



LIONS PROTHESES CENTRE (SINGAPORE) CONSTITUTION

UEN No. T20SS0073D

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**CONSTITUTION OF
LIONS PROSTHESES CENTRE (SINGAPORE)**

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CONSTITUTION OF LIONS PROSTHESES CENTRE (SINGAPORE)

1. NAME

1.1 This Society shall be known as the "LIONS PROSTHESES CENTRE (SINGAPORE)", hereinafter referred to as the "LPC".

2. REGISTERED ADDRESS

2.1 Its registered address shall be at "Block 465 North Bridge Road #02-5051 Singapore 191465" or such other address as may subsequently be decided upon by the Management Board and approved by the Registrar of Societies. The LPC shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

3. OBJECTS

3.1 It's objects are to provide free or subsidised prosthetic legs to assist low income amputees to enable them to:

- i) enjoy a better quality of life.
- ii) not be dependent on wheel chairs or crutches for limited mobility.
- iii) make a living wherever possible.

3.2 In furtherance of the above objects, the LPC may, with the approval of relevant authorities where necessary:

- i) Set up a centre to fabricate prostheses.
- ii) Outsource the fabrication of prostheses to other third party vendors.
- iii) Provide awareness of diabetes prevention programs to the community.
- iv) Provide any other related supporting activities, including raising fund to support the LPC's program for the benefit of its beneficiaries.

4. MEMBERSHIP QUALIFICATION AND RIGHTS

4.1 Membership is open to the following categories of members:

Ordinary
Associate

- i) Ordinary Membership is open to all operating chartered Lions Clubs of Singapore which are registered societies under the Societies Act (Cap 311) Singapore. Each chartered Lions Club of Singapore shall be represented by its authorised delegates at the AGM of the LPC by one (1) voting delegate or one (1) alternate delegate of the said club. Only duly authorised delegates of Ordinary Member shall have the right to vote. Each member Club is entitled to one (1) vote and can have up to two (2) elected members in the Management Board.

- ii) Associate Membership shall be by invitation and is open to organisations registered in Singapore who are actively involved in community activities, or whose expertise are beneficial to the LPC and its services/programs. Associate Members have no rights to vote and to hold office in LPC.

4.2 Termination

4.2.1 Membership may be terminated in any one of the following ways:

- a) Ordinary Member
 - i) Termination due to Lions Club no longer remaining as a registered society with Registry of Societies. The date of dissolution of the Lions Club shall be the date of termination.

- b) All Members

- i) Termination due to resignation

Members may resign at any time by giving fourteen (14) days' notice in writing to the Secretary.

- ii) Termination due to violation

If any member violates the Constitution, or his conduct shall in the opinion of the Board be injurious to the character or interest of LPC, the Management Board shall after the inquiry and notice given, be empowered to terminate the membership. A member so terminated may, within one (1) month from date of receipt of notice of his membership termination, appeal to the General Meeting of members via the Secretary against the decision of the Management Board. The decision of the General Meeting shall be final.

- iii) Termination due to bankruptcy.

Memberships of those who have been declared a bankrupt by the Courts shall terminate automatically unless an application for reinstatement is submitted by the member giving such reasons as are satisfactory to the Management Board.

4.3 The Management Board at any time at its discretion may restore in the Register of Members the name of any member whose name was struck out.

5. APPLICATION FOR MEMBERSHIP

5.1 A Lions Club wishing to join LPC is required to submit copies of its respective Club's resolution to the Honorary Secretary who will seek the Management Board's approval.

6. ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

6.1 There shall be no entrance fee nor subscriptions payable by all members.

6.2 The income and property of LPC whensoever derived shall be applied towards the promotion of the objects of LPC as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of LPC or to any of them or to any person claiming through any of them.

7. SUPREME AUTHORITY AND GENERAL MEETINGS

7.1 The supreme authority of LPC is vested in a General Meeting of the members.

7.2 An Annual General Meeting (AGM) shall be held in August each year.

7.3 At other times, an Extraordinary General Meeting (EOGM) must be called by the Chairman on the request in writing of not less than 25% of the total voting membership or thirty (30) voting members, whichever is the lesser, and may be called at anytime by order of the Management Board. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The EOGM shall be convened within two (2) months from receiving this request to convene the EOGM.

7.4 If the Management Board does not within two (2) months after the date of the receipt of the written request proceed to convene an EOGM, the members who requested for the EOGM shall convene the EOGM by giving fourteen (14) days' notice to voting members setting forth the business to be transacted and simultaneously sending out the agenda to LPC's member clubs by email and or/other online media.

7.5 At least four (4) weeks' notice shall be given of an AGM and at least two (2) weeks' notice of an EOGM. The agenda for the AGM/EOGM shall be sent to LPC's members by email and/or online media one (1) week in advance of the meeting.

7.6 The following points will be considered at the AGM:

- a) To receive the Chairman's report of activities of LPC during the previous year.
- b) Presentation of the previous financial year's accounts and annual report of the Management Board.
- c) To present for information the yearly operating and capital budgets.
- d) Where applicable, the election of office-bearers and Honorary Auditors for the following term.

- e) Any other business placed in writing to the Secretary by any member at least seven (7) days' prior to the meeting.

7.7 At least 25% of the total voting membership or thirty (30) voting members, whichever is the lesser, present at a General Meeting shall form a quorum.

7.8 Voting by proxy shall not be allowed at all General Meetings.

7.9 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any part of the existing Constitution.

8. MANAGEMENT BOARD

8.1 The administration of LPC shall be entrusted to a Management Board consisting of the following to be elected at alternate AGM:

- a) A Chairman
- b) A Vice-Chairman
- c) An Honorary Secretary
- d) An Assistant Honorary Secretary
- e) An Honorary Treasurer
- f) An Assistant Honorary Treasurer
- g) Up to ten (10) Directors

Management Board members shall be Singapore Citizens or Singapore Permanent Residents.

8.2 The Management Board shall invite the incumbent Lions Club International District 309 District Governor on the Management Board as Ex-Officio Voting Member. He will be accorded voting rights at Management Board meetings. The Chairman will be accorded one (1) vote in addition to the voting entitlement of the respective clubs to which they belong. However, no one person can exercise more than one (1) vote at each occasion or on each subject where voting is required. The Chairman's voting rights shall not be delegated by proxies or alternates.

8.3 No Lions clubs shall have more than two (2) elected members in the Management Board.

8.4 A Management Board member shall cease to be a member if he transfers his Lion Club membership to another Lions Club.

8.5 All Management Board members shall agree to be bound by LPC's constitution in force from time to time.

9. QUALIFICATIONS FOR CANDIDATES

9.1 Chairman

9.1.1 A candidate for the position of Chairman must have the following qualifications:-

- a) Any member of the Management Board who has served at least the majority of his two-year term and attend the majority of Management Board meetings during this period

9.2 Vice-Chairman

A candidate for the position of Vice-Chairman must have served the majority of two (2) years term in the Management Board and attended the majority of the Management Board meetings during this period.

9.3 Other Candidates

- a) Any candidate who fulfils the qualifications laid down by the Constitution can be elected for the office he sought, provided his nomination reaches the Chairman of the Nomination Committee before the scheduled deadline and to contain the following particulars or information:
 - i) He is an active member and is a Past or present President of Lions Clubs with at least one year as a Lion.
 - ii) He is proposed through a resolution adopted by the General Membership in his Club.
 - iii) 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.
 - iv) Management Board members must attend at least 50% of Management Board meetings during their term of office, failing which, will disqualify them from seeking office for the ensuing term.

9.4 Failure to comply with the above conditions may render the nomination as invalid.

10. EXECUTIVE COMMITTEE

10.1 The Executive Committee shall comprise the following:

- a) A Chairman
- b) A Vice Chairman
- c) An Honorary Secretary
- d) An Assistant Honorary Secretary
- e) An Honorary Treasurer

- f) An Assistant Honorary Treasurer

10.2 The Executive Committee shall, under the supervision of the Management Board, perform the following duties:

- a) Determine the staffing requirement of LPC including the establishment of salary scales, compensation and benefits.
- b) Appoint or terminate the services of all salaried staff and determine their term of employment.

11. SUB-COMMITTEES

11.1 In the performance of its duties, Management Board may set up Sub-Committees, (not limited to the following) whose members may be selected from any Lions Clubs:

- a) Audit
- b) Programs & Services
- c) Sponsorship Assessment
- d) Fund Raising
- e) Outreach
- f) Human Resource
- g) Nomination Committee
- h) Election Sub-Committee
- i) Marketing Communications & Infotech
- j) Membership & Welfare
- k) Finance & Investment

11.2 Each Sub-Committee shall be chaired by a Chairman appointed by Management Board. The Sub-Committee Chairman will appoint suitable Lions from LPC-member Clubs to fill the Committee with the approval of Management Board.

11.3 The Terms of Reference spelling out roles of each Sub-Committee separately will be developed, except for the Nomination and Election Sub-Committees which are detailed below:

11.4 Nomination Sub-Committee and Election Sub-Committee

- a) The Management Board's Chairman shall appoint, by notification issued in the month of June, prior to the completion of his two-year term of office, a Nomination Sub-Committee and an Election Sub-Committee, each consisting of a Chairman and not less than 2 other members (for each sub-committee) who shall be active members from different Lions Clubs. Each Sub-Committee including the Chairman will not have more than one (1) member from the same Lions Club. The names of the Chairman and members of the Nomination Sub-Committee appointed shall be sent to Presidents of

all clubs stating dates for closing of nominations for the various offices to be filled.

11.5 The nominations so received shall be scrutinized by the Nomination Sub-Committee for eligibility and shall be submitted to the Election Chairman for holding the elections.

11.6 If there is no more than one (1) proposal received by the Nomination Sub-Committee, then the Election Chairman shall declare the member so nominated as duly elected to the office he sought.

11.7 In the event of more than one (1) candidate, the election shall be held by secret ballot.

11.8 The Nomination Chairman is responsible for notifying the Presidents of all Lions Clubs of positions where no nominations are received or disqualified as soon as nominations closed.

11.9 If none are so received and/or qualified, then nominations for the office may be from the floor provided always that any candidate nominated for such office from the floor must produce satisfactory evidence of his club's endorsement by presenting copy of his club's resolution at the AGM to qualify for nomination.

11.10 Each candidate shall be allowed a combined nominating and seconding speeches of not more than 8 minutes duration. The allocation of time between the speaker(s) will be as decided by the candidate.

11.11 Election shall be by secret ballot. The candidate receiving the largest number of votes shall be declared elected. In case of a tie, balloting shall continue on the tied candidates until one is elected.

11.12 Voting by proxy is not permitted.

12. DUTIES OF OFFICE-BEARERS

12.1 The Chairman shall preside at all General and Management Board meetings. He shall also represent LPC in its dealings with outside persons. He shall be an ex-officio member of all Sub-Committees of LPC. He shall uphold the Constitution of LPC and shall ensure that all laws and regulations are complied with.

12.2 The Vice-Chairman shall assist the Chairman in all his duties whenever called upon to do so and shall also oversee such Sub-Committees and perform such functions as shall be assigned to him from time to time by the Chairman or the Management Board. The Vice-Chairman shall deputise the Chairman in his absence.

12.3 A regularly scheduled Management Board meeting shall be held at least once in every two (2) months; save the Executive Committee shall hold meetings

on needs basis. The Chairman may call a Management Board or EXCO meeting at any time by giving five (5) full working days' notice.

12.4 Management Board members shall make every effort to attend all Management Board meetings with a minimum attendance rate of not less than 50% during their term of office, failing which, will disqualify them from seeking office for the ensuing term.

12.5 The Secretary shall ensure the keeping of all records, except financial, of LPC and shall be responsible for their correctness. He is to ensure the keeping of minutes of all General and Management Board meetings. He shall maintain an up-to-date Register of Members at all times. He shall issue notices of meetings and make preparations of any documents necessary for meetings as and when required by the Chairman of the Management Board. He shall perform such duties as are required by LPC for the proper administration and management of LPC under the Societies Act. He shall maintain an up-to-date Register of Members. He shall submit copy of audited accounts to the:

- a) Registry of Societies
- b) Any Government Departments as may be required by law.

12.6 The Assistant Secretary shall assist the Secretary and deputise him in his absence.

12.7 The Treasurer shall ensure the proper accounting of all funds collected and disbursements which must be within the approval limits delegated to specific Management Board Members in accordance with the financial operating manual. He is to hold no more than \$500.00 in petty cash for petty expenses. All other cash or cheques collected must be promptly deposited in LPC's bank account. Payments via cheques, transfers or other electronic means must be duly approved/signed by the Chairman or the Vice-Chairman or the Secretary and countersigned by the Treasurer or Assistant Treasurer. The Treasurer shall prepare monthly Income and Expenditure Statement for the Management Board's review. An annual Income and Expenditure Statement and Balance Sheet shall also be prepared for audit, presentation at AGM and submission to Comptroller of Income Tax where applicable.

12.8 The Assistant Treasurer shall assist the Treasurer and deputise him in his absence.

12.9 Management Board Directors shall assist in the general administration of LPC and perform duties assigned by the Management Board from time to time.

13. TERM OF OFFICE OF MANAGEMENT BOARD

13.1 The term of office of the members of the Management Board is two (2) years. No member shall serve more than two (2) consecutive terms in the same position. For purpose of determining a member's eligibility for appointment to the same position in the succeeding term, a member who holds or has held such a position in the Management Board for part of a two-year term shall be deemed to

have held that position for the full two-year term. For the positions of Treasurer and Assistant Treasurer, there must be a lapse of at least two (2) years for eligibility for re-appointment to the same position.

13.2 In the event a member of the Management Board resigns or ceases to be a member of Management Board, the Management Board may at its discretion conduct an EOGM to elect a replacement; or by a Management Board resolution appoint a member from the Management Board to take over the duties and act in that position until the next election of officers for a new two-year term. Any changes in the Management Board shall be notified to the Registrar of Societies and Commissioner of Charities within seven (7) days of the change.

13.3 The incoming Management Board shall take over from the outgoing Management Board within thirty (30) days of election or by 1 October whichever is later.

13.4 The duty of the Management Board is to organise and supervise the daily activities of LPC. The Management Board may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meeting.

13.5 The Management Board shall review and endorse the annual operating and capital budget as well as headcount for the operation of LPC.

13.6 The Management Board shall seek to operate on a balanced budget. All expenditure of a capital nature exceeding \$100,000 per transaction and any monthly expenditure in excess of \$50,000 per transaction shall require the approval of the General Meeting of members.

13.7 The Management Board shall approve fundraising projects for LPC and enforce such rules and conditions for such activities organised by Lions Clubs, or other associations, societies, institutions or individuals.

14. AUDIT AND FINANCIAL YEAR

14.1 Two (2) voting members, not being members of the Management Board, shall be elected as Honorary Auditors at alternate AGM and will hold office for a term of two (2) years only and shall not be re-elected for a consecutive term. The accounts of LPC shall be audited by a firm of Public Accountants and Chartered Accountants if the gross income or expenditure of the LPC exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.

14.2 They:

- a) Will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.
- b) May be required by the Chairman to audit LPC's accounts for any period within their tenure of office at any date and make a report to the Management Board.

14.3 The financial year shall be from 1st April to 31st March.

15. TRUSTEES

15.1 If LPC at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.

15.2 The trustees of the LPC shall:

- a) Be a minimum of two (2) and not more than three (3) Lions from different Lions clubs.
- b) Be elected by a General Meeting of members.
- c) Not effect any sale or mortgage of property without the prior approval of the General Meeting of members.

15.3 The office of the trustee shall be vacated:

- a) If the trustee dies or becomes a lunatic or of unsound mind.
- b) If he is absent from the Republic of Singapore for a period of more than one (1) year.
- c) If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
- d) If he submits notice of resignation from his trusteeship.
- e) If he is declared a bankrupt by the Court.

15.4 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 LPC'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 Commissioner of Charities.

15.5 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Commissioner of Charities.

16. PATRON

16.1 The Management Board may invite a person of distinction to be a patron of LPC. The Patron will not have any voting rights or rights to hold office in LPC.

17. VISITORS AND GUESTS

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

18. PROHIBITIONS

18.1 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on

LPC's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

18.2 The funds of LPC shall not be used to pay the fines of members who have been convicted in court of law.

18.3 LPC 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.

18.4 LPC shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

18.5 LPC shall not hold any lottery, whether confined to its members or not, in the name of LPC or its office-bearers, Management Board or members unless with the prior approval of the relevant authorities.

18.6 LPC shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities, where necessary.

19. AMENDMENTS TO CONSTITUTION

19.1 LPC shall not amend its Constitution without the prior approval in writing of the Registrar of Societies and the Commissioner of Charities. No alteration or addition/deletion to this Constitution shall be passed except at a general meeting and with the consent of two-thirds (2/3) of the voting members present at the General Meeting.

20. INTERPRETATION

20.1 In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Management Board shall have power to use their own discretion. The decision of the Management Board shall be final unless it is reversed at a General Meeting of members.

21. DISPUTES

21.1 In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

22. DISSOLUTION

22.1 LPC shall not be dissolved, except with the consent of not less than three-fifths (3/5) of the total voting membership of LPC for the time being resident in Singapore, expressed in person, at a General Meeting convened for the purpose.

22.2 In the event of LPC being dissolved as provided above, all debts and liabilities legally incurred on behalf of LPC shall be fully discharged, and the remaining funds will be donated to charitable organisation(s), or Institution(s) of a Public Character, when the Society is an Institution of Public Character, as the case may be, with similar objectives in Singapore which is (are) registered under the Charities Act, as the members of the Society may determine at the General Meeting.

22.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies and Commissioner of Charities.

23. DISCLOSURE OF INTEREST

23.1 If a member of the Management Board is directly or indirectly interested in any contract, proposed contract of other matter and is present at a meeting of LPC or of the Management Board, at which the contract or other matter is the subject of consideration, the member shall, as soon as practicable after it commences, disclose the fact, and shall not thereafter be present during the consideration or discussion of, and shall not vote on any question with respect to that contract or other related matter.

END

Constitution	<u>Approved by ROS</u> 12 May 2020
Change of Name	23 April 2021 (EOGM 15 April 2021)
Change of Place of Business	11 September 2021 (2 nd AGM 17 August 2021)
Amendment of Rules	29 December 2021 (2 nd AGM 17 August 2021)
	10 November 2022 (3 rd AGM 13 August 2022)
	5 October 2023 (4 th AGM 19 August 2023)
	21 July 2025 (5 th AGM 10 August 2024)



Registered Address : 465 North Bridge Road, #02-5051, Singapore 191465