

# ***Standard Constitution for PROBUS Clubs***

***This standard constitution shall be followed by all Canadian PROBUS Clubs.***

***Approved by PROBUS CANADA Board of Directors, September 9, 2022***

## **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 the 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 articles, 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 not be competitive with any other organization.
  - 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 to 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 specify in its application for accreditation and enter into its constitution whether it shall be open to men and/or women.
3. Generally, application for membership, subject to approval by the Management Committee, shall be sponsored by a current member. Applications for membership from members of the public who are not sponsored by a current member require only approval by the Management Committee. Founding members do not require sponsorship.
4. Regular attendance is not mandatory.
5. 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, Vice President(s), a Secretary, a Treasurer, the Immediate Past President, a Membership Coordinator, and such other persons as the Club deems necessary.
2. All elected members of the Management Committee shall have equal voting privileges. The Club's bylaws may designate which, if any, appointed Management Committee members shall have voting privileges.
3. In its bylaws, the Club is strongly urged to determine what terms are to be established for the executive and other members of the Management Committee.
4. The Management Committee shall meet monthly or as the need arises.
5. The quorum at a Management Committee meeting shall be 50% plus one.
6. The Management Committee shall have authority to fill vacancies that may arise between elections.
7. The Management Committee shall have authority to appoint sub-committees.
8. 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. There shall be an Annual General Meeting held in accordance with 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, open voting, or a format designated in the Club's bylaws.
4. Meetings shall be conducted according to commonly accepted rules of parliamentary procedure in keeping with *Robert's Rules of Order*. 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 established at a date which will appropriately coincide with the Annual General Meeting of the Club.
2. By December 31st of each year each 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 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 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 Club name, Management Committee, venue, meeting dates/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**

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 to 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.