



CONSTITUTION

PREAMBLE

The PROBUS name and emblem are registered under the Australian and New Zealand Trade Marks Acts. They may be used only by Probus Clubs, Probus Associations and other bodies accredited by the Probus South Pacific Limited and they may not be used for any commercial purpose without the written approval of Probus South Pacific Limited. To hold accreditation a Probus Club must have been sponsored by a Rotary Club and must adopt and comply with the bold and italic typeface wording of this Constitution.

1. TITLE

- a. The name of this Club shall be the **Probus Club of Denmark Incorporated** (herein referred to as “the Club”)

2. AIMS and OBJECTS

- a. The purpose of this Club shall be to advance intellectual and cultural interests among adult persons 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 acquaintance and social interaction.
- c. It shall strive to be 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 information 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. The property and income of the Club shall be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the promotion of those objects or purposes.
- g. It shall not enter any contract which involves the use of the Probus name or the Probus emblem without the prior written consent of Probus South Pacific Limited.

3. NON-PROFITABILITY

- a. 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 if nothing herein shall prevent the payment in good faith of remuneration to any officer or member of the Club for any services rendered to the Club, or reimbursement of expenses incurred on behalf of the Club.

4. MEMBERSHIP

- a. Membership of this Club shall be open to retired and semi-retired professional and business people and others from any worthy vocation and who appreciate and value opportunities for social contact with others in similar circumstances.

- b. Membership of this Club shall be primarily for residents of **Denmark Shire** and nearby areas.
- c. Membership of this Club shall consist of ordinary members as defined in clause 4(a) and non-subscribing members comprising Honorary Members, Life Members or Non-Active Members.
 - 1. Honorary Members may be elected at the discretion of and on such terms as may be decided upon by most 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.
 - 2. 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. 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.
 - 3. Non-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 members 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 an Annual General Meeting.
- e. **Applicants for membership must be sponsored by two members of the Club and approved for membership by most of the Management Committee at a management meeting.**
- f. **No person shall be denied membership of the club for reasons of race, religion, or political persuasion.**
- 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. Accepted applicants shall be provided with a copy of the Club's constitution.
- 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 any 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 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.
- m. The membership of such a member may be terminated at a General Meeting of the Club if most members present at the meeting vote in favour of removing the member.
- n. Before a vote of members is taken about termination of membership, the member must be given a full and fair opportunity to show cause why there should not be a termination of membership.
- o. If after considering all representations made by the member, the meeting decides to terminate the membership, the Secretary must give the member written notice of the decision within seven days thereof.
- p. Should the member give written notice of appeal to the Secretary within one month of the decision, a meeting must be held within two months of receipt to consider the appeal. In the event of the appeal being rejected the Secretary must give the member written notice of the decision within seven days thereof.

- q. At that meeting, before a vote of members is taken, the member must be given a full and fair opportunity to show cause why the application should not be rejected or why the membership should not be terminated.

5. MANAGEMENT

- a. **The club shall be managed by a Management Committee, comprising a President, one or more Vice-Presidents, a Secretary, a Treasurer (collectively "Committee Members"), and such number of other members of the Management Committee ("Officers") as provided in the By-laws or the club's Standing Resolutions.**
- b. The Committee must take all reasonable steps to ensure the Club complies with its obligations under the Associations Incorporation Act 2015 and these Rules.
- c. **Officers and Committee Members shall be elected annually in accordance with the By-Laws or the club's Standing Resolutions. 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 Management Committee to members for decision. For 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:
 - 1. Ceases to be a member of the Club
 - 2. Becomes an insolvent person under administration within the meaning of the Corporations Law.
 - 3. Resigns the office in writing given to the Secretary.
- d. A Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances and in good faith in the best interests of the Club for a proper purpose
- e. A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must disclose his or her interest and absent themselves for discussion or from voting on the matter.
- f. A casual vacancy on the Committee may be filled by action of the Committee.
- g. A quorum at meetings of the Committee shall be 50% of the members thereof.
- h. Voting shall be by a show of hands, a Committee Member having one vote only. Proxies are accepted.
- i. 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.
- j. The minutes of each Committee Meeting, when confirmed at the following meeting, must be signed by the Chairman of the meeting verifying their accuracy.
- k. The Committee shall have the power to appoint sub-committees to deal with specific matters.
- l. Meetings of the Committee shall be as determined by the Committee, meeting at least once in every four calendar months to exercise obligations.
- m. 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.
- n. 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.

6. ELECTION OF THE COMMITTEE

- a. **An annual general meeting for the election of Committee Members and Officers shall be held on or before March 31 of each year-**
- b. **The newly elected Management Committee shall take office after the Annual General Meeting.**

- 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. Proxies are accepted.
- 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.
- h. If the number of nominations received is more than the number of vacancies to be filled, an election shall be held.

7. MEETINGS

- a. **The general meetings and the annual general meeting of the club shall be held as provided in the By-Laws** or the club's Standing Resolutions. 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. Notice of a General Meeting shall be given with at least 14 days' notice or at least 21 days' notice if a special resolution is proposed.
If a special resolution is proposed then the notice shall set out the wording of the proposed resolution; shall state that the resolution is intended to be proposed as a special resolution and state that proxies are accepted
- 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. A Special General Meeting and or an Extraordinary General Meeting shall be called on the request, in writing, of not less than 10 percent of members (excluding Honorary Members and Non-Active Members). Notice of such meeting shall be given in writing by post or e-mail to members specifying the place, date and time 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 on or before March 31st of each year.** The Annual General Meeting shall be held 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 most members (excluding Honorary Members and Non-Active Members).
- h. At General Meetings, Extraordinary General Meetings or Annual Meetings of the Club a member shall have one vote only. Proxies are accepted. An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.
- i. Except in the case of a special resolution, a motion is carried if most the ordinary members present at a general meeting vote in favour of the motion.
- 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.

8. SUBSCRIPTIONS

- a. **Members of the club shall pay a joining fee (if any) and an annual subscription as provided in the By-Laws or the club's Standing Resolutions.**
- b. **The subscription shall include such capitation and insurance fees as may be required by Probus South Pacific Limited.**
- c. The joining fee (if any) and annual subscription payable by members shall be determined by members at the Annual General Meeting each year.
- d. The annual subscription is due and payable on April 1st each year. Should a member have not paid the annual subscription by June 30th the Committee may recommend to member's the 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 th	Subscription is payable in full
Quarter ending September 30 th	Three-quarters of subscription is payable
Quarter ending December 31 st	One-half of subscription is payable
Quarter ending March 31 st	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.

9. 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 February and end on the last day of January.**
- c. An Income and Expenditure Account (and Balance Sheet if appropriate) together with the checker's report for the twelve months to the end of the financial year shall be presented to the Annual General Meeting after being checked by the persons(s) appointed who is not a member of the management committee at the previous Annual General Meeting.
- d. The Treasurer; or in the absence of the Treasurer, a delegated Officer or Committee Member 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 Management Committee within two working days of receiving the funds.
- e. Cheques or Electronic Funds Transfers in payment of accounts shall be signed or authorised on-line in the Bank's website by any two of the President, Vice President, Secretary or Treasurer.
- f. A committee member is entitled to be paid out of the funds of the Club for any out-of-pocket expenses for travel and accommodation properly incurred in attending a committee meeting or in attending a general meeting; or otherwise about the Club's business

10. DUTIES OF COMMITTEE MEMBERS

- a. **The Secretary shall keep a register of members in which shall be recorded their names and postal or residential or e-mail addresses.** Upon a request, the register of members shall be made available for inspection to members, who may make a copy or take an extract of the register. The information in the register is STRICTLY for Probus use only. It must not be made available to other organisations. The Secretary shall maintain these requirements in accordance with the Privacy Act.
- b. **The Secretary shall keep and maintain a record of the names and residential or postal addresses of the persons who hold offices of the Club.** Upon a request, the record of office holders is to be made available for inspection to members, who may make a copy or take an extract of the register. The Secretary shall maintain these requirements in accordance with the Privacy Act.
- c. The Secretary shall keep and maintain a record of attendance at meetings, preserve the minutes of all meetings and perform such other duties as ordinarily pertain to the office. The Secretary shall maintain these requirements in accordance with the Privacy Act.
- d. The Secretary shall keep and maintain an additional register for other information that the club may require which meets the approval of the members and is in accordance with the Privacy Act.
- e. The Secretary must ensure full and accurate minutes of each Committee Meeting and General Meeting. The Minutes of Meetings must record the business considered at the meeting and any motion on which a vote is taken at the meeting and the result of the vote. Additionally: - For Annual General Meetings the names of members attending, financial statement and any proxy forms received. For Committee Meetings, the names of the committee members present at the meeting and the name of any person attending the meeting;
- f. The chairperson of the next committee meeting must ensure that the minutes of a committee meeting are reviewed and signed as correct. The minutes of a committee meeting must be entered in the Club's minute book.
- g. When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that -
 1. the meeting to which the minutes relate was duly convened and held; and
 2. the matters recorded as having taken place at the meeting took place as recorded; and
 3. any appointment purportedly made at the meeting was validly made.
- h. 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.
- i. 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.
- j. The Club will Execute a Document without using a common seal and such documents will be signed by two Committee Members or one committee member and a person authorised by the committee.
- k. All accounts, books, documents and securities of the Club shall be available for inspection by any member of the Club upon request.
- l. A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee. An invited person cannot vote on any matter that is to be decided at the meeting but may participate in discussion if invited to do so by the Chairperson

11. INFORMATION

- a. **On formation and thereafter each year, the club shall provide the information required by Probus South Pacific Limited concerning membership, meeting arrangements, Committee Members and Officers for the ensuing year.**
- b. **The club shall provide the information on other matters as and when required by the Probus South Pacific Limited.**

12. BY-LAWS & STANDING RESOLUTIONS

- a. **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 the club. Such by-laws or standing resolutions shall be amended from time to time as provided therein.**

13. WINDING UP

- a. On winding up, the surplus funds of the Club shall not be distributed to members but in accordance with Section 24 of the Associations Incorporation Act 2015, surplus funds shall be donated to either:
 1. An incorporated association
 2. A company limited by guarantee registered under the *Corporations Act 2001*;
 3. An organisation that holds a current licence under the *Charitable Collections Act 1946*
 4. An organisation that is a member or former member of the Club and whose rules prevent the distribution of property to its members; or
 5. A non-distributing co-operative registered under the *Co-operatives Act 2009*
- 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.

14. DISCIPLINE OF MEMBERS

- a. A complaint may be made to the Management Committee by any person that a member of the club:
 1. has refused or neglected to comply with a provision or provisions of this constitution, or
 2. has wilfully acted in a manner prejudicial to the interests of the club.
- b. The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- c. If the Management Committee decides to deal with the complaint, the Management Committee:
 1. must cause notice of the complaint to be served on the member concerned, and
 2. must give the member at least 14 days from the time the notice is served within which to make submissions to the Management Committee about the complaint, and
 3. must take into consideration any submissions made by the member about the complaint.
- d. The Management 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 about 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 Management 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 Management 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:
 1. until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 2. if within that period, the member exercises the right of appeal, unless and until the club confirms the resolution under clause 16, whichever is the later.

15. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- a. A member may appeal to the club in general meeting against a resolution of the Management Committee under clause 14, 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 Management 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):
 1. the Management Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 2. 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.

16. DISPUTES & GRIEVANCES

- a. The grievance procedure set out in this rule applies to disputes under these rules between:
 1. A member and another member, or
 2. A member 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 parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten days, hold a meeting in the presence of a mediator.
- d. The mediator must be:
 1. A person chosen by agreement between the parties OR
 2. In the absence of agreement:
 - a. In the case of a dispute between a member and another member, a person appointed by the Management Committee of the club OR
 - b. In the case of a dispute between a member and the club, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- e. A member of the club can be a mediator.
- f. The mediator cannot be a member who is party to the dispute.
- g. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- h. The mediator in conducting the mediation must:
 1. Give the parties to the mediation process every opportunity to be heard; and
 2. Allow due consideration by all parties of any written statement submitted by any party, and ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- i. The mediator must not determine the dispute.
- j. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

17. AMENDMENT

- a. **Except as provided in this Article (b), the bold or italic typeface wording in this Constitution may be amended only by the Probus South Pacific Limited** and endorsed by a Special Resolution at a general meeting of this club, a quorum being present, by the affirmative vote of not less than three quarters (75%) of the members present and voting, notice of such proposed amendment(s) having been published to all members at least twenty-one (21) days before such meeting.
- b. The **Probus Club of Denmark Incorporated Constitution may be amended by a Special Resolution at a general meeting of this club, a quorum being present, by the affirmative vote of not less than three quarters (75%) of the members present plus proxies and voting, notice of such proposed amendment(s) having been published to all members at least twenty-one (21) days before such meeting.**
- c. Proposed amendments of this Constitution shall require pre-approval by Probus South Pacific Limited (prior to submission to members and prior to submission to the Department of Commerce) and shall not be effective unless amended at a general meeting of this club by special resolution, a quorum being present, by the affirmative vote of not less than three quarters of the members present and voting, for acceptance by the Department of Commerce as being in compliance with the requirements of the Associations Incorporation Act.

CERTIFICATION

We hereby certify that, a quorum being present, this Constitution was adopted without alteration except for the necessary insertion of the Club name in clause 1(a), insertions in Clauses 4 (b), 9 (b) 17 (b) and the acceptance of proxies by decision of not less than a three-quarter majority of the members present and voting at a General meeting held on: **12 December 2017.**

Carole ELSON

Jane MARTIN

.....
(President's Signature)

.....
(Secretary's Signature)

The information in the register is STRICTLY for Probus use only. It must not be made available to other organisations.