

LIONS SAVESIGHT CENTRE (SINGAPORE)

CONSTITUTION & BY-LAWS

1. NAME

This Society shall be known as the “Lions SaveSight Centre (Singapore)”, hereinafter referred to as the “Society”.

2. PLACE OF BUSINESS

Its place of business shall be at “1, Goldhill Plaza, #03-39, Goldhill Plaza, Singapore 308889” or such other address as may subsequently be decided by the Management Board and approved by the Registrar of Societies. The Society 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) To establish a centre for the prevention of blindness with a strong emphasis on the blinding complication of diabetes, known as diabetic retinopathy.
- (2) To develop prevention to other important causes of blindness such as corneal disease, cataract and glaucoma.
- (3) To create care services, education & training, screening & counseling and research to complement current developments in the prevention of blindness.
- (4) To attain the above objectives, the Society shall, with the approval of the relevant authorities:
 - (a) undertake any activities as are incidental or conducive to the attainment of the above object; and/or
 - (b) raise funds for the above purposes.

4. THE GENERAL MEMBERSHIP

- (1) The Society shall consist of:
 - (a) ordinary voting membership of duly chartered Lions Clubs, approved by the Management Board, operating and registered under the Societies Act (Cap 311) Singapore and each club shall be represented by its president. The founding Lions Clubs are Lions Club of Singapore (Host), Lions Club of Singapore Fort Canning, Lions Club of Singapore City and Lions Club of Singapore Metropolitan.
 - (b) ordinary non-voting members of any other person who is a non-Lions Club.

- (2) The president of the Lions Clubs may appoint a representative to take his place.
- (3) The representative must be an active member and a member of contractual age in good standing of his Lions Club which must also be in good standing.
- (4) The membership of any Lions Club which has been declared either status quo or not of good standing shall automatically be suspended and the representative shall not be admitted into any Society's meetings.
- (5) Non-Lions may be invited as non-voting ordinary members.

5. GENERAL MEETINGS

- (1) The supreme authority of the Society is vested in a general meeting of members.
- (2) Members shall meet as often as circumstances require but shall meet not less than once a year and the Chairman shall call such meetings.
- (3) The Annual General Meeting of the Society shall be held not later than the month of December in each year to transact the following:
 - (a) To receive the Chairman's report of the activities of the Society 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 Society duly submitted to the secretary in writing not later than fourteen (14) clear days before the date of the Annual General Meeting.
- (4) An Extraordinary General Meeting (EGM) may be called at any time by the Chairman by giving fourteen (14) days 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 members 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 Extraordinary General Meeting shall be convened within two (2) months from receiving this request to convene the Extraordinary General Meeting.
- (5) If the Management Board does not within two (2) months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving ten (10) days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Society's notice board.

- (6) Every question at a general meeting shall be decided by a simple majority of members present and voting except when any other specific majority is required by this constitution. In the event of a tie, the Chairman shall have a casting vote. Proxy voting is not permitted. Each member, the Chairman and the immediate past Chairman shall have one (1) vote each.
- (7) The quorum for a general meeting shall be at least 25% of the total membership. 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(3) and no quorum is formed the meeting shall be adjourned for half an hour (1/2 hour) and those present when the meeting is re-convened 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.

6. **MANAGEMENT BOARD**

- (1) The day to day management of the Society shall be managed by a chief executive officer who will be appointed, subject to the approval of the Ministry of Health (Sector Administrator), by the Management Board which shall consist of the following:
 - (a) Chairman
 - (b) Deputy Chairman
 - (c) First Vice Chairman
 - (d) Second Vice Chairman
 - (e) Secretary
 - (f) Assistant Secretary
 - (g) Treasurer
 - (h) Assistant Treasurer
 - (i) 15 Directors
 - (j) Immediate Past Chairman

The immediate Past Chairman shall have the right to attend the Management Board meeting 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 Treasurer and Assistant Treasurer shall not be re-elected to the same post for a consecutive term of office.

There is no restriction on any one Lions Club for having more than one or more Members in the Management Board.

Ordinary non-voting members may be co-opted into the Management Board as non-voting members.

- (3) The Management Board shall meet regularly and as often as the business of the Society requires but shall meet not less than four (4) times a year.
- (4) The quorum of the Management Board shall be eight (8).
- (5) The Chairman shall preside over all meetings of the Management Board. In his absence the Deputy Chairman shall preside. If both the Chairman and Deputy Chairman are absent, the First Vice Chairman shall preside. If the Chairman, Deputy Chairman and First Vice Chairman are absent, the Second Vice Chairman shall preside. If all the aforementioned are absent, the Management Board may elect amongst them a Chairperson to preside over the meeting. The Chairman of any Management Board meeting shall have a casting vote.
- (6) The Management Board shall have all the executive powers of the Society, including appointing employees, setting their terms and conditions of service, filling vacancies created by resignation of the Management Board, executing all contracts on behalf of the Society and generally set policies and do everything for the efficient running of the Society.

At the commencement of its terms of office the Management Board shall present a budget 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 \$50,000 shall require the approval of the general membership.

- (7) The Management Board shall appoint an Administrator to oversee the daily administrative matters in the Society. He shall attend the Management Board meetings but shall have no voting rights in such meetings provided he is a member of the Management Board.
- (8) In the performance of its duties the Management Board may set up the following Committees:
 - (a) Members & Public Relations
 - (b) Medical
 - (c) Education & Counseling
 - (d) Finance
 - (e) Fund-raising
 - (f) Contracts and Purchasing
 - (g) Building and Maintenance
 - (h) Constitution and By-laws

The Chairman or the Management Board may set up other committees in his or their judgment would be necessary and expedient to perform the duties of running the Society. In this regard the Chairman or the Management Board shall have the power to co-opt duly qualified persons as directors onto the Management Board. Such co-opted members shall have no voting rights.

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

7. QUALIFICATION FOR CHAIRMAN

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

- (1) Secretary or Treasurer of the Society
- (2) Deputy Chairman
- (3) First Vice Chairman
- (4) Second Vice Chairman

8. QUALIFICATION FOR DEPUTY CHAIRMAN, FIRST AND SECOND VICE CHAIRMEN

A candidate for the position of Deputy Chairman, First Vice Chairman and Second Vice Chairman must have served at least one (1) full term on the Management Board and attended a majority of the meetings, save for the first appointment of the Deputy Chairman, First Vice Chairman and Second Vice Chairman respectively.

9. DUTIES OF OFFICERS

- (1) Chairman
 - (a) He shall call meetings and shall preside at all general meetings and meetings of the Management Board.
 - (b) He is the spokesman of the Society.
- (2) Deputy Chairman
 - (a) In the absence of the Chairman, the Deputy Chairman shall perform the duties of the Chairman.
 - (b) The Deputy 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) First Vice Chairman
 - (a) In the absence of the Chairman and the Deputy Chairman, the First Vice Chairman shall perform the duties of the Chairman.

- (b) The First 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.
- (4) Second Vice Chairman
 - (a) In the absence of the Chairman, the Deputy Chairman and the First Vice Chairman, the Second Vice Chairman shall perform the duties of the Chairman.
 - (b) The Second 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.
- (5) 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 Society for the proper administration and management of the Society under the Societies Act.
 - (d) He shall maintain an up-to-date Register of Members.
- (6) Assistant Secretary
 - (a) The Assistant Secretary shall assist the Secretary at all times and in all functions. In addition he shall perform any duties relevant to the position of Assistant Secretary assigned to him from time to time by the Chairman or the Management Board.
- (7) Treasurer
 - (a) The Treasurer shall be responsible for all financial records of the Society.
 - (b) He shall receive all monies, make payment, sign cheques together with other officers, bank in money, prepare accounts, prepare budget and generally to do all things that are within his power to keep a fair and accurate record of the financial status of the Society .
 - (c) He shall prepare the annual accounts for auditing and presentation to the Annual General Meeting.
- (8) Assistant Treasurer
 - (a) The Assistant Treasurer shall assist the Treasurer at all times and in all functions. In addition, he shall perform any duties relevant to the position of Assistant Treasurer assigned to him from time to time by the Chairman or the Management Board.

10. **FINANCE**

- (1) All monies payable to the Society shall be received by the Treasurer and deposited in a bank account in the name of the Society. No sum shall be drawn from that account except by cheques signed by two of the following signatories:
 - (A) Chairman, Deputy Chairman or Secretary; and
 - (B) Treasurer and/or Assistant Treasurer.
- (2) The income of the Society shall be applied only in furtherance of the objects of the Society.
- (3) The accounts of the Society shall be audited by a firm of Certified Public Accountants if the gross income or expenditure of the society exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations. A copy of the audited account shall be submitted annually to the:
 - (A) Registrar of Societies;
 - (B) Any Government Departments as may be required by law.
- (4) The financial year of the Society shall be from 1st July to 30th June.

11. **TRUSTEES**

- (1) The General Membership shall appoint no less than two (2) but not more than five (5) Trustees to any investment and immovable property hereinafter call "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 Deputy Chairman and the Secretary.
- (3) Only Lion Members who are Singapore Citizens can be appointed as Trustees.
- (4) A Trustee may be terminated on the following grounds:
 - (a) Resignation. A trustee is deemed to have resigned, if the trustee is absent from Singapore for a continuous period of one year or more.
 - (b) Death.
 - (c) Bankruptcy.
 - (d) Cessation as a Lion.
 - (e) Becomes a patient under the Mental Order and Treatment Act.
 - (f) Commits misconduct of any nature which renders the person to be undesirable to remain as a Trustee.

- (5) An appointed Trustee shall hold office for two (2) years and shall be eligible for re-appointment for further two (2) years terms.
- (6) A Trustee whose appointment has been terminated (the "Outgoing Trustee") may be replaced by a replacement Trustee to be appointed at any time by the Management Board. The Outgoing Trustee shall be deemed to have irrevocably appoint the Chairman, the Deputy Chairman and the Secretary, all acting jointly to act as attorney in the outgoing Trustee's name to deal with all matters relating to any dealing of the Property including such powers to transfer title, rights and interest in the Property which are held in the name of the Outgoing Trustee to the replacement Trustee to hold same for the benefit of the Society.
- (7) Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Society's premises at least two (2) weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of the Societies.
- (8) The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

12. **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 Society without having to obtain the sanction of a General Meeting and shall have power to invest any funds of the Society not immediately required for any purposes upon the security of any investments for the time being authorised by law for the investment of trust funds with full power to sell, realise, vary or otherwise deal with such movable property and investments.
- (2) No immovable property of the Society 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 Society.

13. **PATRONS**

The Management Board may invite any person of distinction to be a patron of the Society.

14. **VISITORS AND GUESTS**

Visitors and guests may be admitted into the premises of the Society but they shall not be admitted into the privileges of the Society. All visitors and guests shall abide by the Society's rules and regulations.

15. **PROHIBITIONS**

- (1) Gambling of any kind, whether for stake or not, is forbidden on the Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- (2) The Society shall not hold any lottery, whether confined to its Members or not, in the name of the Society, or its Members or Officers unless with the prior written approval of the relevant authorities.
- (3) The Society 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 Society shall not be used to pay fines of any Members or Officer who has been convicted in court.
- (5) The Society 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 Society 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 Society 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 Society shall not endorse or recommend any candidate for public office, nor shall partisan politics or sectarian religion be debated by Members and Officers.

16. **AMENDMENTS TO CONSTITUTION**

The Society shall not amend its Constitution without the prior approval in writing of the Registrar of Societies and the Ministry of Health (Sector Administrator). No alterations or amendments to this Constitution shall be made except at a General Meeting at which a quorum is present and then only on a two-thirds majority vote of General Members present and voting at the General Meeting.

17. **DISSOLUTION**

- (1) The Society shall not be dissolved except with the approval of the Ministry of Health (Sector Administrator) and the consent of not less than three fifths (3/5th) of the voting members of the Society in person at a General Meeting convened for the purpose.
- (2) On dissolution all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds and assets of the Society shall be donated to any institution 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.

18. **INTERPRETATION**

Where the contexts so admit: "Singular"

shall include the "Plural". "Masculine"

shall include the "Feminine".

BY-LAW

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 well being of the Society, which By-laws repeals, 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 Society shall use his membership or position as a means of furthering personal, political or other aspiration, nor shall the Society, as a whole, take part in any movement not in keeping with its purpose and objects.

3. NOMINATIONS AND ELECTION

- (1) The Chairman shall appoint, by notification issued in the month of July/August 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 any Lions Club in good standing and shall not at any time of their appointment hold the office of (A) Chairman or Deputy Chairman or Vice Chairman; (B) Secretary or Assistant Secretary; or (C) Treasurer or Assistant Treasurer as designated in the Constitution. The names of the Chairman and Members so appointed shall be sent to all Clubs stating dates for nominations and elections 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 or 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 nomination so received shall be scrutinized by the Nominating committee and the proposal shall be submitted to the Chairman for holding an election.
 - (B) There is no restriction on any one Lions Club for having more than one or more Members in the Management Board.

- (C) If there is 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.
- (D) In the event of more than one candidate, the election shall be held by secret ballot. If none are so received and/or so qualified, then but then only, nominations for the office may be from the floor.
- (E) Each candidate shall be allowed a nominating and a seconding speech each of not more than five minutes duration.
- (F) 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.
- (G) If no nomination is received for the position of Chairman, the incumbent Deputy Chairman shall be offered the position of Chairman. If the Deputy Chairman declines, the First Vice Chairman shall be offered the position of the Chairman. If both the Deputy Chairman and the First Vice Chairman decline, the Second Vice Chairman shall be offered the position of Chairman. If all the aforesaid decline, nomination shall be received from the floor from qualified candidates.

4. MEETINGS 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.

5. FINANCIAL YEAR

The financial year of the Society shall be from 1st July to 30th June.

6. GENERAL

- (1) These By-laws 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 or delivered to each Lions Club at least 14 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.