson or Region Chairperson or Cabinet Secretary or Cabinet Treasurer for a full term or major portion thereof.
- (c) At the said special meeting nominations are made from the floor. Each nominee may speak for five (5) minutes and his/her seconder may speak for an additional three (3) minutes.
- (d) Voting shall begin immediately after nomination is closed, and shall be by secret ballot unless a majority of attendees select another voting method. A simple majority of the votes cast by those present and voting is required for the candidate to be recommended. If no one candidate secures a simple majority vote, voting continues until one gets the simple majority.

Section 7 REGION/ZONE CHAIRPERSON QUALIFICATIONS

Each Region and Zone Chairperson shall:

- (a) Be an active member in good standing in his/her respective Region or Zone; and
- (b) Have served or will have served at the time of taking office as Region or Zone Chairperson as President of a Lions club for a full term or major portion thereof, and a member of the Board of Directors of a Lions Club for no less than two (2) additional years.

Section 8 REGION / ZONE CHAIRPERSON VACANCY

In the event the Region Chairperson or Zone Chairperson for any reason cannot or does not, in the judgment of the District Governor, perform the duties of his/her office, or in the event the office is for any reason vacated, the District Governor shall appoint a successor to serve for the un-expired term.

If any Region Chairperson or Zone Chairperson shall cease to be a member of a club in the Region or Zone, as the case may be, to which he/she was appointed, his/her term of office shall thereon cease and the District Governor shall appoint a successor to fill the said office, provided, however, the District Governor, in his/her discretion may determine not to use the position of Region Chairperson for the remainder of the term.

ARTICLE IV – DUTIES OF DISTRICT OFFICERS /CABINET

Section 1. DISTRICT GOVERNOR

Under the general supervision of the International Board of Directors, he/she shall represent the Association in the District. In addition, he/she shall be the Chief Administrative Officer in the District and shall have direct supervision over the Vice District Governor, Region Chairpersons, the Zone Chairpersons, the Cabinet Secretary, Cabinet Treasurer and such other Cabinet Members as may be provided for in this District Constitution and By-Laws.

His/her specific responsibilities shall be to:

- (a) Further the Purposes of this Association;
- (b) Supervise the organization of new Lions Clubs;
- (c) Promote the Lions Clubs International Foundation and all service activities of the Association;
- (d) Preside, when present, over Cabinet, Convention and other District meetings. During any period he/she is unable to so preside, the presiding officer at any such meeting shall be the Vice District Governor, but if he/she is not available, the District Officer chosen by the attending members shall preside;
- (e) Promote harmony among the chartered Lions Clubs;
- (f) Endeavor to visit each club at least once during his/her term of office;
- (g) Exercise such supervision and authority over Cabinet Officers and District Committee appointees as is provided in this District Constitution;
- (h) Submit a current income and expenditure account and balance sheet to the District Convention or Annual Meeting of the District at a Multiple District Convention;
- (i) Deliver, forthwith, at the termination of his/her term of office, all District Accounts and records to his/her successor in office;
- (j) Report to Lions Clubs International all known violations of the use of the Association's name and emblem;
- (k) Perform such other functions and acts as shall be required of him/her by the International Board of Directors through the District Governor's manual and other directives.

Section 2. FIRST VICE DISTRICT GOVERNOR

The First Vice District Governor, subject to the supervision and direction of the District Governor shall be Chief Administrative Assistant to the District Governor. His /her specific responsibilities shall be to:

- (1) Further the purposes of this association.
- (2) Play an active role in Membership Development including Extension of New Clubs and Leadership Development within District.

- (3) Become familiar with the duties of the District Governor so in the event of a vacancy in the office of District Governor he/she will be better prepared to assume the duties and responsibilities of said office.
- (4) Perform such administrative duties as may be assigned by the District Governor.
- (5) Perform such other functions and acts as may be required for him/her by the International Board of Directors and other directives.
- (6) Actively participate in all Cabinet Meetings and conduct all meetings in the absence of the District Governor.
- (7) Participate in Council of Governors Meetings as appropriate.
- (8) Participate in the preparation of the District Budget.
- (9) Engage actively in all matters to be continued during the next year.
- (10) At the request of the District Governor, supervise the appropriate District Committees and participate in the review of strengths and weaknesses of the District.

Section 2A SECOND VICE DISTRICT GOVERNOR

The Second Vice District Governor is subject to the supervision and direction of the District Governor. His/her specific responsibilities shall be to:

- (1) Further the purposes of this association.
- (2) Actively participate and inspire other District Officers to administer and promote effective membership growth and new club organization.
- (3) Perform such duties as assigned by the District Governor, including assisting the District Retention Chairperson.
- (4) Perform such other functions and act as required by the Policy of the Association.
- (5) Actively participate in all Cabinet Meetings and conduct all meetings in the absence of the District Governor and the First Vice District Governor.
- (6) Participate in the preparation of the District Budget.
- (7) Actively engage in all matters to be continued during the following year.

- (8) At the request of the District Governor, supervise appropriate District Committees and participate in the review of strengths and weaknesses of the District.

Section 3. CABINET SECRETARY

He/she shall act under the supervision of the District Governor. His/her specific responsibilities shall be to:

- (a) Further the Purposes of this Association;
- (b) Perform such duties as are implied by the title of said office, including but not by way of limitation, the following:
 - 1) Keep an accurate record of the proceedings of all meetings of the Cabinet, and within fourteen (14) days after each meeting forward copies of the same to all members of the Cabinet, and the Office of Lions Clubs International;
 - 2) Take and keep minutes of the District Convention and furnish copies of the same to Lions Clubs International and the District Governor.
 - 3) Make reports to the Cabinet as the District Governor or Cabinet may require;
 - 4) Keep accurate records of minutes of all Cabinet and District meetings, and permit inspection of the same by the District Governor and, any Cabinet member at any reasonable time for any proper purpose.
- (c) Perform such other functions and acts as may be required by directives of the International Board of Directors.

Section 4 CABINET TREASURER

He/she shall act under the supervision of the District Governor. His/her specific responsibilities shall be to:

- (a) Further the purposes of this Association;
- (b) Perform such duties as are implied by the title of said office, including but not by way of limitation, the following:
 - 1. Collect and issue receipt for all per capita dues levied on members and clubs in the District, deposit the same in such bank or banks as the District Governor shall determine and disburse the same by order of the District Governor;
 - 2. Remit and pay over to the Multiple District Council -Treasurer, the Multiple District per capita dues, if any, collected in the District, and secure a proper receipt;
 - 3. Keep accurate books and Records of Account, and permit inspection of the same by the District Governor, any Cabinet member, and any club (or any authorized agent of any of them) at any reasonable time for any proper purpose. Upon direction of the District Governor or the Cabinet, he/she shall furnish any such books and records as requested to any auditor appointed by the District Governor.
- (c) Perform such other functions and acts as may be required by directives of the International Board of Directors.

Section 5. REGION CHAIRPERSON

The Region Chairperson subject to the supervision and direction of the District Governor shall be the Chief Administrative Officer in his/her Region. His/her specific responsibilities should be to:

- (a) Further the Purposes of this Association;
- (b) Supervise the activities of the Zone Chairpersons in his/her Region and such District Committee Chairpersons as may be assigned to him/her by the District Governor;
- (c) Play an active role in organizing new clubs and in strengthening weak clubs;
- (d) Visit a regular meeting of each club in his/her Region at least once during his/her term of office, reporting his/her findings to the District Governor;
- (e) Visit a regular Board of Directors meeting of each club in his/her Region at least once during his/her term of office, reporting his/her findings to the District Governor;
- (f) Endeavor to have every club in his/her Region operating under a duly adopted Club Constitution and By-Laws;
- (g) Promote representation at International, Multiple and District Conventions by at least the full quota of delegates to which clubs in his/her Region are entitled;
- (h) Carry out such official visitations to club meetings and charter nights as shall be assigned to him/her by the District Governor;
- (i) Perform such additional assignments as shall be given to him/her from time to time by the District Governor;
- (j) Perform such other functions and acts as may be required by the International Board of Directors through a Region Chairperson's manual and other directives.

Section 6. ZONE CHAIRPERSON

The Zone Chairperson, subject to the supervision and direction of the District Governor and/or Region Chairperson, shall be the Chief Administrative Officer in his/her Zone. His/her specific responsibilities shall be to:

- (a) Further the Purposes of this Association;
- (b) Serve as Chairperson of the District Governor's Advisory Committee in his/her Zone and as such Chairperson to call regular meetings of the said committee;
- (c) Make a report of each District Governor's Advisory Committee meeting and send copies within fourteen (14) days thereafter to Lions Clubs International and to the District Governor and Region Chairperson;
- (d) Play an active role in organizing new clubs and keep informed on the activities and well-being of all clubs in his/her Zone;
- (e) Represent each club in his/her Zone in any problems with District, Multiple District Council Chairperson or Lions Clubs International;
- (f) Supervise the progress of District, Multiple District and Lions Clubs International projects in his/her Zone;
- (g) Endeavor to have every club within his/her Zone operating under a duly adopted Club Constitution and By-Laws;

- (h) Promote representation at International, Multiple and District Conventions by at least the full quota of delegates to which clubs in his/her Zone are entitled;
- (i) Visit a regular meeting of each club in his/her Zone once or more during his/her term of office, reporting his/her findings to the Region Chairperson – particularly with respect to weaknesses he/she may have discovered (copy to District Governor);
- (j) Perform such other functions and acts as may be required of him/her by directives of the International Board of Directors.

Section 7. DISTRICT GOVERNOR'S CABINET

The District Governor's Cabinet shall:

- (a) Assist the District Governor in the performance of his/her duties and in the formulation of administrative plans and policies affecting the welfare of Lionism within the District;
- (b) Receive, from the Region Chairpersons or other assigned District Cabinet members, reports and recommendations which concern the Clubs and Zones;
- (c) Supervise the collection of all per capita dues by the Cabinet Treasurer, designate a depository(s) for the said funds and authorize the payment of all legitimate expenses pertaining to the administration of the affairs of the District;
- (d) Secure, semi-annually or more frequently, District Financial Reports from the Cabinet Treasurer
- (e) Provide for an audit of the books and accounts of the District with the District Governor's approval, and set up definite schedule of dates, times and places of Cabinet Meetings to be held during the fiscal year.

Section 8. SERGEANT-AT-ARMS

The Sergeant-at-Arms shall maintain order and decorum at the convention and meetings and perform such other duties as are incidental to his/her office under ROBERT'S RULES OF ORDER, NEWLY REVISED.

ARTICLE V – District Committees/Duties

Section 1. DISTRICT GOVERNOR'S ADVISORY COMMITTEE

In each Zone, the Zone Chairperson and the Presidents, 1st Vice Presidents, Secretaries, Treasurers and Membership Directors of the Clubs in the Zone shall compose a District Governor's Advisory Committee, with the Zone Chairperson as Chairperson. At a date, time and place called by the Zone Chairperson, this committee shall hold a First Meeting within ninety (90) days after the adjournment of the preceding International Convention; a second meeting in the month of November; a Third Meeting in the month of February or March; It shall assist the Zone Chairpersons in an advisory capacity, procure

recommendations affecting the welfare of Lionism and the Clubs in the Zone, and relay the same through the Zone Chairperson to the District Governor and his/her Cabinet.

Section 2. DISTRICT GOVERNOR'S HONORARY COMMITTEE

The District Governor may appoint a District Governor's Honorary Committee composed of Past International Officers who are members in good standing of clubs within the District. This committee shall meet when and as called upon by the District Governor. The Chairperson of this committee shall attend meetings of the Cabinet when requested by the District Governor.

The duties of the District Governor's Honorary Committee shall be to: -

- (i) Promote harmony through the District;
- (ii) Perform duties as directed by the District Governor;
- (iii) Take problems assigned by the District Governor and recommend solutions to him/her after careful study;
- (iv) Nominate the OSEAL forum Chairman for endorsement by the Multiple District Convention at the appropriate time when it is the turn of the District.

Section 3. OTHER DISTRICT CABINET COMMITTEES

Other appointed Committees and/or District Chairpersons shall perform their respective duties under the directions of the District Governor to ensure the efficient operations of the District.

ARTICLE VI – District Administrative Fund

Section 1. DISTRICT REVENUE

Dues

District Administrative dues:	RM 44
International Relations & Youth Exchange:	RM 03
Bulletin & Communications:	RM 21

	RM 68

To provide revenue to defray the administrative expenses of the District, an Annual District Administrative Fund per capita due of RM68 (as set out in the table above) shall be levied upon each member of each club in the District and shall be collected and paid in advance by each club in two (2) semi-annual payments as follows: (one half the total dues as set out in table above) per club member on or before 31 August of each year to cover

the semi-annual period July 1 to December 31; and (the other half of total annual dues) per club member on or before 31 January of each year, to cover the semi-annual period January 1 to June 30, with billings of the same to be based upon the roster of each club as of the first days of July and January, respectively. The said dues shall be paid to the Cabinet Treasurer by each club in the District, except newly chartered and reorganized clubs, which shall collect and pay said per capita dues on a pro-rata basis from the first day of the second month following the date of their organization or reorganization, as the case may be. The said per capital dues shall be disbursed only for administrative expenses of the District and only upon approval by the District Governor's Cabinet. Disbursement there from shall be by checks drawn and signed by any two of the following, Cabinet Treasurer, Cabinet Secretary and the District Governor.

Section 1A RECEIVING DONATIONS ETC.

To supplement the District Administrative Fund, the District may receive donations or sponsorship from any lawful sources as may be approved by the Governor. Such income shall be fully accounted for and audited.

Section 2. ENTRANCE FEE

On the first day of following month, each club in the District shall remit to the Cabinet Treasurer an entrance fee of RM12 each new member, save for charter or transfer members:

Section 3. OBLIGATIONS

The District Governor and his/her Cabinet shall not incur obligations in any fiscal year resulting in an unbalanced budget or deficit in the fiscal year. All remaining club supplies and assets shall be transferred to his/hers successor's Cabinet.

Section 4. SURPLUS FUNDS

Any balance brought forward from the previous accounting period or periods shall be transferred to the District Foundation.

Section 5. TRANSFER OF FUNDS

If at the end of the fiscal year there remains any surplus, the District Governor shall, after payment of all bills and providing for outstanding debts, if any, transfer the funds to the District Foundation within sixty (60) days of the close of the fiscal year following the District Convention.

Section 6. EXPENSES

Expenses of the members of the District Cabinet in connection with attending Cabinet Meetings, Seminars and schools authorized by the District Governors, shall be considered administrative expenses. Reimbursement for such expenses may be made on the same basis as outlined from time to time in the Rules of Audit of Lions Clubs International

ARTICLE VII – District Accounts & Audit

Section 1. PROPER ACCOUNTING

The Cabinet of the District shall maintain and keep proper books of accounts and shall present financial statements in accordance with generally accepted accounting standards of Malaysia.

Section 2. DISTRICT GOVERNOR AUTHORIZATION

All expenditure shall be duly authorized by the District Governor.

Section 3. AUDIT

The financial statements shall be audited annually or, if found necessary at more frequent intervals by a firm of approved company auditors appointed at the Annual Convention of the District. The audited Financial Statements of the District shall be completed and shall be mailed to Lions Clubs International and circulated to all members of the District Cabinet not later than sixty (60) days after the close of the fiscal year. The duly audited Financial Statements of the District shall be circulated to all of the clubs and the Past and Present Officers of the Association in the District by 31st January following the close of the Annual Convention of the District and shall be made available to the delegates at the following Annual Convention of the District.

Section 4. INTERIM ACCOUNTS

The District Governor shall submit at the Annual Convention of the District, an

Interim Financial Statements of the current fiscal year prepared up to ninety (90) days prior to the said Annual Convention.

Section 5. FISCAL YEAR

The fiscal year shall be July 1st through June 30th.

ARTICLE VIII – District Foundation

Section 1. STRUCTURE

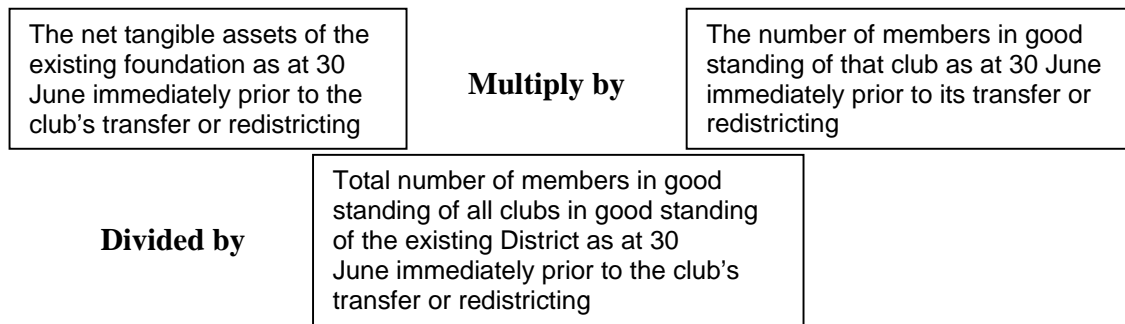
The District shall establish a fund, District 308 - A2 Foundation (hereinafter called the Foundation) under the direction of the District Cabinet, to receive, maintain and administer the funds raised or collected by the Regions, Zones, Clubs in the District for employing the same for the relief of any calamity or for the carrying out of humanitarian or educational or any other service activities which in the opinion of the Board of Trustees of the Foundation warrant such assistance. The Foundation shall comply with the International Association of Lions Clubs policy for the use of the Lions name and emblem.

Section 2. LEVY

The Board of Trustees of the District Foundation shall levy and collect an annual contribution of Malaysian Ringgit Ten (RM 10) from each member of each Lions Club in the District with the billings of the same to be based upon the membership of each club as shown by the Membership Report as of 1st July of each year. Such contribution shall be allocated to and become part of the District Foundation.

Section 3. DISTRIBUTION OF ASSETS

In the event a club in good standing is transferred or redistricted to an existing or new District in the Multiple District or otherwise, the contributions of that club to its existing District Foundation shall be transferred to the Foundation of the District into which the club has been transferred or redistricted no later than three (3) months following the date the club is transferred or redistricted. The contributions of that club shall be calculated as follows:



The figure derived from the above formula is further divided by the numbers of years from 1999 to current year of the club's transfer and multiplied by the number of years the club has been in existence (if formed after 1999) to determine the final amount to be transferred.

Section 4 ADMINISTRATION

The Foundation shall be administered by a Board of Trustees (hereinafter called "the Board") comprising the following:

- (i) A Chairperson who shall be a Past District Governor of the District who served most recently as District Governor;
- (ii) The District Governor of the District;
- (iii) The first and second Vice District Governor;
- (iv) Three members (hereafter called the "elected Trustees" or individually as "Elected Trustee") of whom at least two (2) shall be Past District Governors of the District and who shall be elected at the Annual Convention of the District.

- (a) (i) The Chairperson of the Board, and failing him/her the District Governor, shall preside at all meetings.
- (ii) The elected Trustees shall carry out such duties, as the chairperson shall assign to them.
- (b) At each Annual Convention of the District, subject to the qualification in section 4(a)(iv), candidates for the office of one or more elected Trustee(s) of the Board of the Foundation of the District shall be elected by the delegates present, following nominations of the respected candidates having been duly proposed and seconded.
- (c) Except as otherwise provided herein, each elected Trustee of the Board shall assume and hold office for three (3) years.
- (d) The first elected Trustees of the Board shall hold office in the following manner:
 - (i) The First elected Trustee for one (1) year.
 - (ii) The Second elected Trustee for two (2) years
 - (iii) The Third elected Trustee for three (3) years.
- (e) No trustee shall serve as elected Trustee for more than two (2) consecutive terms.
- (f) In the event a vacancy occurs in the office of an elected Trustee of the Board of the Foundation, for any reason whatsoever, it shall remain vacant for the remaining part of that fiscal year in which it occurs and shall be filled by elections at the annual convention of the District immediately following PROVIDED that the candidate elected to fill the vacancy shall only hold office for the remainder of that term.
- (g) In the event of redistricting, the existing elected Trustee with un-expired terms in office, shall serve out their said terms on the Board of the Foundation of that District to which their respective clubs are transferred or redistricted and should any District Foundation find itself with more than the required number of elected Trustees, then the excess number of elected Trustees who had served the most number of years on their previous Board/s shall retire immediately.

Section 5 MEETINGS & DEPLOYMENT OF FUNDS

- (a) The Board shall meet at least twice during any fiscal year. It may however decide on issue by circular resolution or meet via tele or video conferencing or via the internet, provided that any decision so made must be approved by $\frac{3}{4}$ of the Board members.
- (b) The Board may formulate such Rules or By- Laws as it thinks fit for the proper administration and management of the Foundation and make them available to all clubs in the District at the following Annual Convention of the District;

- (c) The Chairperson of the Board and the District Governor shall have absolute powers to deploy funds for immediate relief of a calamity in any of the districts within Multiple District 308, not exceeding RM4, 000.00. Only one such withdrawal can be made for each calamity for the District during that fiscal year. Every such deployment of funds shall be reported to the Board in writing.
- (d) Any other deployment of funds shall be made with the consent of at least three of the Trustees of the Foundation. Such consent shall be obtained by resolution at a meeting of the Board. In the case of dire circumstances, either the Chairperson or the Secretary who is elected from amongst the other elected Trustees of the Board may secure consent verbally followed by a circularized resolution to be delivered and signed by all consenting Trustees within thirty (30) days of receiving oral consent to deploy relief.
- (e) The Board shall not expend monies in any fiscal year in excess of ninety percent (90%) of the total income received by the Foundation in that year, unless it is authorized to so do by the affirmative vote of a majority of delegates of an annual convention of the District.
- (f) All the monies of each of the Foundation shall be deposited in a deposit account of a reputable bank for such period and upon such terms as the Board shall deem fit. The account shall be operated by any two of the Chairperson, the District Governor, the Cabinet Secretary and the Cabinet Treasurer as authorized by the Board.
- (g) The Board shall have no powers to utilize the monies of the Foundation for any other purpose save for the purposes as herein before described. However, expenditure may be made from the Foundation to pay reasonable administration expenses. The Trustees are not entitled to any remuneration or any other compensation except for the reimbursement of any expenses validly incurred and approved by the Board.

Section 6. CONTRIBUTIONS

- (a) Every Lion or Lioness or Leo or any other person who contributes a sum of not less than RM1, 000.00 or if his/her club or any other person(s) makes such a contribution in the said member's name to the Foundation shall be made a "Fellow of Lions District 308-A2".
- (b) Every Lion or Lioness or Leo or any other person who contributes a sum of RM500.00 or more but less than RM1, 000.00 shall be presented a distinguished Certificate of Appreciation.

Section 7. ACCOUNTS & AUDIT

- (a) The Board of the District Foundation shall maintain and keep proper books of accounts, and shall present financial statements for the fiscal year in accordance with generally accepted accounting standards of Malaysia.
- (b) All administrative expenses shall be duly authorized by the Chairperson of the Board, or the District Governor.

- (c) The financial statements shall be audited annually or, if found necessary, at more frequent intervals, by a firm of approved company auditors appointed at the Annual Convention of the District. The audited financial statements of the Foundation shall be completed and shall be mailed, to Lions Clubs International and circulated to all members of the District Cabinet not later than sixty (60) days after the close of the fiscal year. The duly audited financial statements of the Foundation shall be circulated to all the clubs, and the Past and Present Officers of the Association of the District by 31st January following the close of the Annual District Convention. The same audited statements shall be made available to the delegates for adoption at the following Annual District Convention.
- (d) The Board shall submit at the Annual Convention of the District each year interim financial statements of the Foundation of the current fiscal year prepared up to ninety (90) days prior to the said Annual Convention.

ARTICLE IX – Nominations and Endorsement of International Director and Second Vice President Nominees

Section 1. ENDORSEMENT PROCEDURE.

The procedure for District Endorsement of any member of a Lions Club in the District seeking endorsements, as a candidate for the Office of International Director or Second Vice-President shall be the same as provided in the MD 308 Constitution and By- Laws, subject to the following conditions:

- (a) Deliver (by mail or in person) written notice of intention to seek such endorsement to the District Governor no less than 10 days prior to the convening date of the District Convention 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.
- (c) Certification of Endorsement by the Convention shall be made in writing to the Multiple District Council of Governors by the District Officials designated in accordance with the requirement set forth in the International Constitution and By-Laws.
- (d) The District shall not have more than one (1) endorsement for each office of the International Board of Directors or the Second Vice President.
- (e) Any candidate seeking an endorsement at a Multiple District Convention must first have secured the endorsement of the District and such endorsement must be obtained at the District Convention held in the year prior to the year of endorsement at the Multiple District Convention.

ARTICLE X - Rules of 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 District Meeting or Convention, any meeting of the District Cabinet, Region, Zone or member Club or of any group or committee of any one of them shall be determined by ROBERT'S RULES OF ORDER, NEWLY REVISED.

ARTICLE XI – Miscellaneous

Section 1. DISTRICT GOVERNOR'S EXPENSES

Expenses of the District Governor in connection with his/her attending District or club functions not reimbursable from Lions Clubs International shall be considered a District administrative expense. Reimbursement for such expenses shall be made on the same basis as outlined in the Rules of Audit of Lions Clubs International.

Section 2. FINANCIAL OBLIGATIONS

The District Governor and his/her Cabinet shall not incur obligations in any fiscal year, which will result in an unbalanced budget or deficit in the said fiscal year.

Section 3. SALARY OR COMPENSATIONS

No Cabinet Officer shall receive any salary or compensation for any service rendered to the District in his/her official capacity except for the reimbursement of any expenses validly incurred and approved by the District Governor.

Section 4. DISPUTE RESOLUTION

The clubs in the District shall pursue all complaints, disputes or claims according to the terms and conditions of Rules or Procedure adopted, from time to time, by the International Board of Directors.

Section 5. CONFLICT OR CONTRADICTION

Whenever there may exist a conflict or a contradiction between the provisions set out in this District Constitution and By-Laws and the Multiple District Constitution and By-Laws, then the Multiple District Constitution and By-Laws shall govern.

ARTICLE XII – Amendments

Section 1. AMENDING PROCEDURE

These By-Laws may be amended only at a District Convention, by resolution reported by the Constitution and By-Laws Committee and adopted by a majority of the votes cast by delegates at a convention.

Section 2. NOTICE

No amendment shall be so reported or voted upon unless the same shall have been approved by the District Cabinet and have been furnished in writing by mail, facsimile 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 3. EFFECTIVE DATE

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

The District 308 A 2 acknowledgement with thanks the drafting works undertaken by various people as follows:

- (1) District Governor Lion John S F Ho (2005-2006) who initiated and drafted our “first” independent Constitution and By-Laws of District. Originally, it was contained in the “White Book”, which covered both the Constitution and By Laws of the Multiple District and the 4 Sub Districts. It was adopted in its entirety, replacing all articles and provisions on Sub-District matters contained in the Constitution and Bye-Laws of Multiple District 308 (Brunei Darussalam, Malaysia and Singapore), at the 8th District 308-A2 Convention held on 29th April 2006, at Madarin Meritus Hotel, Singapore.*
- (2) District Governor Lion BC Sim (2008-2009) who initiated the first amendment, and Lion Albert Tang, the District Chairman of Constitution and By- Law, who was tasked by the Governor to draft and explain the amendment. It was made to coincide with the introduction of the post of second vice district governor effective fiscal year 2008-2009. The amendment was adopted at the 11th District 308 A2 Convention held on 25th April 2009, at the Zon Hotel, Johor Baru. The amendments was also approved to be effective retrospectively from the date of convention call on 22nd February 2009.*