



LIONS CLUBS INTERNATIONAL MULTIPLE DISTRICT 410

CONSTITUTION OF LIONS CLUBS INTERNATIONAL MULTIPLE DISTRICT 410 OPERATION BRIGHTSIGHT

**AS AMENDED AT THE MULTIPLE DISTRICT 410 CONVENTION
HELD IN RANDBURG ON SATURDAY 2 MAY 2015**

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**CONSTITUTION OF LIONS CLUBS INTERNATIONAL
MULTIPLE DISTRICT 410 OPERATION BRIGHTSIGHT**

1 NAME

The name of the organisation shall be Lions Clubs International Multiple District 410 Operation Brightsight (hereinafter referred to as Lions Operation Brightsight).

2 AIMS AND OBJECTS

The aims and objects of Lions Operation Brightsight shall be:

- 2.1 To assist any person with defective eyesight who does not qualify for State aid by the provision of corrective spectacles.
- 2.2 To operate pre-owned spectacle banks.
- 2.3 To assist with or promote the establishment of pre-owned spectacle banks throughout the Republic of South Africa and neighbouring States.
- 2.4 To benefit in such ways as may be considered best, either financially or otherwise, any indigent person with defective eyesight who may be considered to be in need of assistance.
- 2.5 All services ancillary to the above

3 BODY CORPORATE

Lions Operation Brightsight shall:

Exist in its own right, separately from its members.

Continue to exist even when its membership changes and there are different office bearers.

Be able to own property and other possessions.

Be able to sue and be sued in its own name.

4 AFFILIATION

Lions Operation Brightsight may affiliate with any other organisation with similar objects and may work in close co-operation and reciprocity with other organisations in whatever country or region they may be established provided they have similar aims and objects.

5 AREA OF OPERATION AND MEMBERSHIP

Lions Operation Brightsight is sponsored by Lions Clubs International Multiple District 410.

The area in which services shall be rendered and in which contributions will be collected shall be the Republic of South Africa and elsewhere.

The members of Lions Operation Brightsight are the same as the members of the Governing Board and the Management Committee.

6 CONTROL

- 6.1 The control of Lions Operation Brightsight shall be in the hands of a Governing Board consisting of the Council of Governors of Multiple District 410.
- 6.2 The Governing Board shall meet quarterly coinciding with Multiple District 410 Council meetings.
At these meetings the Governing Board will receive and consider reports of and financial statements from the Management Committee.
- 6.3 The Governing Board shall at its first meeting held after 31 March of each year, in consultation with the incoming Management Committee, appoint Lion Members to the Management Committee from the nominees as set out in Article 7 hereof.
- (Amended 2003)
- 6.4 The Governing Board may appoint sub-committees in other centres on the recommendation of the Management Committee hereinafter referred to for the purposes of promoting the aims and objects of Lions Operation Brightsight.
- 6.5 A quorum of Governing Board shall not be less than 51 per cent of its membership.
- 6.6 The Governing Board shall submit a report of the affairs of Lions Operation Brightsight for the previous twelve (12) months to each annual Multiple District Convention.

7 ADMINISTRATION

- 7A Neither the Governing Board, nor the Management Committee shall incur expenditure in excess of funds actually available.
- (Amended 2003)
- 7.1 The administration of Lions Operation Brightsight shall be in the hands of a Management Committee which, subject to Article 7.4 below, shall operate in Gauteng. This Committee shall be responsible to the Governing Board which shall in turn be responsible to Lions Clubs International Multiple District 410. The Management Committee shall formulate a comprehensive business plan annually, which shall be considered by the Governing Board for ratification.
- (Amended 2007)
- 7.2 The Management Committee shall consist of:
- 7.2.1 Not less than six (6) and not more than eight (8) Lions.
One-half of the members shall be appointed annually in terms of Article 6.3 hereof and shall hold office for two (2) years from 1

July next following their appointment. All retiring members shall be eligible for re-appointment.

(Amended 2004)

7.2.2 One (1) appointee of the South African Optometric Association, whose term of office shall be determined by the said Association.

7.2.3 One (1) appointee of the South African Registered Optical Dispensers Association, whose term of office shall be determined by the said Association.

The validity of the Committee shall in no way be affected by the failure of one or both associations mentioned in 7.2.2 or 7.2.3 above to make appointments.

Not later than the 15th January in each and every year, The Council Secretary shall call for nominations from all clubs for members of the Management Committee, these nominees to be resident in reasonable proximity to the centre where the Management Committee operates. Such nominations shall reach the Council Secretary by not later than 31 March in each year. In the event of there being less than the requisite number of nominees as required, or in the event of a vacancy occurring, the Governing Board shall be empowered to appoint the remaining members of the Management Committee.

7.3 The Governing Board shall appoint a Chairperson, in consultation with the Management Committee, for the ensuing year. The Chairperson does not have to be a nominated member of the incumbent Management Committee. If during the ensuing year, a vacancy occurs in the office of Chairperson, or if the incumbent Chairperson is unable to fulfil his/her duties, for whatever reason, then the Governing Board shall appoint a Chairperson, in consultation with the Management Committee, for the remainder of the term. The Governing Board shall also appoint a Secretary and a Treasurer, or a Secretary / Treasurer.

The Treasurer shall at all times be a member of a Lions Club but the Secretary need not be.

(Amended 2007)

7.4 Unless otherwise decided by a two-thirds affirmative vote of the registered delegates present in person at an annual Multiple District Convention, the Management Committee shall have its headquarters in Gauteng.

(Amended 2007)

7.5 The Management Committee shall have the following powers in addition to the aims and objects herein before mentioned:

7.5.1 to open and operate a banking account or accounts in the name of Lions Operation Brightsight and to draw, accept, endorse, make and execute Bills of Exchange, Promissory Notes and other negotiable instruments connected with the business of Lions Operation Brightsight. Such Bills of Exchange, cheques

and other negotiable instruments shall be signed by two of the following: Chairman, Secretary and Treasurer. Where the office of the Secretary and Treasurer is combined then two further Committee members shall be appointed as alternative signatories.

- 7.5.2 to appoint, suspend or discharge any employees as may be necessary and to determine their remuneration and conditions of employment.
 - 7.5.3 to buy such equipment as may be necessary for the purpose of Lions Operation Brightsight.
 - 7.5.4 to make and give receipts, releases and other discharges for monies payable to Lions Operation Brightsight.
 - 7.5.5 to lease, purchase, mortgage, sell or acquire in any manner whatsoever any property movable or immovable which the Governing Board may deem necessary or convenient for the purpose of Lions Operation Brightsight.
 - 7.5.6 to invest and deal with the monies of Lions Operation Brightsight not immediately required in such manner as may from time to time be determined by the Governing Board.
 - 7.5.7 to insure with any company or underwriter against damage, liability, and risks of all kinds which may affect Lions Operation Brightsight.
 - 7.5.8 to make donations.
 - 7.5.9 to appoint auditors.
 - 7.5.10 to recommend the appointment of sub-committees in other centres for the purpose set out in Article 5.4 above.
 - 7.5.11 to co-opt when and where necessary.
 - 7.5.12 to delegate powers subject to such conditions as may be attached hereto.
 - 7.5.13 to enter into any agreement with any body corporate or incorporate to promote the work of Lions Operation Brightsight.
 - 7.5.14 to solicit and accept donations from the general public in the Republic of South Africa and elsewhere.
- 7.6 The Management Committee shall submit reports and financial statements to the Governing Board a reasonable time before each meeting of the Board.
- 7.7 The Management Committee shall hold not less than ten (10) meetings each year at regular intervals, minutes of which shall be sent to the Secretary to the Council of Governors, who shall forward copies to each member of the Governing Board.

(Amended 2004)

- 7.8 The chairperson of the Management Committee shall preside over all meetings of the Management Committee. Should the Chairperson not be present at a meeting for whatever reason, the members of the management committee in attendance shall, prior to the commencement of the meeting, elect a chairperson for the purpose of presiding, from the members present.

(Included 2013)

- 7.9 A quorum shall be present whenever a meeting of the Management Committee is held, with such a quorum being not be less than 51 per cent of the membership of the Management Committee.

(Included 2013)

- 7.10 All decisions of the management Committee shall be by majority vote of the members present at a meeting. In the case of an equality of the votes, the Chairman shall have a casting vote in addition to a normal vote.

- 7.11 The Chairperson, or two members of the Management Committee, may call a special meeting of the Management Committee for whatever reason, provided that all members of the Management Committee are given at least 21 days notice of the date, time and venue of such meeting. An agenda for such special meetings shall be circulated with the aforementioned notice.

(Included 2013)

- 7.12 The Management Committee shall, at its discretion, be entitled to appoint sub-committees to undertake whatever functions and duties as determined by the Management Committee. Each sub-committee appointed shall consist of no less than three (3) members. Each sub-committee shall report regularly on its activities to the Management Committee. Should, however, one of the agenda items to be the appointment of additional Management Committee members, no less than 30 days notice of such special meeting shall be required.

(Included 2013)

- 7.13 Any member who fails to attend three consecutive meetings without leave of absence shall be replaced by the Management Committee.

- 7.14 The Chairman of the Management Committee shall prepare a full Annual Report of the affairs of Lions Operation Brightsight, such report to be in the hands of the Governing Board not later than thirty (3) days prior to the annual Multiple District Convention.

- 7.15 The treasurer shall present annual Financial Statements, certified as correct by a person, whom qualifies under the rules as laid down by the Department of Social Development and the Commissioner of the South African Revenue Services, for the previous twelve (12) months ended 30 June, as well as financial statements for the period 30 June to 31 March immediately preceding each annual Multiple District Convention to each such convention.

(Amended 2005)

- 7.16 The fiscal year shall be the 1 July to the 30 June of the following year.

(Amended 2015)

8 PROFESSIONAL PARTICIPATION

- 8.1 No spectacles shall be dispensed without the authority and personal supervision of a person professionally qualified to dispense spectacles.
- 8.2 The Governing Board shall invite the South African Optometric Association and the South African Registered Optical Dispensers Association to each appoint a member of the Management Committee of Lions Operation Brightsight.

9 SUB-COMMITTEES

- 9.1 The Sub-Committees referred to in Article 5.4 above shall consist of as many members as may be necessary and shall be appointed from nominees from all Clubs in the Regions where the centres exist.
- 9.2 Each Club in a Region where a centre exists shall have the right to submit nominations for members of a sub-committee, these nominees to be resident in the environs of the said centre. Such nominations to reach the Secretary of the Management Committee by not later than the 31 March in each year. From the nominations received the Management Committee shall make recommendations to the Governing Board.
If in the opinion of the Management Committee too few nominations are received or in the event of vacancies occurring, the Management Committee shall be empowered to make further recommendations to the Governing Board.
- 9.3 At its first meeting the sub-committee shall elect from its members a Chairman for the ensuing year and shall appoint a Secretary

(Amended 2004)

- 9.4 The sub-committee will at all times be under the supervision of the Management Committee.
- 9.5 The sub-committee shall hold regular meetings and shall send minutes of these meetings to the Management Committee.

10 APPROPRIATION OF INCOME

The income and property of Lions Operation Brightsight from whatever source derived shall be applied solely towards the promotion of the objects of Lions Operation Brightsight and the payment of operating expenses and publicity. No portion of such income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profits to any person or body. Provided that nothing herein contained shall prevent a payment in good faith or remuneration to any officer or servant of Lions Operation Brightsight or any person or body in return for services rendered to Lions Operation Brightsight.

11 DISSOLUTION

11.1 Lions Operation Brightsight may be dissolved or merged with another organisation, authorised in terms of the Non-profit Organisations Act of 1997, to collect contributions, and with similar aims and objects in each case only:

11.1.1 By resolution adopted by a two-thirds affirmative vote of the registered delegates present in person at an Annual Convention of Lions Clubs International Multiple District 410

OR

11.1.2 On application to a Court of Low having jurisdiction in Gauteng by any Lions Club of Multiple District 410 of Lions Clubs International in good standing on the grounds that Lions Operation Brightsight has become dormant or is unable or unwilling to fulfil its purposes and objects.
(Amended 2007)

11.2 On merger the assets of Lions Operation Brightsight shall accrue to the organisation with which the merger is effected.

11.3 On dissolution the assets of Lions Operation Brightsight shall be realised by a Liquidator appointed by an Annual Multiple District Convention or the Court having jurisdiction as aforesaid as the case may be and the proceeds shall be paid or transferred to the Multiple District Council of Governors which shall utilise the same in its own discretion, but subject to the provisions of Article 11.4 hereunder.

11.4 Notwithstanding any other provisions of this Constitution or of the Constitution of Lions Clubs International Multiple District 410, in the event of Lions Operation Brightsight being disbanded or ceasing to function as an organisation under the jurisdiction of Lions Clubs International Multiple District 410, such funds and other assets of Lions Operation Brightsight which at any time fell within the scope of the Non-profit Organisations Act of 1997 shall be disposed of only to another organisation which is duly registered in terms of the said Non-profit Organisations Act, or failing which as may be decided by the Director of Non-profit Organisations. All such funds and assets shall be utilised, as far as reasonably possible, in accordance with the aims and objects for which they were donated.

12 INDEMNITY

Lions Operation Brightsight indemnifies and holds harmless its officers against any claims or actions flowing from the normal conduct of their duties.

13 AMENDMENT

13.1 Subject to the provisions of Article 12.2 hereunder, this Constitution can be amended only at an Annual Multiple District Convention, by resolution reported by the Committee on Constitution and By-Laws at such Convention and adopted by a two-thirds affirmative vote of the registered delegates present in person.

13.2 Whereas it is necessary and desirable that the active professional participation of both the South African Optometric Association and the South African Registered Optical Dispensers Association be continuously maintained, no resolution taken by a Multiple District Convention shall violate Articles 7.2.2; 7.2.3 and 8 of this Constitution without the written consent of both the aforesaid professional associations.

14 LEGISLATIVE REQUIREMENTS

Section 1 – Body Corporate

Lions Operation Brightsight is a body corporate and has an identity and existence distinct from its members or office-bearers.

Section. 2 – Continued Existence

Lions Operation Brightsight shall continue to exist, notwithstanding changes in the composition of its membership or office-bearers

Section 3 – Rights of members to Property or Assets

The members or office-bearers of Lions Operation Brightsight have no rights in the property or other assets of Lions Operation Brightsight solely by virtue of their being members or office-bearers

Section 4 – Liability of Members

The members or office bearers do not become liable for any of the obligations and liabilities of Lions Operation Brightsight solely by virtue of their status as members or office bearers of Lions Operation Brightsight

Section 5 – Personal liability of Members

The members and office bearers are not personally liable for any loss suffered by any person as a result of an act or omission that occurs in good faith while the member or office bearer is performing functions for or on behalf of Lions Operation Brightsight.

Section 6 – Distribution of Income to Members

Lions Operation Brightsight's income and property are not distributable to its members or office bearers except as compensation for expenses incurred on behalf of Lions Operation Brightsight.

Section 7 – Responsibility and Dissolution

Lions Operation Brightsight is:

- (i) Required to have at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of Lions Operation Brightsight and no single person may directly or indirectly control the decision making powers relating to Lions Operation Brightsight
- (ii) Prohibited from distributing any of its funds to any person (otherwise than in the course of undertaking any public benefit activity) and is required to

utilize its funds solely for the object for which it has been established, or to invest such funds-

- (aa) With a financial institution as defined in section 1 of the Financial Services Board Act, 1990 (Act No.97 of 1990);
- (bb) In securities listed on a stock exchange as defined in section 1 of the Stock Exchanges Control Act, 1985 (Act No.1 of 1985); or
- (cc) In such other prudent investments in financial instruments and assets as the Commissioner for Inland Revenue may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit Organizations:

Provided that the provisions of this subparagraph shall not prohibit Lions Operation Brightsight from retaining any investment (other than any investment in the form of a business undertaking or trading activity or asset which is used in such business undertaking or trading activity) in the form that it was acquired by way of donation, bequest or inheritance;

- (iii) Required on dissolution to transfer its assets to-
 - (aa) Any similar public benefit organization which has been approved in terms of Section 30 of the Income Tax Act, No. 58 of 1962;
 - (bb) Any institution, board or body which is exempt from tax under the provisions of section 10(1) (cA)(i) of the aforesaid Act, which has as its sole or principal object the carrying on of any public benefit activity; or
 - (cc) Any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) or (b) of the said Act;
- (iv) Prohibited from carrying on any business undertaking or trading activity, otherwise than to the extent that-
 - (aa) The gross income derived from all such business undertakings or trading activities do not in total exceed the greater of-
 1. 15 per cent of the gross receipts of Lions Operation Brightsight; or
 2. R 25 000;
 - (bb) The undertaking or activity is-
 - (A) Integral and directly related to the sole object of Lions Operation Brightsight; and
 - (B) Carried out or conducted on a basis substantially the whole of which is directed towards the recovery of cost and which would not result in unfair competition in relation to taxable entities;

- (cc) The undertaking or activity, if not integral and directly related to the sole object of Lions Operation Brightsight as contemplated in item (bb), is of an occasional nature and undertaken substantially with assistance on a voluntary basis without compensation; or
- (dd) The undertaking or activity is approved by the Minister of Finance by notice in the Gazette, having regard to-
 - (A) The scope and benevolent nature of the undertaking or activity;
 - (B) The direct connection and interrelationship of the undertaking or activity with the sole purpose of Lions Operation Brightsight;
 - (C) The profitability of the undertaking or activity; and
 - (D) The level of the economic distortion that may be caused by the tax exempt status of Lions Operation Brightsight carrying out the undertaking or activity;
- (v) Prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms section 18A of the Income Tax Act: Provided that a donor (other than a donor which is an approved public benefit organization or an institution, board or body which is exempt from tax in terms of section 10(1) (cA)(i) of the said Income Tax Act, which has its sole or principal object the carrying on of any public benefit activity) may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation;
- (vi) Required to submit to the Commissioner for Inland Revenue a copy of any amendment to this constitution

(Inserted 2004)