



CONSTITUTION

PREAMBLE

The PROBUS name and emblem are registered under the Australian and New Zealand Trademark Acts

They may be used only by Probud Clubs, Probud Associations and other bodies accredited by the Probud Centre - South Pacific Inc. And they may not be used for any commercial purpose without the written approval of the Probud Centre - South Pacific Inc. To hold accreditation a Probud Club must have been sponsored by a Rotary Club.

1) TITLE

The name of this Club shall be COMBINED PROBUS CLUB OF BELROSE Inc.

2) AIMS and OBJECTS

- a) The purpose of this Club shall be to advance intellectual and cultural interests among adult people who have retired or are semi-retired from their former occupations.
- b) It will hold regular meetings and arrange activities to provide opportunities for fellowship, the development of acquaintances and social interaction.
- c) It shall strive to be seen as a worthwhile organisation by the local community.
- d) It shall be non-political and non-sectarian. It shall not endorse any candidate for public office and shall not take corporate action at any meeting with the intention of influencing the policies or decisions of governments; however, the merits of any public question may be a subject of fair and intelligent study or discussion at a club meeting for the benefit of members.
- e) It shall not be, or be seen to be, a fund-raising body. The Club by a majority decision of its members may engage in corporate projects for social benefit provided that any such activity shall not involve the raising of funds and provided that individual participation in any such project shall be entirely voluntary.
- f) It shall not enter into any contract which involves the use of the Probud name or the Probud emblem without the prior written consent of the Probud Centre — South Pacific Inc.

3) MEMBERSHIP

- a) Membership of this Club shall be open to retired and semi-retired professionals and businesspeople and from any worthy vocation who appreciate and value opportunities for social contact with others in similar circumstances.
- b) Membership of this Club shall be primarily for residents of Belrose, Davidson, Frenchs Forest and surrounding suburbs.
- c) Membership of this Club shall consist of ordinary members as defined in clause 3(a) and non-subscribing members comprising Honorary Members, Life Members or Non-Active Members:
 - Honorary Members may be elected at the discretion of and on such terms as may be decided upon by a special resolution of members at a General Meeting. Honorary Members shall not be required to pay membership subscriptions, shall not be eligible to hold office and shall not be entitled to vote but shall enjoy all other privileges of membership. The maximum number of Honorary Members shall be as decided by members at any General Meeting.
 - ii. Life Membership may be conferred upon a member who has rendered outstanding service to the Club. Nominations shall be submitted in writing to the Management Committee for consideration, and if approved, referred to the next General Meeting of the Club for confirmation by a special resolution of members. Life Members shall not be required to pay membership subscriptions but shall enjoy all other privileges of membership. The maximum number of Life Members shall be as decided by members at any General Meeting.
 - iii. Hon Active Membership may be conferred by the Management Committee upon a member who because of illness or a physical disability has been granted leave of absence by the Club such member shall not be included in the member number of the Club during that period of absence. Non-financial membership may be granted to Non-Active Members, no maximum number of such members being applicable.
- d) The maximum number of ordinary members shall be decided by members at a General Meeting.
- e) Applicants for membership must be sponsored by two members of the Club and approved for membership by a majority of the Management Committee.
- f) No person shall be denied membership of the Club for reasons of mcc, religion, or political persuasion.

COMBINED PROBUS CLUB OF BELROSE INC.

- g) Upon the acceptance or rejection of an application for membership by the Management Committee the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.
- h) An appeal against rejection of application for membership shall be in writing addressed to the Secretary and submitted to the next General Meeting of club members for decision.
- i) Membership of this Club shall be contingent upon attendance at regular meetings of not less than fifty per cent in any club year, subject to leave of absence in cases of sickness or on other reasonable grounds.
- j) A member may resign by giving a written notice of resignation to the Secretary.
- k) The membership of a member convicted of an indictable offence may be terminated, without right of appeal, by decision of the members at a General Meeting.
- l) The membership of a member may be terminated in accordance with the process set out in clauses 11 and 12 should such a member not comply with the provisions of these rules or act in a manner considered injurious or prejudicial to the character or interests of the Club.

4) MANAGEMENT

- a) The Club shall be managed by a Management Committee, herein after called 'be Committee', comprising a President, one or more Vice-Presidents, a Secretary, a Treasurer, herein after called "Officers" and such number of Committee Members as decided at any General Meeting.
- b) Officers and Committee Members shall be elected annually. The term of office of the President shall be one year, which may be extended to not more than two consecutive years if required due to special circumstances. Other officers and Committee Members may serve for not more than three successive years in any one office except as otherwise determined and recommended by the Committee to members for decision.
- c) For the purpose of these rules, the office of an officer of the Club or of an ordinary member of the Committee Becomes vacant if the officer or member:
 - i. Ceases to be a member of the Club.
 - ii. Becomes insolvent under administration within the meaning of the Corporations Law.
 - iii. Resigns in writing given to the Secretary.
- d) A casual vacancy on the Committee may be filled by action of the Committee.
- e) A quorum at meetings of the Committee shall be a majority of the members thereof.
- f) In order to avoid any doubt, a motion is carried by a majority if more than half of those people voting (not including those who wish to abstain) vote in favour of the motion, unless otherwise specified.
- g) Voting shall be by a show of hands, a Committee Member having one vote only.
- h) Where there is an equal division of votes at a Committee Meeting, the Chairman shall have a casting vote in addition to a deliberative vote.
- i) The minutes of each Committee Meeting, when confirmed at the following meeting, must be signed by the Chairman of the meeting verifying their accuracy.
- j) The Committee shall have power to appoint sub-committees to deal with specific matters.
- k) Meetings of the Committee shall be as determined by the Committee, meeting at least once in every four calendar months to exercise obligations.
- l) The Secretary shall advise members of the Committee the time and venue for each meeting, at least seven days prior to the meeting, orally or by mail, electronic transfer or any other method agreed upon.
- m) The Committee shall exercise general control and management of the club affairs between meetings, reporting on actions taken at the next General Meeting of members.
- n) A member of the Committee may be removed from office at a General Meeting of the Club if a majority of members present at the meeting vote in favour of removing the member.
- o) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why removal from office should not be affected.
- p) A member of the Committee has no right of appeal against the member's removal from office under this section.

5) ELECTION OF THE COMMITTEE

- a) An Annual Meeting for the election of officers shall be held before March 31" of each year.
- b) Members elected shall take office from April 1 each year. Members elected at the Annual General Meeting shall be authorised to administer the affairs of the Club prior to April 1 and shall report on such matters to the members at the April general meeting for ratification.
- c) Nominations for positions on the Committee for the ensuing year shall be called for at the meeting preceding the February meeting, such nominations to be lodged with the Secretary no later than the February meeting. These positions shall be filled by ballot, if necessary, at the Annual General Meeting.
- d) Voting shall be by show of hands or by ballot as decided by members. The candidate receiving the greatest number of votes of members present and voting in the election for each office or Committee position shall be declared elected.

COMBINED PROBUS CLUB OF BELROSE INC.

- e) Where there is an equal division of votes, the Chairman shall have a casting vote in addition to a deliberative vote.
- f) If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed elected and further nominations shall be received at the Annual General Meeting.
- g) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed elected.
- ti) If the number of nominations received is more than the number of vacancies to be filled, an election shall be held.

6) MEETINGS

- a) General Meetings of the Club shall be held at monthly intervals, except as otherwise decided by members when affected by Public Holidays and/or the December/January holiday period.
- b) General Meetings of the Club shall be held at such a time and place approved by members.
- c) A quorum at meetings of the Club shall be twenty-five per cent of the total club membership (excluding Honorary Members and Non-Active Members) with a minimum of ten members.
- d) An Extraordinary General Meeting shall be called on the request, in writing, of not less than five members (excluding Honorary Members and Non-Active Members). Notice of such meeting shall be given to members at least twenty-one days before the meeting is to be held with a statement setting out the purposes for which the meeting has been called and any motions submitted.
- e) An Annual General Meeting shall be held before March 31" each year at such a place and time as may be determined by the Committee and at [least twenty-one days' notice of such a meeting shall be given.
- f) Notice of an Annual General Meeting stating the time, date, venue and business to be conducted at the meeting shall be given at the February meeting or by mail, electronic transfer or any other method agreed upon.
- g) Voting shall be by a show of hands, or by ballot if required by a majority of members (excluding Honorary Members and Non-Active Members).
- h) In order to avoid any doubt, a motion is carried by a majority if more than half of those people voting (not including those who wish to abstain) vote in favour of the motion, unless otherwise specified.
- i) At General Meetings, Extraordinary General Meetings or Annual Meetings of the Club a member shall have one vote only.
- j) Where there is an equal division of votes, the Chairman shall have a casting vote in addition to a deliberative vote.
- k) The President, or in the absence of or the inability of the President to do so, the Vice President shall preside at all meetings. In the absence of both officers the members present shall elect a Chairman.
- l) The minutes of each meeting, when confirmed at the following meeting, must be signed by the Chairman of the meeting verifying their accuracy.
- m) Any notice of motion (other than to amend the Constitution or by-laws) must be submitted to the Secretary, in writing at least fourteen days prior to the meeting at which the motion is to be formally proposed, where it must be read to members prior to discussion.
- n) Any notice of motion to amend the Constitution or the by-laws must be submitted to the Secretary in writing at least twenty-eight days prior to the meeting at which the motion is to be formally proposed.
- o) Proxy voting must not be undertaken at or in respect of a meeting.

7) SUBSCRIPTIONS

- a) Members of the Club shall pay a joining fee (if any) and an annual subscription.
- b) The subscription shall include such capitation and insurance fees as may be required by the Probus Centre - South Pacific Inc.
- c) The joining fee (if any) and annual subscription payable by members shall be determined by members at an Annual General Meeting and shall remain in effect until amended by resolution at a subsequent Annual General Meeting.
- d) The annual subscription is due and payable on April 1" each year. should a member have not paid the annual subscription by June 30 the Committee may recommend to members termination of that member's membership.
- e) The subscription of a person joining the Club is to be paid pro-rata on a quarterly basis. That is where a person joins the Club during the:

Quarter ending June 30	Subscription is payable in full.
Quarter ending September 30	Three-quarters of subscription is payable.
Quarter ending December 31	One-half of subscription is payable
Quarter ending March 31	One-quarter of subscription is payable.

Notwithstanding the date upon which a person joins the Club, the joining fee (if any) is payable in full.

COMBINED PROBUS CLUB OF BELROSE INC.

8) FINANCE

- a) The funds of the Club shall be derived from joining fees, annual subscriptions, donations, and such other sources as the members determine.
- b) The financial year of the Club shall begin on the 1st day of January and end on the last day of December.
- c) An Income and Expenditure Account (Balance Sheet if appropriate) together with the auditor's report for the twelve months to the end of the financial year shall be presented to the Annual General Meeting after being audited by the person(s) appointed at the previous Annual General Meeting.
- d) The Treasurer: or in the absence of the Treasurer, a delegated officer appointed by the Management Committee shall be authorised to deposit all funds of the Club to the credit of the Club's account in the bank or other financial institution approved by the Committee within two working days of receiving the funds.
- e) Cheques in payment of accounts shall be signed by any two of the President, Vice President, Secretary, Treasurer or Assistant Treasurer.

9) DUTIES OF OFFICERS

- a) The Secretary shall keep the records of membership and attendance at meetings, shall record and preserve the minutes of meetings, and perform such other duties as ordinarily pertain to the office.
- b) The Secretary or Public Officer shall keep a register of members in which shall be recorded their names, addresses, telephone numbers, date of joining, date of death or resignation and such other information as the Club may require.
- c) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Committee Meeting and General Meeting are entered in a minute book.
- d) The Treasurer shall have custody of all funds of the Club accounting for same to the Club annually, shall submit monthly reports to members and perform such other duties as ordinarily pertain to the office.
- e) Except as otherwise provided in this Constitution, the Secretary shall keep custody of or keep under control all books, documents, and securities of the Club.
- f) All accounts, books, documents, and securities of the Club shall be available for inspection by any member of the Club upon request.

10) DISCIPLINE OF MEMBERS

- a) A complaint may be made to the Committee by any person that is a member of the Club:
 - i. has refused or neglected to comply with a provision or provisions of this Constitution, or
 - ii. has willfully acted in a manner prejudicial to the interests of the Club.
- b) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- c) If the Committee decides to deal with the complaint, the Committee:
 - i. must cause notice of the complaint to be served on the member concerned, and
 - ii. must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - iii. must take into consideration any submissions made by the member in connection with the complaint.
- d) The Committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- e) If the Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 11.
- f) The expulsion or suspension does not take effect:
 - i. until the expiration of that period within which the member is entitled to appeal against the resolution concerned, or
 - ii. if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under clause 11, whichever is the latter.

COMBINED PROBUS CLUB OF BELROSE INC.

I I) RIGHT OF APPEAL OF DISCIPLINED MEMBER_

- a) A member may appeal to the Club in the general meeting against a resolution of the Committee under clause 11. within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- c) On receipt of a notice from a member under subclause (a), the Secretary must notify the Committee which is to convene a general meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.
- d) At a general meeting of the Club convened under subclause (c):
 - i. the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - ii. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- e) The appeal is to be determined by a simple majority of votes cast by members of the Club.

12) INTERNAL DISPUTES

- a) The procedures set out in this rule applies to disputes between
 - i. A member and another member (in their capacity as members)
 - ii. A member or members and the Club
- b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.
- c) If the dispute is unable to be resolved in accordance with clause 12(b) the dispute is to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- d) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- f) The Commercial Arbitration Act 2010 applies to any such dispute referred to arbitration.

13) INFORMATION

- a) Each year, the Club shall provide the information required by the Probus Centre - South Pacific Inc. - concerning membership, meeting arrangements and officers for the ensuing year.
- b) The Club shall provide information on other matters as and when required by Probus Centre - South Pacific Inc.

14) NON-PROFITABILITY

The income and property of the Club howsoever derived shall be applied solely towards the promotion of the objectives of the Club and no portion thereof shall be paid to or transferred directly or indirectly to the members of the Club provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or member of the Club for any services actually rendered to the Club, or reimbursement of expenses incurred on behalf of the Club.

15) PUBLIC OFFICER

A Public Officer shall be appointed in accordance with the requirements of the Associations Incorporation Act.

16) BY-LAWS AND STANDING RESOLUTIONS

The Club may by a majority decision of members adopt by-laws or standing resolutions not inconsistent with this Constitution, embodying additional provisions for the management of this Club. Such by-laws or standing resolutions shall be amended from time to time as provided therein.

17) WINDING UP

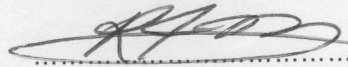
- a) On winding up, the funds of the Club shall not be distributed to members but shall be donated to a charitable organisation, which prohibits distribution of its funds to members.
- b) The liability of a member to contribute towards the payment of the debts and liabilities of the Club or the costs, charges, and expenses of winding up of the Club is limited to the amount, if any, personally owed by the member to the Club.

COMBINED PROBUS CLUB OF BELROSE INC.

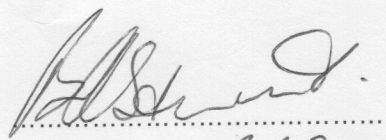
18) AMENDMENT

- a) The clauses of this Constitution, including the Aims and Objects, may be amended at a General Meeting of the Club, a quorum being present, by the affirmative vote of not less than three quarters of the members present and voting, notice of such proposed amendment(s) having been published to all members at least twenty-one days before such meeting.
- b) Such amendments shall not be effective until approved by the Probus Centre - South Pacific Inc (Prior to submission to The Office of Fair Trading) and accepted by the Office as being in compliance with the requirements of the Associations Incorporation Act.

We hereby certify that, a quorum being present, this Constitution checked and approved by Probus Centre - South Pacific Inc. was adopted without alteration by decision of not less than a three quarters majority of the members present and voting at a General Meeting held on Thursday 14 December 2023.

Roslyn Thompson

18/12/2023

President Signature and Date


B.A. STEWART
Secretary Signature and Date 18.12.23



STANDING RESOLUTIONS

The following Standing Resolutions, excluding those articles rotated to the Annual General Meeting, may be amended at any General Meeting of this Club, a quorum being present, by the affirmative vote of not less than 75% of the members present and voting; notice of such proposed amendments having been published to all members at least twenty-one (21) days before such meeting.

1. MANAGEMENT OF THE CLUB

- 1.1 The Club shall be managed in accordance with the provisions of its Constitution and Standing Resolutions approved and adopted by members.
- 1.2 The Club shall be managed by a Management Committee (herein after called 'the Committee'), comprising of a President, Vice-President, Secretary, Treasurer and 6 - 8 Committee Members to be responsible for Tours and Visits, Entertainments, Programs (Guest Speakers), Membership, Fellowship, Club Bulletin and such other activities as may be decided from time to time by the Club. The immediate Past President shall be a member, ex officio, of the Committee with voting rights.

2. PUBLIC OFFICER

- 2.1 The Secretary shall be appointed as Public Officer.
- 2.2 Documents will be signed by the Public Officer and the President. In the President's absence the Vice President will be the second signatory.

3. MEETINGS

- 3.1 The Club shall meet monthly on the 2nd Thursday of each month.
- 3.2 The Club may meet at another time, on another day, or at another venue by decision of the members.

4. CLUB MEMBERSHIP

- 4.1 The maximum membership of the Club shall be 140.
- 4.2 There shall not be more than 2 Honorary Members at any one time.
- 4.3 There shall not be more than 3 Life Members at one time.
- 4.4 There shall not be more than 8 Non-Active Members at any one time.
- 4.5 The number of members of one gender, male or female, shall not exceed sixty percent of the maximum membership number of the Club.

5. SUBSCRIPTIONS


- 5.1 The joining fee payable by a member on admission to the Club shall be \$10.00 which may be reviewed at the Annual General Meeting.
- 5.2 The subscription payable by members shall be \$45.00 per annum, which may be reviewed at the Annual General Meeting.
- 5.3 The Club is permitted to use part of its monies towards subsidising Club Anniversary and/or Club Christmas functions to a maximum of \$15 per member attending.

6. CLUB ADMINISTRATION

- 6.1 At the April Committee meeting the Management Committee will appoint a Proboscidea Liaison Officer as the contact person for communication with PCSP. The Proboscidea Liaison Officer is not a sitting member of the Committee entitled to vote, however can be a committee person in another role.
- 6.2 The Club shall have a process for receiving and recording genuine apologies. Such apologies must be received by a member of the Management Committee prior to commencement of the general or annual general meeting. Members leaving Club meetings or functions early must advise a member of the Management Committee prior to their departure.
- 6.3 Payment to be made in accordance with CONSTITUTION Clause 8) FINANCE may also be made using the Club Banking Institution's Electronic Funds Transfer system including BPAY facilities where this is agreeable to a payee.
The Treasurer and Assistant Treasurer shall maintain the record of a requisition duly signed by two authorised signatories within the Club financial records.

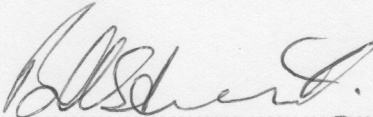
7. APPLICATIONS FOR MEMBERSHIP

- 7.1 The Club shall establish and maintain a waiting list of prospective members.
- 7.2 Expressions of interest to join the Club must be submitted to the Club Secretary on the Waiting List Application Form.
- 7.3 Names for the waiting list will be placed on a register in the order they are received by the Secretary. In the event that more than one form is received at the same time, the order of receipt will be by ballot carried out at the next Committee Meeting.
- 7.4 No Membership Application Form will be offered to a person on the waiting list until such time as there is a vacancy for membership.
- 7.5 When appropriate, a Membership Application Form will be offered to a person on the waiting list. Such application must be sponsored by two current members of the Club and approval for membership given by a majority of the Management Committee.
- 7.6 No monies shall be received or accepted from a person on the waiting list until such time as the Application for Membership has been approved by the Management Committee.
- 7.7 If a vacancy occurs and the next person on the waiting list is invited to attend Club Meetings, with a view to becoming a member, and that person has a partner, who is next on the waiting list, then the partner is entitled to attend as a visitor, Club General Meetings, and activities until such time as the next vacancy occurs.

ROSALYN THOMPSON


President Signature and

Date 18/12/2023.



Secretary Signature
and Date

B.A. STEWART
18.12.23.