

# Constitution

Probus-Centre Canada 2006

## PREAMBLE

The Probus name, trademarks, rights and emblems are registered with Industry Canada as the property of Probus Centre-Canada Inc.

<http://www.probus.org/canada.htm> These shall not be used for commercial purposes without the written approval of Probus Center-Canada Inc. Accreditation of a Probus Club shall be effective upon acceptance by Probus Centre-Canada Inc. of an application with the prescribed fee from a sponsoring Rotary Cub or recognized Probus Club. Rights to the use of the name and emblems, except on saleable articles, shall be given automatically to each Probus Club upon its accreditation.

## I. AIMS AND OBJECTS

1. The purpose of the Club shall be:
  - I. To provide regular meetings for retired and semi-retired professional and business persons and others with like backgrounds, who appreciate and value increased opportunities for social contacts, addresses on and discussions of topical subjects.
  - II. to arrange visits by members to places and organizations of interest
  - III. To arrange activities of interest to members
2. Because many of its members may already be active in service to the community, the activities of the club shall be directed solely towards acquaintance and fellowship.
3. The Club shall not be competitive with any other organization.
4. The Club shall be non-political and non-sectarian.
5. The Club shall not be, nor appear to be, a fund raising or service club.

## II. MEMBERSHIP

1. The Club shall be for men and women with professional or business backgrounds, and other men and women who **have** had some measure of responsibility or achievement in any field of worthy endeavor.
2. Application for membership shall be sponsored by at least one member and approved by the Management Committee. Founding members do not require sponsorship
3. Regular attendance is not mandatory.
4. Membership may be held in more than one Probus Club.

## III. MANAGEMENT

1. The Club shall be managed by a Management Committee consisting of a President, a Vice President (who will also be President-elect), a Secretary, a Treasurer, the immediate Past President, and such other persons as the Club deems necessary to cover program, social newsletter and other functions.
2. All elected members of the Management Committee shall have equal voting privileges.

3. The Club President shall normally serve for a term of 1 year but may not serve for more than 2 years
4. The Management Committee shall meet monthly or as the need arises.
5. The quorum at a Management Committee meeting shall be 50% of the committee
6. A motion that receives an equal number of affirmative and negative votes shall be considered lost
7. The Management Committee shall have the authority to fill vacancies that may arise between elections
8. The Management Committee shall have the authority to appoint subcommittees
9. The Membership Chair shall be responsible for the list of member's names, addresses, phone numbers and such information required by club bylaw. This list must not be used for commercial purposes.
10. The Club shall co-operate with Rotary and other Probus Clubs, in the formation of new Probus Clubs.

#### **IV. GENERAL MEETINGS**

1. General Meetings of the Club shall be held monthly or as determined by the Club.
2. The Annual General Meeting shall be held in accordance with Club bylaws. Members shall be presented with financial statement as provided in Club bylaws.
3. At each Annual General Meeting the presiding officer shall present nominations from the Nominating Committee for positions on the Management Committee. Election may be by show of hands or by ballot, as determined by the meeting.
4. A motion that receives an equal number of affirmative and negative votes shall be considered lost.

#### **V. ANNUAL RETURNS**

1. The financial year of the Club shall be specified in the Club bylaws. The Secretary shall advise Probus Centre-Canada Inc., following the Club's accreditation and by September 30 each year, of the Club's regular meeting place; day and time, the number, of its members as of the previous July 31 and the names and addresses and telephone numbers of its President and Secretary.
2. The Treasurer shall remit to Probus Centre-Canada Inc. the annual assessment levied by Probus Centre-Canada Inc by December 31<sup>st</sup>.

#### **VI. MEMBERSHIP FEES**

1. Each member of the Club shall pay the annual membership fee as provided in Club bylaws.

#### **VII. NON-PROFITABILITY**

1. The income and property of the Club shall be applied solely to the objectives of Probus and no portion thereof transferred directly or indirectly to the members. Nothing herein shall prevent the payment of approved remuneration for services actually rendered to the Club.

#### **VIII. WINDING-UP**

1. In recognition of Rotary Club service contribution to the expansion of Probus, any funds remaining on winding up of the Club shall be donated to the Rotary Foundation (Canada) or to another registered charitable organization.

## **IX. BYLAWS**

1. Club bylaws and their amendments shall be consistent with this Constitution.

## **X. AMENDMENT**

1. A proposed amendment to this Standard Constitution for Clubs may be made by a Director of Probus Centre-Canada or by any member of a Club via their Management committee.
2. A proposed amendment to this Standard Constitution from a Club shall be forwarded to Probus Centre-Canada for consideration at a meeting of the Board of Director's, Probus Centre-Canada by the President of any Club following approval by their Management Committee.
3. Proposed amendments may be considered at any meeting of the Board of Directors of Probus Centre-Canada.
4. Any amendments approved by the Board of Directors of Probus Centre-Canada shall be communicated to all Clubs and shall become an amendment to each Club's Constitution.
5. The name or gender composition of the Club may be changed at any General Meeting of the Club, the quorum required by Club bylaw being present, by a majority of the members present and voting. The amendment shall be effective when it has been communicated to Probus Centre-Canada, Inc.