

EYES RIGHT

The District A-1 Lions Sight Conservation Foundation

CONSTITUTION AND BY-LAWS

Revision 2
February 2014

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ARTICLE I

Name

1. The official operating name of the organization is THE DISTRICT A-1 LIONS SIGHT CONSERVATION FOUNDATION (Hereinafter called “The Foundation”)
2. The trade name of the organization is EYES RIGHT (hereinafter called “the Foundation”)

ARTICLE II

The objectives of the Foundation shall be:

1. To take measures and adopt every possible means to increase the supply of cornea,
 - a) for corneal transplants; and
 - b) for research purposes.
2. To provide publicity in all possible ways to encourage the donation of cornea.
3. To provide funding to assist one or more hospitals within Lions Clubs International District A-1 to develop and maintain a centre of excellence for eye treatment.
4. To secure the co-operation of all agencies and organizations, public and private, with an interest in any phase of the Foundation’s program for the purpose of making the work of the Foundation comprehensive, complete and effective.
5. To maintain a medical liaison with any Hospital’s Department of Ophthalmology by means of an appointment to the Board of Directors of the Foundation by representative named by that Hospital.

ARTICLE III

The address for the purpose of communications, notices and service shall be:

Chairperson of the Foundation

ARTICLE IV

Membership

1. All Lions Members of each Lions Club within Lions Clubs International, District A-1 are to be considered Members of the Foundation provided that such a Member is in good standing of a Club in good standing.
2. Any other person interested in the furtherance of objectives of the Foundation may make application for Membership in such manner as the Directors may specify from time to time, and his acceptance as a Member shall be determined by majority vote of the Directors. Such person shall be required, as a condition of Membership, to pay the Foundation a Membership fee. Acceptance shall keep him a Member in good standing until the first day of January next following the date upon which he became a Member, or until resignation. Each Member shall on or before January 1st of the next year renew his or her Membership.

ARTICLE V

Directors

1. The policies of the Foundations shall be established by the Board of Directors. The business and affairs of the Foundation shall be controlled by the Board of Directors who may exercise all powers and functions of the Foundation.
2. The maximum number of Directors of the Board of Directors shall be eleven (11). There shall be at all times eight (8) Members of the Board who are representatives of Lions Clubs International, District A-1.
 - (a) a Past District Governor
 - (b) the Lions District A-1 Sight Conservation & Work With The Blind Chairperson.
 - (c) five (5) Lion Directors - members of Lions Clubs International District A-1, providing unbiased representation for all of District A-1.
 - (d) a Past Chairperson of the Foundation’s Board of Directors
 - (e) one Member of the Board who is a representative from the Canadian National Institute For The Blind, Volunteer Program appointed by it for that purpose:

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- (f) one Member of the Board who is a representative from the Department of Ophthalmology, from any hospital, appointed to it for that purpose.
 - (g) one Member of the Board who is a representative from the District A-1 Lioness, appointed to it for that purpose.
3. Only Members of the Foundation shall be entitled to serve as Directors of the Foundation.
 4. The Member of the Board of Directors who is the Immediate Past Chairperson shall hold that Office for a period of one (1) year or until such time as the Board's sitting Chairperson retires from the Chair.
 5. The Member of the Board of Director who is the District A-1 Sight Conservation And Work with the Blind, Chairperson shall be appointed annually by the District A-1 District Governor.
 6. The Members of the Board of Directors who are the representatives of the
 - (a) Canadian National Institute for the Blind, Volunteer Program
 - (b) any Hospital's Department of Ophthalmology
 - (c) District A-1 Lionessshall be appointed or acclaimed for a two (2) year term by their respective organizations.
 7. Lion Directors and a Past District Governor shall be replaced on a rotating basis. Replacement of two Lion Directors and one PDG is to take place in years alternate to the replacement of three Lion Directors. The subsequent term of office shall be for two (2) years.
 8. The office of Directors shall be automatically vacated:
 - (a) if a Director shall resign his office by delivering a written resignation to the Secretary of the Foundation:
 - (b) if he is found to be mentally incompetent or of unsound mind.
 - (c) if he becomes bankrupt or suspends payment or makes a proposal to his creditors:
 - (d) if at a special general meeting of Members a resolution is passed by 75% of the Members present at the meeting that he or she be removed from office
 - (e) if he ceases to be a member
 - (f) if he or she, in the case of a Lion or Lioness representative, ceases to be a Lion or Lioness
 - (g) on death:provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a Member of the Foundation in conformity with the provisions of paragraph 2 of the ARTICLE
 9. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that seven (7) clear days' notice of such meetings shall be sent in writing to each Director and provided there shall be at least (1) meeting per year of the Board of Directors. Any Director may at any time waive notice of any such meeting and may ratify approve and confirm any or all proceedings taken or had thereat.
 10. Directors and executive committee Members, as such, shall not receive any stated remuneration for their service. Nothing herein contained shall be construed to preclude any Director from serving the Foundation as an officer or Executive Director, provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties, and provided that any Director who is engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Foundation.
 11. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected. A Director shall hold office until the next annual meeting of Members following his election or appointment
 12. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as prescribed by the Board of Directors at the time of such appointment.

ARTICLE VI

Powers of Directors:

1. The Directors of the Foundation may administer affairs of the Foundation in all things and make or cause to be made for the Foundation, in its name, any kind of contract which the Foundation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Foundation is by its constitution or otherwise authorized to exercise and do.
2. The Directors shall have power to authorize expenditures on behalf of the Foundation from time to time and may delegate by resolution to a Officer or Officers of the Foundation the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures by cheque for the purpose of furthering the objects of the Foundation. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Foundation in accordance with such terms as the Board of Directors may prescribe.
3. The Board of Directors may take such steps as they deem appropriate to receive legacies, gifts, grants settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Foundation. The Foundation may, subject to the approval of the Board of Directors, retain ownership and control of all assets acquired by the Foundation by means of Trustees. This ownership may extend to any equipment fully funded by the Foundation and subsequently donated to a medical facility.

ARTICLE VII

Nomination And Election Of Directors:

1. The Board of Directors shall, as the need arises, appoint a committee for nominating candidates for Directorship. This committee shall present a Slate of Directors to the Membership sixty (60) days in advance of the Annual General Meeting. Any member in good standing may be added to the proposed Slate of Candidates as determined by the Nominating Committee, provided such member is nominated by at least five (5) other members in good standing and is submitted to the Office of the Secretary of the Foundation 30 days prior to the annual general meeting.
2. No name shall be nominated for the position of Director unless the consent of the nominee shall have been first obtained and that person is prepared to serve if elected. The proposed Slate of Directors presented by the nominating committee as aforesaid shall be in compliance with the provisions of paragraph 2 of Article V.
3. Election of Directors shall be conducted by private ballot, with each Member having one (1) vote.

ARTICLE VIIIk

Officers:

1. The Officers of the Foundation shall be Chairperson, Immediate Past Chairperson, a Vice-Chairperson, Secretary, and Treasurer, and any such other officers as the Board of Directors maybe by-law determine. Any two offices may be held by the same person.
2. Only Directors shall be eligible to hold Office of the Foundation. All Officers shall be elected, by secret ballot or acclaimed, by the Members of the Board of directions, except in accordance with Article IV.
3. The original Officers of the Foundation shall hold office from the date of election until their successors are elected, as described in Article V where length of term in office is staggered.
4. Term of Office shall be for a period of one (1) year from the date of election or acclamation. No officer may hold any one Office for more than six (6) terms.

ARTICLE IX

Duties of Officers:

1. All Officers shall be Directors of the Foundation and they shall cease to be Officers if they cease to be Directors or if they are removed by a majority of the Board of Directors.
2. The Chairperson of the Foundation shall preside
 - (a) at all meetings of the Board of Directors.
 - (b) at all meetings of the Executive CommitteeHe shall have the general and active management of the affairs of the Foundation. He shall see that all orders and resolutions of the Board of Directors are carried into effect.
4. The Treasurer shall have custody of the funds and securities of the Foundation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Foundation in the books belonging to the Foundation and shall deposit all monies, securities and other valuable effects in the chartered bank or trust company, or in the case of securities, with such registered dealer in securities as may be designated by the Board of Directors from time to time. He shall disburse the funds of the Foundation as may be directed by proper authority making proper vouchers for such disbursements, and shall render to the Chairperson and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Foundation. He shall also perform such other duties as may from time to time be directed by the Board of Directors.
5. The duties of all other Offices of the Foundation shall be such as the terms of their engagement call for or the Board of Directors required of them.

ARTICLE X

Executive Committee:

1. The Board of Directors may provide for the creation of an Executive Committee comprising three or more persons, who shall be Members appointed by the Board of Directors and which committee shall exercise such powers as are authorized by the Board of Directors. Any executive committee Member may be removed by a majority vote of the Board of Directors.
2. Meetings of the executive committee may be held at any time and place to be determined by the Members of such committee. A majority of Members of such committee shall constitute a quorum.

ARTICLE XI

Other Committees:

1. In addition to the committees hereinbefore provided for, the Board of Directors may appoint such other committees, for such other mandates or purposes, as the Directors may from time to time determine to be in furtherance of the objectives of the Foundations. Members of the committee constituted under the provisions of the ARTICLE shall hold their offices at the will of the Board of Directors.

ARTICLE XII

General Meetings:

1. The annual general meeting of the Members of the Foundations shall be held annually within twelve (12) months following the end of the fiscal year of the Foundation on such day, at such hour and place as may be determined by the Directors.
2. The annual meeting shall be for:
 - (a) the reviewing of annual reports, including the financial report
 - (b) the election of such Directors as are required to fill vacancies on the Board of Directors;
 - (c) the appointment of an auditor;
 - (d) the transaction of other business brought before it;
 - (e) amending the constitution as may be required from time to time
3. Only Members shall be entitled to vote. Each Member shall have one (1) vote.

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4. The Directors may, whenever they think fit, and they shall upon requisition made in writing by at least fifty percent (50%) of the current Membership according to the last published annual report, convene a general meeting.
5. Upon receipt of such requisition, the Chairperson shall upon the direction of the Board of Directors forthwith convene a general meeting and if the Chairperson does not convene the same within 21 days of the receipt of the requisition, the requisitionists or any other group of current Members totaling at least fifty percent (50%) of the current Membership according to the last published annual report may themselves convene a general meeting.
6. The requisition shall express the object of the meeting proposed to be called and shall be left at the head office of the Foundation.
7. Notice of any general meeting of at least fourteen (14) days, specifying the place, the day, and the hour of the meeting, and the nature of such business shall be given by regular mail to any Member, Director, or Officer, at his last address recorded on the books of the Foundation.
8. At all meetings of Members of the Foundation every question shall be determined by a majority of votes of the Members present unless otherwise specifically provided by statute or by this Constitution or By/Laws of the Foundation.
9. Unless a poll is, or has been demanded at any meeting, a declaration by the chairperson that a resolution has been carried, and an entry to that effect in the minutes of proceedings of the Foundation shall be sufficient evidence of the fact, without proof of the number of proportion of the votes recorded in favor of or against such resolution.

ARTICLE XIII

Minutes of Meetings:

1. The minutes of any meeting of the Directors, Members, or any committee constituted in accordance with this Constitution, shall be available to the Members of the Foundation on seven (7) days written notice to the Secretary.

ARTICLE XIV

Amendment of Constitution By-Laws:

1. The Constitution of the Foundation may be repealed or amended by bylaw enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members present at a meeting duly called for the purpose of considering the said by-law amending the Constitution.

ARTICLE XV

Rules and Regulations:

1. The Board of Directors may prescribe such rules and regulations not inconsistent with this Constitution relating to the management and operation of the foundation as they deem expedient.

ARTICLE XVI

Financial Year:

1. Unless otherwise ordered by the Board of Directors the fiscal year end of the Foundation shall be June 30 in each year.

ARTICLE XVII

Auditors or Accountant:

1. The Members shall at each annual meeting appoint an auditor or accountant to audit the accounts of the Foundation or to prepare a financial review, and to hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of auditors or accountant. The remuneration of the auditors shall be fixed by the Board of Directors.

ARTICLE XVIII

Books and Records:

1. The Directors shall see that all necessary books and records of the Foundation required by the Constitution of the Foundation or by any applicable statute or law are regularly and properly kept.

ARTICLE XIX

Interpretation

1. In this Constitution and in all other by-laws of the Foundation hereinafter passed unless the context otherwise requires words imparting the singular number or masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

IN WITNESS WHEREOF we have hereunto set our hand at the Town of Point Edward, in the Province of Ontario on the 14th day of April, 1991.

Revised (Revision 1) January 25th, 2008
Signed in acceptance on behalf of the Board of Directors of the Foundation
Peter Geene
Chairperson

Revised (Revision 2) on the 9th day of February, 2014
Signed in acceptance on behalf of the Board of Directors of the Foundation
Harry Wismer
Chairperson