



Constitution for the Northwest Bay PROBUS Club

(Based on the Framework of the Standard Constitution for PROBUS Clubs – Nov. 15/24)

PREAMBLE

PROBUS is a local, national and international association of retired and semi-retired people who come together in non-political, non-sectarian, non-profit, autonomous clubs which provide regular opportunities for members to meet others in similar circumstances, to make new friends and to maintain and expand their interests.

ADVISORY

The PROBUS name, trademarks, rights and emblem(s) are registered with Corporations Canada as a property of PROBUS Canada. These shall not be used for commercial purposes, without the written approval of PROBUS Canada. Accreditation of a PROBUS Club shall be effective upon acceptance and approval by PROBUS Canada of an *Application for Accreditation*, with the prescribed fee, from a sponsoring club. Rights to the use of the name and emblems, except on saleable items, are automatically included with accreditation.

I. Aims and Objectives

1. The purpose of the Club shall be to provide regular meetings, guest speakers, programs and activities for retired and semi-retired persons with similar interests.
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, fellowship and learning.
 - a. The Club shall provide these activities to those interested as an option among several that may exist in the club's geographic area.
 - b. The Club shall be non-political and non-sectarian.
 - c. The Club shall not be, nor appear to be, a fund-raising or service club.

II. Membership

- 1) Membership in the Club is open for retired or semi-retired people, regardless of marital status, gender identity, sexual orientation, or any other ground protected under Section 1.3(1) of the Canadian Human Rights Act.
- 2) The Club shall be for women and men with shared interests.
- 3) Application for membership is subject to approval by the Management Committee, and ideally the proposed new member should be welcomed to the club by an existing member.
- 4) Regular attendance is not required.
- 5) Membership may be held in more than one PROBUS Club. Any PROBUS Club member is entitled to attend the General Meeting of any other PROBUS Club as a guest.

- 6) The Club's membership roster may be distributed to members in good standing. The roster shall not be used for commercial purposes nor distributed to third parties.

III. Management

- 1) The Club shall be managed by a Management Committee consisting of a President, a Vice-President, the immediate Past President, a Secretary, a Treasurer, a Membership Chairperson and other such persons as the Club deems necessary.
- 2) All elected members of the Management Committee, with the exception of the President, shall have equal voting privileges at any Management Committee meeting. The Club's bylaws may designate which, if any, appointed Management Committee members shall have voting privileges.
- 3) Any motion at a Management Committee meeting that receives an equal number of affirmative and negative votes shall be resolved through the vote of the President.
- 4) The length of terms of the Management Committee Members are outlined in the Club's "Description of Management Committee Positions" document.
- 5) The Management Committee shall meet monthly, or more frequently if the need arises.
- 6) The quorum at a Management Committee meeting shall be 50% plus one.
- 7) The Management Committee shall have authority to fill vacancies that may arise between elections.
- 8) The Management Committee shall have authority to appoint sub-committees.
- 9) The Club shall co-operate with Rotary and/or 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 the Club Bylaws. In advance of the meeting, members shall be provided with a financial statement for the twelve months prior to the Annual General Meeting.
- 3) At each Annual General Meeting, the presiding officer shall present nominations from the Nominating Committee for positions on the Management Committee. Elections, when necessary, shall be by secret ballot or open voting as outlined in the Club Bylaws.
- 4) The conduct of meetings shall be guided by rules contained in the Club's bylaws. If the bylaws are silent, meetings will proceed using commonly accepted rules of parliamentary procedure in keeping with the most recent edition of *Robert's Rules of Order*.
- 5) In the event that a motion receives an equal number of affirmative and negative votes shall be considered lost.

V. Annual Reporting

- 1) The financial year of the Club shall be from Jan. 1st to Dec. 31st each year. The Annual General Meeting will be held in February each year to allow for the preparation of a full financial report for the past fiscal year.

- 2) By December 31st of each year, the Club shall submit to PROBUS Canada a completed *Annual Membership Renewal Form*, as distributed by PROBUS Canada. Information within these forms is for the sole use of PROBUS Canada.
- 3) The Treasurer shall remit to PROBUS Canada the annual assessment levied by PROBUS Canada by December 31st of each year.

VI. Membership Fees

- 1) Each Club member shall pay the annual membership fee as documented in the Club Bylaws.

VII. Non-Profitability

- 1) The income and property of the Club shall be applied solely towards 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 Amalgamation

- 1) When amalgamation of two or more Clubs is being considered, the Clubs involved shall consult the District Director.
- 2) Clubs considering amalgamation shall agree on the Club's name, the Management Committee, the venue, meeting dates and time, Club annual fees, pooled resources and other matters of mutual concern.
- 3) The new amalgamated Club shall apply to PROBUS Canada for a charter without the need to submit a cheque for \$100.00.
- 4) Funds from the Clubs being amalgamated may be combined and deposited into a new account at a bank or credit union.

IX Dissolution

- 1) Any funds remaining on complete dissolution of the Club shall be donated to a registered charitable organization as approved by a majority of the club members at a General Meeting.

X Bylaws

- 1) Club Bylaws and their amendments shall be consistent with this Constitution.

XI. Amendment to Standard Constitution

- 1) A proposed amendment to this Standard Constitution for Probus Clubs may be moved by a Director of PROBUS Canada or by any member of a club via their Management Committee.

- 2) Following approval by the Club's Management Committee, the Club's President shall forward a proposed amendment to this constitution to PROBUS Canada for consideration at a meeting of the PROBUS Canada Board of Directors.
- 3) Proposed amendments may be considered at any meeting of the Board of Directors of PROBUS Canada.
- 4) Any amendments approved by the Board of Directors of PROBUS 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, following an advance notice of the motion of the proposed change to all members at least thirty (30) days in advance of the meeting and the quorum required by club bylaw being present. A two-thirds majority of the members present will be required to carry the vote. The amendment shall be effective when it has been communicated to PROBUS Canada.

XII Amendments To Club Constitution

- 1) Any amendments to the Club's Constitution must be compatible with the Constitution of PROBUS Canada.
- 2) Amendments to this Constitution can only be made at the Annual General Meeting. Proposed changes or amendments must be presented to the members at the General Meeting preceding the Annual General Meeting.
- 3) A two-thirds majority of the members present at the Annual General Meeting will be required to carry any amendments put forward.