CONSTITUTION

PREAMBLE

Probus was first established by Rotary in the United Kingdom in the 1960s before becoming established in New Zealand in 1974 and Australia in 1976. The name "Probus" derives from the fact that, historically, membership was originally for retired and semi-retired PROfessional and BUSiness people.

Probus Clubs are accredited by Probus South Pacific Limited (PSPL} through the adoption of this Preamble and the Articles of Accreditation (Articles) set out below. These are adopted by each Club on formation and can only be changed by PSPL following consultation with all accredited Probus Clubs. Clubs that become incorporated on or after formation include the Preamble and the Articles in their constitutions. Probus Clubs may be sponsored by PSPL or by a Rotary Club, a Probus Club or Probus Association following agreement with PSPL.

To maintain accreditation, a Probus Club must adopt and comply with the Preamble and the Articles, as amended from time to time.

1. NAME

The name of the club is the Strathfieldsaye Combined Probus Club Inc ("the Club")

2. DEFINITIONS

"Act" means the legislation that provides for the incorporation of associations in the Australian State or Territory in which the Club is formed, and any Regulations made under that Act.

"Articles" means the Articles of Accreditation shown in bold and italic typeface which can only be changed by PSPL following consultation with all accredited Probus Clubs.

"Committee" and "Management Committee" (where referred to in the Articles), means the Management Committee of the Club.

"General meeting" means a meeting of members of the Club and includes an annual general meeting.

"Ordinary Member" means a member other than an Honorary Member, Life Member or Non-active Member.

"Regulator' means a body that ensures compliance with relevant legislation.

"Special Resolution" means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favor of the resolution.

"Voting Members" means Ordinary Members and Life Members.

3. APPLICATION OF MODEL RULES OR MODEL CONSTITUTION AND THE ACT

Where permitted by the Act, the Model Rules or Model Constitution do not apply. Any reference in this constitution to the Act only applies if the Club is incorporated.

4. AIMS AND OBJECTIVES

The purpose of the Club is to advance intellectual and cultural interests among persons who are retired or semi-retired. To this end, the Club will:

(a) hold regular meetings and arrange activities that provide opportunities for members to stay engaged and connected through social interaction.

(b) strive to be seen as a worthwhile organization by the local community.

(c) be non-political and non-sectarian. The Club will not endorse any candidate for public office and will not take any action with the intention of influencing the policies or decisions of governments. However, the merits of any public question may be the subject of study or discussion at a Club meeting for the information of members.

(d) not be, or be seen to be, a fundraising body. The Club may participate in community service activities provided that such activities do not involve the raising of funds for the benefit of a third party, including for a specific purpose, cause or charity and that individual participation is entirely voluntary.

The Club is authorised to use the Probus name and logo for the achievement of its aims and objectives. The Probus name and logo are registered trademarks of PSPL and must not be used for any commercial purpose without PSPL's written approval.

5. MEMBERSHIP

(a) Membership is open to retired and semi-retired persons.

(b) Applicants for membership, with the exception of the foundation members, must be approved by the Management Committee.

(c) No person will be denied membership of the Club for reasons of race, religion, political persuasion or any other reason that would constitute unlawful discrimination.

(d) To become a member of the Club, a person must complete a Membership Application Form giving consent to being a member.

(e) The Secretary must, as soon as practicable, advise an applicant for membership in writing of the decision of the Committee to accept or reject their application. No reason needs to be given for the rejection of an application.

(f) The membership of the Club consists of Ordinary Members, Honorary Members, Life Members and Non-active Members. The maximum number of members in these categories (if any) will be as provided for in the Club's Standing Resolutions.

(g) A person may be made an Honorary Member by Special Resolution of members at a general meeting in recognition of their contribution to the Club. Honorary Members are not required to pay annual subscriptions. They are entitled to all the benefits of membership except they are not eligible to be a Committee member or to vote at general meetings.

(h) A member may be made a Life Member by Special Resolution of members at a general meeting in recognition of outstanding service to the Club. Life Members are not required to pay annual subscriptions. They are entitled to all the benefits of membership and are eligible to vote at general meetings.

(i) The Committee may classify a member as a Non-active Member who, because of illness, physical disability or for personal carer reasons, has been granted leave of absence by the Club. Non-active Members may not be required to pay annual subscriptions and are not eligible to be a Committee member or to vote at general meetings.

(j) An applicant's membership becomes effective from the time the member's name is placed on the Register of Members and remains effective until *such* time as the member's name is removed from the Register of Members.

6. RESIGNATION AND TERMINATION OF MEMBERSHIP

(a) A member may resign at any time in writing addressed to the Secretary.

(b) A member convicted of an indictable offence may have their membership terminated by a decision of the Committee without any right of appeal.

(c) Membership may also be terminated in accordance with clauses 14.(d) and 22.(d).

7. MANAGEMENT COMMITTEE

(a) The Club will be managed by a Management Committee comprising a President, one or more Vice Presidents, a Secretary, a Treasurer and such other members as provided for in the Club's Standing Resolutions.

(b) The office of a Committee member becomes vacant if the member:

(i) dies or otherwise ceases to be a member of the Club;
{ii) becomes bankrupt;
(iii) is absent from three consecutive meetings of the Committee without the consent of the Committee;
(iv) is removed from office by the members under clause 7. (d); or
(v) resigns from office in writing addressed to the Club.

(c) A casual vacancy on the Committee may be filled by a member appointed by the Committee.

(d) Members may remove a Committee member from office at any time by Special Resolution passed at a general meeting. The Committee member must be given a reasonable opportunity at the general meeting to show cause why they should not be removed from office. There is no right of appeal.

(e) The quorum for a meeting of the Committee is a majority of Committee members. No business may be conducted unless a quorum is present.

(f) A motion is carried if a majority of Committee members present vote in favour of the motion.

(g) Voting at a Committee meeting will be by show of hands or by other electronic means agreed to by the Committee. Each Committee member has one vote. In the case of an equality of votes, the chair of the meeting will have a second or casting vote.

(h) The minutes of each Committee meeting, when confirmed, must be signed by the chair of the meeting at which they are confirmed verifying their accuracy.

(i) The Committee has the authority to exercise general control and management of the Club, except where required to be exercised by a general meeting. This includes the exercise of all powers conferred by the Act. The Committee may delegate certain matters to one or more of its members or to sub-committees.

(j) Meetings of the Committee will be held as and when it determines provided the Committee meets at least once every 3 months. Notice requirements for such meetings will be as provided for in the Club's Standing Resolutions.

(k) The Committee may permit persons who are not physically present at a meeting to participate by using technology which allows those attending to simultaneously communicate with each other. A Committee member who participates in a meeting using technology under this clause is taken to be present at the meeting.

(I) If, for any reason, the Committee is unable to meet, it may pass a circulating resolution provided the proposed resolution is approved in writing by all Committee members.

8. ELECTION OF THE MANAGEMENT COMMITTEE

(a) An annual general meeting for the election of the Management Committee must be held on or before 31 March each year.

(b) Management Committee members will be elected annually in accordance with the Club's Standing Resolutions.

(c) Nominations by members for election to the Committee for the ensuing year must be called for at the general meeting preceding the general meeting in February. Nominations must be lodged with the Secretary no later than the February general meeting.

(d) If an election is required, the Committee must appoint a returning officer to oversee the voting process. The returning officer must not be a person who is standing for election to the Committee.

(e) Voting will be in accordance with the procedures set out in clause 12. (j).

(f) If only one nomination has been received for a position, then the member nominated is deemed elected.

(g) If more than one nomination has been received for a position, a vote must be taken immediately for that position.

(h) If no nominations have been received for a position, the returning officer must call for nominations from the floor of the meeting for that position. If more than one nomination is received from the floor, a vote must be taken immediately for that position.

(i) If a nomination from the floor for a position is not received, the returning officer must declare the position vacant. The vacancy may be filled in accordance with clause 7. (c).

(j) The newly elected Management Committee will take office at the conclusion of the annual general meeting.

(k) Subject to clause 7. (b) and (d), a Committee member holds office until the conclusion of the next annual general meeting.

(I) The maximum number of consecutive terms (if any) for which a Committee member may hold office in the same role will be as provided for in the Club's Standing Resolutions.

9. ROLE OF SECRETARY

The Secretary must:

(a) keep accurate minutes, in written or electronic form, of all proceedings of Committee meetings and general meetings including the names of those in attendance;

(b) maintain the Register of Members;

(c) except for the financial records of the Club, keep custody of all books, documents and securities (if any) of the Club; and

(d) perform any other duty or function imposed on the Secretary by this constitution.

10. ROLE OF TREASURER

The Treasurer must:

(a) maintain and keep custody of the financial records and funds of the Club;

(b) submit financial reports to general meetings as provided for in the Club's Standing Resolutions;

(c) ensure that at least one other Committee member has access to the financial records of the Club; and

(d) deposit all funds received by the Club into the designated account or accounts of the Club within 2 business days of receipt.

11. PUBLIC OFFICER

Where required by the Act, a Public Officer must be appointed by the Committee.

12. MEETINGS OF MEMBERS

(a) The general meetings and annual general meeting of the Club must be held as provided for in the Club's Standing Resolutions.

(b) General meetings will be held at such times and places as determined by members.

(c) The quorum for a general meeting is 25% of the total number of Voting Members or 10 Voting Members (whichever is the greater). No business may be conducted unless a quorum is present.

(d) The Secretary must give members at least 14 days' notice of a general meeting unless a Special Resolution is proposed, in which case 21 days' notice must be given.

(e) A notice of any general meeting must advise the time, date and place of the meeting and the business to be considered at the meeting.

(f) The Committee may convene a general meeting whenever it thinks fit.

(g) A general meeting must be convened on a request to the Secretary by not less than 10% of the total number of Voting Members provided the request is for a proper purpose, is in writing, states the purpose, includes any proposed motions and is signed by the members making the request.

(h) If the Committee does not convene a general meeting within one month after the date on which the request is made, the members making the request may convene the meeting.

(i) At least 21 days' notice of a general meeting convened under clause 12. (g) must be given to members stating the purpose of the meeting and any proposed motions.

(j) A resolution of members can only be passed at a general meeting. Voting on any resolution at a general meeting will be by a show of hands unless the members decide that a vote is to be by secret ballot. Each Voting Member has one vote. Proxy votes will be counted. In the case of an equality of votes, the chair of the meeting will have a second or casting vote. If a ballot is required by members present, the chair must appoint a returning officer to conduct the ballot.

(k) A member may appoint another member to act as their proxy at meetings. To be valid, a form appointing a proxy must be received by the Secretary at least 48 hours before the commencement of the meeting.

(I) A motion is carried if a majority of Voting Members present (in person or by proxy) and voting at the meeting votes in favor of the motion.

(m) The President or, in the absence or inability of the President, a Vice President, will chair all general meetings. If neither are available, the members present must appoint a member to chair the meeting.

(n) The minutes of each general meeting, when confirmed, must be signed by the chair of the meeting at which they are confirmed verifying their accuracy.

(o) A notice of motion by a member (other than to amend this constitution or the Club's Standing Resolutions) must be submitted to the Secretary, in writing, at least 21 days before the general meeting at which the motion is to be proposed.

(p) A notice of motion by a member to amend this constitution must be submitted to the Secretary, in writing, at least 28 days before the general meetin15 at which the motion is to be proposed.

(q) The Committee may permit persons who are not physically present at a general meeting to participate by using technology which allows those attending to simultaneously communicate with each other. A member who participates in a meeting using technology under this clause is taken to be present at the meeting.

13. INFORMATION

(a) On formation and thereafter each year, the Club will provide information required by PSPL concerning membership, meeting arrangements and Management Committee members for the ensuing year.

(b) The Club will also provide information on other matters as and when reasonably required by PSPL.

14. SUBSCRIPTIONS

(a) Members of the Club must pay a joining fee (if any) and an annual subscription to the Club as provided for in the Club's Standing Resolutions.

(b) The annual subscription should be sufficient to cover the capitation fees required by PSPL, which include insurance coverage.

(c) The annual subscription and joining fee (if any) must be determined each year by members at a general meeting before the end of February each year.

(d) The annual subscription is due and payable on 31 March each year. Should the annual subscription of a member remain unpaid by 31 May, the Committee may terminate the member's membership.

(e) For new members, pro rata annual subscriptions will be payable as follows:

(i) if joining in the quarter ending 30 June -full subscription;
(ii) if joining in the quarter ending 30 September-three-quarters of the subscription;
(iii) if joining in the quarter ending 31 December - one-half of the subscription;
(iv) if joining in the quarter ending 31 March - one-quarter of the subscription.

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

15. SOURCE OF FUNDS

Subject to clause 4.(d), the funds of the Club may be derived from joining fees, subscriptions, donations, member raffles, door prizes, grants, interest and such other sources as approved by the Committee.

16. FINANCE, MANAGEMENT OF FUNDS AND SIGNING OF DOCUMENTS

(a) The funds and property of the Club will be controlled and managed by the Committee.

(b) The Club's financial year is 1st January to 31st December each year.

(c) For each financial year, the Committee must ensure that any requirements under the Act relating to the financial statements of the Club are met, including the following:

(i) preparation of the financial statements;
(ii) certification, review or audit of the financial statements (if required);
(iii) presentation of the financial statements to the annual general meeting; and
(iv) lodgment of the financial statements with a Regulator (if required).

(d) The Club must retain all financial records for at least 7 years.

(e) All Club payments must be authorised by at least two Committee members approved by the Committee as signatories.

(f) If the Club has a common seal, the Secretary must keep the common seal in their custody. The common seal may only be attached to a document if its attachment is authorised by the Committee and witnessed by two Committee members.

17. LIABILITY OF MEMBERS

In the event of winding up of the Club, the liability of a member of the Club to contribute to the payment of its:

(a) debts and liabilities; and

(b) costs, charges and expenses of winding up;

is limited to any amount owed by the member to the Club.

18. NON-PROFITABILITY

(a) The income and property of the Club:

(i) ***must be applied solely towards the promotion of the aims and objectives of the Club.***

(ii) ***must not be paid or transferred directly or indirectly to any member of the Club.***

This does not prevent a payment in good faith to any member of the Club for any services rendered to the Club or for the reimbursement of expenses incurred on behalf of the Club.

(b) Any such payment to a Committee member must be authorised by a resolution of the Committee or (if required by the Act) a resolution of members of the Club.

19. REGISTER OF MEMBERS

(a) The Club will keep a Register of Members in which must be recorded members' names, addresses, telephone numbers and such other information as the Club or any Regulator may require.

(b) Any change to the information in the Register of Members will be updated as soon as practicable after being received.

20. INSPECTION OF BOOKS AND RECORDS

(a) Subject to clause 20. (c), all accounts, books, records, minutes, registers, securities (if any) and other documents of the Club must be made available for inspection free of charge upon any reasonable request by a member of the Club.

(b) The Club may charge a fee for a copy of any document requested by a member not exceeding any fee for a copy of any document that may be prescribed by the Act. The Club may require a Statutory Declaration setting out the purpose for which a copy is required and how the information will be used.

(c) The Committee may refuse to allow a member to inspect or obtain a copy of the minutes of Committee meetings or any other document referred to in this clause that relates to confidential, personal, commercial or legal matters.

21. INTERNAL DISPUTES AND GRIEVANCES

(a) The internal disputes and grievances referred to in this clause are disputes between:

(i) a member and another member (in their capacity as members);

(ii) a member and the Committee; or
(iii) a member and the Club.

(b) The parties to the dispute must meet and attempt to resolve the dispute within 14 days of the dispute coming to the attention of each party.

(c) If the parties to the dispute are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, then the parties may appoint a mediator within 14 days.

(d) If a mediator is required, they must be chosen by agreement between the parties. In the absence of agreement, the mediator will be:

(i) if the dispute is between a member and another member-a person appointed by the Committee who may be a member of the Club; or
(ii) if the dispute is between a member and the Committee or the Club - an independent mediator (who may be a registered or accredited mediator) appointed by the Committee.

(e) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute as provided for by the Act or otherwise at law.

(f) A member may appoint any person to act on their behalf in a dispute provided reasonable notice is given.

22. DISCIPLINE OF MEMBERS

(a) The disciplinary process referred to in this clause applies where a person makes a complaint to the Committee, or the Committee is of the view that a member of the Club has:

(i) refused or neglected to comply with a provision of this constitution or the Club's Standing Resolutions; or
(ii) willfully acted in a manner injurious or prejudicial to the interests of the Club.

(b) The Committee, after proper consideration, may take no action against the member concerned.

(c) If the Committee decides to take action, it must:

(i) serve notice on the member concerned;
(ii) give the member at least 14 days from the time the notice is served within which to make submissions to the Committee about the matter; and
(iii) consider any submissions made by the member.

(d) After considering the matter and the member's submissions, the Committee may decide to:

(i) reprimand the member; or
(ii) suspend the member's membership for a specified period not exceeding 12 months; or
(iii) expel the member from the Club.

(e) Where the Committee decides to reprimand, suspend or expel the member, the Secretary must, within 7 days after the decision, give notice to the member of the action proposed to be taken, the reasons given by the Committee for the action and the member's right of appeal under clause 23.

(f) The reprimand, suspension or expulsion does not take effect:

(i) until the expiration of the period within which the member is entitled to appeal against the action decided by the Committee; or

(ii) if the member exercises their right of appeal, unless and until a general meeting confirms the decision of the Committee under clause 23. (e).

23. RIGHT OF APPEAL OF DISCIPLINED MEMBER

(a) A member may appeal against action proposed to be taken by the Committee under clause 22 within 14 days after being advised of the action by lodging a notice of appeal with the Secretary.

(b) The notice of appeal may be accompanied by a statement of the grounds of appeal on which the member intends to rely for the purposes of the appeal.

(c) On receipt of a notice of appeal from a member, the Secretary must notify the Committee that the notice has been received. The Committee must convene a general meeting to consider the appeal, such meeting to be held within 42 days of the Secretary receiving the notice.

(d) At the general meeting convened to consider the appeal, the Committee and the member must be given the opportunity to state their respective cases either orally or in writing, or both.

(e) After the Committee and the member have stated their cases, the members present in person must vote by secret ballot on the question of whether the action proposed by the Committee should be confirmed or revoked. The Committee must appoint a returning officer to oversee the ballot. The appeal is determined by a simple majority of votes cast by members. If confirmed, the decision of the Committee takes immediate effect.

24. WINDING UP

(a) On winding up, the assets of the Club must not be distributed to members but must be transferred to one or more Probus Clubs accredited by PSPL or donated to a charitable organization which prohibits distribution of its assets to members.

(b) Subject to clause 24. (a), the Club may be wound up in any manner provided for by the Act.

25. STANDING RESOLUTIONS

(a) The Club must adopt Standing Resolutions not inconsistent with this constitution, embodying additional provisions for the management of the Club. Such Standing Resolutions may be amended from time to time as provided therein.

(b) The procedure for adopting additional Standing Resolutions is the same as the procedure for amending Standing Resolutions.

(c) In the event of any inconsistency between the Club's Standing Resolutions and this constitution, this constitution will prevail.

26. INCORPORATION

If unincorporated, the Club may, by resolution of its members, become an incorporated body under the provisions of the legislation applicable to the incorporation of an association provided that the Preamble and all of the Articles are included (in bold and italic typeface) in the rules adopted for incorporation.

27. AMENDMENT

(a) The Preamble and the Articles may only be amended by PSPL after consultation with Probus Clubs. A change of name of the Club can only be made following prior consultation with PSPL. Any other amendment to this constitution, including a change of name of the Club, may be made at any general meeting of the Club provided:

(i) ***21 days' notice of such proposed amendment has been given to members;***

(ii) ***a quorum is present; and***

(iii) ***an affirmative vote of not less than three-quarters of the members present and voting is received.***

(b) To ensure compliance with the Act and the Articles, any proposed amendments must be approved by PSPL prior to submission to members.

(c) An amendment becomes effective from the time it is approved or registered by the Regulator or, if Regulator approval or registration is not required, at the time it is approved by members in general meeting.

28. NOTICE

Where notice is required to be given to a member (including notice of general meetings), it may be given in writing delivered personally, or by post or electronic means to the address shown on the Register of Members.

CERTIFICATION

We hereby certify that, a quorum being present, this constitution was adopted by a decision of not less than three-quarters of the members present and voting at a general meeting of the Club held on

09th OCTOBER 2025 [*insert date*]

President's signature

Secretary's signature