

**THE CONSTITUTION**  
**OF**  
**LIONS HEARING FOUNDATION**  
**OF WESTERN AUSTRALIA (Inc.)**

**1 NAME**

The name of the Association is Lions Hearing Foundation of Western Australia (Inc.).

**2 DEFINITIONS**

In these rules, unless the contrary intention appears:

“Board Meeting” means a meeting referred to in rule 12;

“Director” means a person referred to in rule 6;

“District” means Western Australian Lions District 201 W1 and Lions District 201 W2

“Financial Year” has the meaning given by section 3(1) of the Act, a reference in that section to:

(a) “an incorporated association” or “the association” being construed as a reference to the Foundation; and

(b) “the Committee” being construed as a reference to the Board;

“Member” means a member of the Foundation under rule 5;

“Ordinary Resolution” means a resolution other than a special resolution;

“Policies of Lions Clubs International” refers to and includes the following:

Constitution and By-laws of The International Association of Lions Clubs

Requirements and Directives of the International Board of Directors; and

Constitution and By-laws of Multiple District 201 (or its successor in Western Australia).

“Special Resolution” has the meaning given by section 24 of the Act;

“The Act” means the Associations Incorporation Act 1987;

"The Board" means the Board of Directors of the Foundation referred to in rule 6;

"The Chairperson" means the person presiding at the Board meeting or general meeting in accordance with rule 8 in relation to the proceedings at a Board meeting or general meeting,

"The Foundation" means the Association referred to in rule 1;

"The Secretary" means the Secretary referred to in rule 9; and

"The Treasurer" means the Treasurer referred to in rule 10.

### **3 OBJECTS OF FOUNDATION**

1 The object of the Foundation is to serve as a charitable, service oriented Lions Foundation in the State of Western Australia to work in the field of hearing conservation and to work for the hearing impaired and deaf as follows:

(a) *Information and Co-ordination:*

- (i) Gather and disseminate information to Members and the wider public with a view to increasing public awareness of and understanding for all causes, conditions and consequences of all disorders of the ear and auditory system;
- (ii) Encourage the improvement of services for hearing impaired people in general;
- (iii) Assist Members and other organisations to co-ordinate their efforts in furtherance of the objects of the Foundation.

(b) *Education and Rehabilitation:*

- (i) Assist the provision of education, special education and adult education for hearing impaired persons including but not limited to the following:
  - support and promote the integration of hearing impaired persons into standard education;

- support the expansion of primary and secondary education facilities for hearing impaired children throughout the State of Western Australia;
  - support the provision, training and status of teachers of the hearing impaired;
  - promote public tuition in all aspects of communication with and by hearing impaired persons;
  - encourage the provision of high standard equipment and facilities in schools for hearing impaired persons; and
  - promote the provision of post-secondary opportunities and scholarships for hearing impaired persons and supporting personnel.
- (ii) Assist the provision of rehabilitation for hearing impaired persons.
- (c) *Vocation, Training and Employment.*
- (i) Assist the provision of vocational guidance, job-training, work experience and employment for hearing impaired people;
- (ii) Sponsor hearing impaired persons of all ages for employment opportunities; and
- (iii) Educate employers about the employability of hearing impaired persons.
- (d) *Social and Cultural Assistance:*
- (i) Promote social, cultural and sporting activities which will assist the integration of hearing impaired persons into society;
- (ii) Sponsor and assist hearing impaired persons to receive social and other services relevant to their needs; and
- (iii) Promote significant achievements of hearing impaired people to serve as an incentive for all hearing impaired persons.

(e) *Audiology, Medicine and Research:*

With the mutual support and co-operation of the *Lions Ear and Hearing Institute of Western Australia Inc.:*

- (i) Assist the expansion and development of audiological and medical services, in respect of both treatment and prevention, for hearing impaired persons throughout the State of Western Australia;
- (ii) Assist the research and study into all aspects of hearing impairment throughout the State of Western Australia;
- (iii) Assist the education of persons to become qualified as professionals and technicians in all fields concerning hearing impairment; and
- (iv) Foster high standards of design, supply, fitting, sales and after sales service of hearing aids and other related devices.

#### **4 POWERS OF THE FOUNDATION**

- 1 In order to fulfil the objects of this Foundation and subject to the policies of Lions Clubs International and the powers conferred on the Foundation by the Act, the Board of Directors of this Foundation have the power to:
- (a) procure by all legal means materials appropriate for the fulfillment of the Foundation's purposes;
  - (b) disburse by any means monies or other assets of the Foundation;
  - (c) request and accept gifts, bequests and loans to the Foundation;
  - (d) request and accept gifts to the Foundation from Member Clubs and District Cabinets;
  - (e) act as trustees for all monies and other assets entrusted to its control;
  - (f) invest any monies not immediately required for use by the Foundation;
  - (g) appoint and control any honorary or salaried staff that may be required;

- (h) borrow and raise money and to secure payments thereof in such a manner as may be lawful, including (without prejudice to the generality of that language) by means of mortgage, charge or debenture upon or over all or any of the property of the Foundation;
- (i) to purchase, take on, lease or acquire by gift or otherwise real and personal property of any nature or description;
- (j) to sell such property, exchange it for other property or by any lawful means to dispose of such property; and
- (k) to lease such property for such term at such rent and upon such conditions as may be deemed desirable.

## **5 MEMBERSHIP OF FOUNDATION**

- 1 Each Lions District in Western Australia will have equal rights and opportunity to participate in all aspects of the Foundation.
- 2 Each Lions Club in Western Australia is a Member Club of the Foundation and will participate in and assist with the activities of the Foundation without detriment to its autonomy or financial independence.
- 3 The District Cabinets through the Hearing Foundation Chairperson are the official channel of communication between Member Clubs and the Foundation without detriment to routine business and the co-operation between Member Clubs and the Foundation.

## **6 BOARD OF DIRECTORS**

- 1 The affairs of the Foundation shall be managed exclusively by the Board of Directors of the Foundation which shall be made up as follows:
  - (a) the District Governor of each District in Western Australia;
  - (b) the Vice-District Governor of each District in Western Australia;
  - (c) the Immediate Past District Governor of each District in Western Australia (or his or her nominee from time to time who shall be a Past District Governor who when so appointed shall hold office for the balance of the term of the Immediate Past District Governor who nominated him/her);

- (d) the Hearing Projects Chairpersons of each District in Western Australia;
- (e) two (2) members who may be drawn from either the Australian Society of Otolaryngology, Head & Neck Surgery or the Audiological Society of Western Australia, on the basis that any such audiologist not be an employee of the Foundation, (whether one or both of said members may or may not also be a member of a Lions Club) who shall from time to time be appointed Directors;
- (f) four (4) members from each District in Western Australia who shall be Lions in good standing to be elected at the respective District Conventions by Lions Clubs' delegates, two (2) members from each District being elected annually who shall hold office for a period of 2 years ("elected Directors"); and
- (g) the Secretary and Treasurer of the Foundation who shall be elected at the Annual General Meeting pursuant to rule 13.5 who may or may not also be elected members under rule 6, sub-rule (f) herein.

Each Director's term of office will commence on the same date as the commencement of the term of office of the District Governor elected at the same Convention.

## **7 MANAGEMENT OF FOUNDATION**

- 1 The management of the Foundation and of its business, property and affairs is by this Constitution vested in the Board.
- 2 The Board shall cause all proper records and accounts to be kept.
- 3 The property and income of the Foundation shall be applied solely towards the promotion of the objects or purposes of the Foundation and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Foundation, except in good faith in the promotion of those objects.
- 4 It shall be the duty of the Board to authorise and to pay duly authorised documented costs and expenses, including travel expenses, incurred by

any member, director, officer or servant of the Foundation in the proper discharge of their duties on behalf of the Foundation.

- 5 The Board shall have the power to make insurance arrangements and to do all things necessary to indemnify the members, directors, officers and servants of the Foundation against liability to the extent permitted by law and the cost of such insurance and actions shall be borne by the Foundation.
- 6 The Board may appoint advisers and consultants with relevant professional experience and qualifications to assist the Foundation in achieving its objects. Persons so appointed will not be directors of the Foundation but may be invited to attend and participate in Board Meetings and shall be given every assistance to fulfil their function.
- 7 No Director, officer or servant of the Foundation shall be liable for any act of default or neglect of another person, but shall be liable for any cost, loss or fraud due to his or her own wilful default, neglect or breach of duty.

## **8 CHAIRPERSON**

- 1 The Chairperson of the Board of the Foundation shall be an active member of Lions Clubs International and shall be an eligible Director pursuant to rule 6.1, but must not be a Director referred to in rule 6.1, sub-rules (a) and or (d).
- 2 The Chairperson shall be elected annually by secret ballot at the first Board Meeting of the new financial year. Voting shall be carried out in accordance with the provisions of Section 5 of the Multiple District Constitution & By-Laws
- 3 Subject to this rule, the Chairperson shall preside at all general meetings and Board meetings.
- 4 In the event of the absence of the Chairperson from:
  - (a) a general meeting:
    - (i) a member elected by the other members present at the general meeting;

or

- (b) a Board meeting:
  - (i) a Board member elected by the other Board members present,

shall preside at the general meeting or Board meeting, as the case requires.

## **9 SECRETARY**

The Secretary of the Foundation shall:

- (a) co-ordinate the correspondence of the Foundation;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Foundation;
- (c) comply on behalf of the Foundation with:
  - (i) section 27 of the Act in respect of the register of members of the Foundation;
  - (ii) section 28 of the Act in respect of the rules of the Foundation; and
  - (iii) section 29 of the Act in respect of the record of the office holders, and any trustee of the Foundation;
- (d) have custody of all books , documents, records and registers of the Foundation, including those referred to in paragraph (c), other than those required by rule 10 to be kept and maintained by, or in custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these rules on the Secretary.

## **10 TREASURER**

The Treasurer of the Foundation shall:

- (a) be responsible for the receipt of all monies paid to or received by, or by him or her on behalf of, the Foundation and shall issue receipts for those monies in the name of the Foundation;
- (b) pay all monies into such account or accounts of the Foundation as the Board may from time to time direct;

- (c) make payments from the funds of the Foundation with the authority of a general meeting or of the Board and in so doing ensure that all cheques are signed by 2 persons being the Treasurer and the Chairperson or such other officers of the Foundation duly authorised to do so by the Board from time to time;
- (d) comply on behalf of the Foundation with sections 25 and 26 of the Act in respect of the accounting records of the Foundation;
- (e) whenever directed to do so by the Chairperson, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Foundation, including those referred to in paragraphs(d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

## **11 CASUAL VACANCIES IN BOARD OF DIRECTORS**

- 1 A casual vacancy occurs in the office of a Director of the Board and that office becomes vacant if the Director:
  - (a) dies;
  - (b) resigns by notice in writing delivered to the Chairperson or, if the Director is the Chairperson, to the Secretary;
  - (c) is convicted of an offence under the Act;
  - (d) is permanently incapacitated by mental or physical ill-health;
  - (e) subject to ratification by the Board, is absent from more than three (3) consecutive Board meetings or three (3) Board meetings in the same financial year of which that Director has received notice, without tendering an apology to the person presiding at each of those Board meetings; or
  - (f) if a Director ceases to be a member of Lions Clubs International.

- 2 In the event that a casual vacancy occurs in the office of a Director of the Board, that vacancy shall be filled by a Lion appointed by the District Governor of the District in which the vacancy occurs.

## **12 PROCEEDINGS OF BOARD OF DIRECTORS**

- 1 The Board shall meet together for the dispatch of business not less than six (6) times in each financial year.
- 2 A Board meeting may be called at any time by the Chairperson at his or her discretion or at the request of any two (2) directors. Seven (7) days' notice in writing is to be given to each Board member for each such meeting.
- 3 Each Board member has a single, deliberative vote.
- 4 A question arising at a Board meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Board meeting declare that the motion or amendment be lost.
- 5 At a Board meeting, a simple majority of Board members constitute a quorum.
- 6 Subject to these rules, the procedure and order of business to be followed at a Board meeting shall be determined by the Board members present at the Board meeting.
- 7 A Board member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

## **13 ANNUAL GENERAL MEETING**

- 1 The Foundation shall hold an annual general meeting prior to the 31st day of October each year or within the time limits provided for the holding of annual general meetings by section 23 of the Act.
- 2 THIRTY (30) days' written notice of each annual general meeting shall be sent to:
- (a) all retiring Directors;
  - (b) all incoming Directors;
  - (c) all Member Clubs; and
  - (d) Participating District Cabinet Secretaries.

- 3 The quorum for any general meeting is TWENTY FIVE (25) persons entitled to vote at that meeting.
- 4 Within THIRTY (30) days after each annual general meeting, the Secretary shall send copies of the minutes of the annual general meeting (which will include financial statements) to:
- (a) Lions Clubs International;
  - (b) Multiple District 201 Council;
  - (c) Participating District Cabinet Secretaries; and
  - (d) all Member Clubs.
- 5 The following officers, who may or may not be elected members, shall be elected at each Annual General Meeting:
- (a) Secretary; and
  - (b) Treasurer.
- 6 At the commencement of each Annual General Meeting, the four (4) elected Directors who have served for longer periods than the other two (2) Directors shall cease to be Directors, but shall be eligible for re-election to the Board of Directors.
- 7 At each Annual General Meeting, the Board shall submit to each member present all proper accounts and a report, which shall contain a summary of the activities of the Foundation during the period since the last Annual General Meeting.
- 8 Each Member Club is entitled to one (1) club delegate for every ten (10) members (or major fraction thereof) up to a maximum of 4 delegates at any general meeting. Club delegates must be Lions in good standing and the delegate entitlement of each club shall be based on the number of members reported in the Membership Report immediately preceding the general meeting. Each club delegate must be certified by the relevant Club President and Club Secretary.

## **14 SPECIAL GENERAL MEETINGS**

- 1 A special general meeting shall be called promptly by the chairperson upon the request of:
- (a) any five (5) Directors;

- (b) any District Cabinet; and/or
  - (c) any five (5) Member Clubs via their respective presidents.
- 2 The Chairperson shall arrange the date, time and place of the meeting and shall give to those bodies referred to at rule 14.1 above fifteen (15) days' written notice of the meeting.

## **15 QUORUM IN PROCEEDINGS AT GENERAL MEETINGS**

- 1 In accordance with rule 13.3, twenty five (25) members present in person constitute a quorum at any general meeting.
- 2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 13.2 or 14.2 above a quorum is not present, the general meeting stands adjourned to the same time on the same day in the following month and to the same venue.

## **16 MINUTES OF MEETINGS**

- 1 The Secretary shall cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.
- 2 The Chairperson shall ensure that the minutes taken of a general meeting or Board meeting are checked and signed as correct by the Chairperson of the general meeting or Board meeting to which those minutes relate or of the next succeeding general meeting or Board meeting, as the case requires.
- 3 When minutes have been entered and signed as correct they shall, until the contrary is proved, be evidence that:
  - (a) the meeting to which they relate was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place at that meeting; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

## **17 ALTERATION OF THE CONSTITUTION**

- 1 The Foundation may alter or rescind these rules or make rules additional to these rules (“alteration”), in accordance with the procedure set out in sections 17, 18 and 19 of the Act.
- 2 Any proposed alteration to these rules shall be notified in writing to the Secretary by a Member Club or Director thirty (30) days prior to the general meeting at which the notice of motion is to be put forward.
- 3 In the notice of such meeting, the Secretary shall include notice of the proposed alteration.
- 4 Any proposed alteration to these rules shall be considered by a general meeting of the Foundation and if approved by not less than three-quarters of the delegates present and entitled to vote at the general meeting, such proposed alteration shall be immediately forwarded to each District Governor in Western Australia who shall cause the appropriate motions to be brought forward at their next respective District Convention for ratification.
- 5 Any alteration to these rules will not become valid until such time as the alteration is approved by all of the District Conventions in Western Australia and the time from which the alteration shall become effective shall be the date on which the last of the District Conventions approves the alteration.
- 6 These rules bind every member and the Foundation to the same extent as if every member and the Foundation had signed and sealed these rules and agreed to be bound by all their provisions.

## **18 COMMON SEAL OF FOUNDATION**

- 1 The Foundation shall have a common seal on which its corporate name shall appear in legible characters.
- 2 The common seal of the Foundation shall not be used without the express authority of the Board, which authority may be obtained in advance or by way of ratification, and every use of that common seal shall be recorded in the Association’s minute book.
- 3 The affixing of the common seal of the Foundation shall be witnessed by any two of the Chairperson, Secretary and the Treasurer.

- 4 The common seal of the Foundation shall be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

## **19 AUDIT AND INSPECTION OF RECORDS OF FOUNDATION**

The Foundation must have an Auditor to annually audit the financial records of the Foundation. The Auditors shall be appointed annually by the Board and shall be a member of the Australian Society of Accountants or Institute of Chartered Accountants or their successors and shall further hold any other necessary registration that may be required at law.

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Foundation.

## **20 DISTRIBUTION ON WINDING UP**

- 1 If, on the winding up or dissolution of the Foundation, any property of the Foundation remains after satisfaction of the debts and liabilities of the Foundation and the costs, charges and expenses of that winding up, the same shall not be paid to or distributed among the members but that property shall be distributed:

- (a) to another association incorporated under the Act; or
- (b) for charitable or benevolent purposes;

which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Board under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Foundation.

- 2 In the event of the winding up or dissolution of the Foundation, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.

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**LIONS HEARING FOUNDATION  
OF WESTERN AUSTRALIA (Inc.)**



**CONSTITUTION**



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