

HISTORICAL DATA

Date Accredited	12 April 1999
Accreditation Certificate No.	1992
Date Incorporated	14 November 2000
Certificate of Incorporation	IA 29636
Amended	17 April 2001
Amended	15 September 2005
Amended	29 March 2011
Amended	13 June 2017



**CONSTITUTION
& BY-LAWS**

of the

PROBUS CLUB OF

**KENMORE
MILLENNIUM Inc.**

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 Centre - South Pacific Incorporated and they may not be used for any commercial purpose without the written approval of the PROBUS Centre – South Pacific Inc. To hold accreditation a PROBUS Club must have been sponsored by a Rotary Club.

8. AMENDMENT OF BY LAWS

These by laws may be amended at a General Meeting of the Club, a quorum being present, by the affirmative vote of not less than three quarters of the members present and voting, notice of such proposed amendment/s having been published to all members at least twenty one days before such meeting. No amendment or addition to these by laws which is not in harmony with the Club Constitution or the requirements of PSPL shall be made.

CONSTITUTION OF THE PROBUS CLUB OF KENMORE MILLENNIUM

1. TITLE

The name of this Club shall be:
The PROBUS Club of Kenmore Millennium Inc.

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 seen as 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.

3. MEMBERSHIP

- a) Membership of this Club shall be open to retired and semi retired professional and business people and others who have held positions of responsibility in any worthy vocation who appreciate and value opportunities for social contact with others in similar circumstances.
- b) Applicants for membership must be sponsored by two members of the Club and approved for membership by a majority of the Management Committee.
- c) No person shall be denied membership of the Club for reasons of race, religion, or political persuasion.
- d) 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.
- e) 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.
- f) A member may resign by giving a written notice of resignation to the Secretary.
- g) 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.
- h) 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.
- i) The membership of such a member may be terminated at a General Meeting of the Club if a majority of members present at the meeting vote in favour of removing the member.
- j) 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.
- k) 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.
- l) 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.
- m) 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.

4. MANAGEMENT

- a) The Club shall be managed by a Management Committee, herein after called 'the Committee', comprising a President, one or more Vice-Presidents, a Secretary, a Treasurer, herein after called 'Officers' and such number of Committee Members as decided at any General Meeting.
- b) Officers and Committee Members shall be elected annually. The term of office of the President shall be one year, which may be extended to two 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 Committee to members for decision.
- c) For the purpose of 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:
 - Ceases to be a member of the Club
 - Becomes an insolvent under administration within the meaning of the Corporations Law.
 - Resigns the office in writing given to the Secretary.
- d) A casual vacancy on the Committee may be filled by action of the Committee.

5. ELECTION OF THE COMMITTEE

- a) An Annual Meeting for the election of officers shall be held on or before March 31st of each year.
- b) At the Annual General Meeting of the Club, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- c) The election of officers and other members of the Management Committee shall take place in the following manner:-
 - i) any 2 members of the Club shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
 - ii) the nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the Secretary at least 14 days before the Annual General Meeting at which the election is to take place;
 - iii) a list of the candidates' names in alphabetical order, with the proposers' and seconds' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Club for at least 7 days immediately preceding the Annual General Meeting;
- d) Members elected shall take office from April 1st each year.
- e) 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.
- f) 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.
- g) Where there is an equal division of votes, the Chairman shall have a casting vote in addition to a deliberative vote.
- h) 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.
 - i) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed elected.
 - j) If the number of nominations received is more than the number of vacancies to be filled, an election shall be held.

6. FUNCTIONS OF THE MANAGEMENT COMMITTEE:

- Except as otherwise provided by these rules and subject to resolutions of the members of the Club carried at any General Meeting the Management Committee:-
- a) shall have the general control and management of the administration of the affairs, property and funds of the Club;
 - b) shall have authority to interpret the meaning of these rules and any matter relating to the Club on which these rules are silent and
 - c) shall report on actions taken to the next General Meeting of members

4. ANNUAL SUBSCRIPTIONS:

- (a) Annual subscriptions are due and payable by 1 April in each year.
- (b) New members joining the Club between 1 April and 30 September shall pay the full annual subscription.
- (c) New members joining the Club between 1 October and 31 March shall pay one half of the annual subscription.
- (d) Notwithstanding the date on which a person joins the Club, the joining fee is payable in full.

5. COMMITTEES:

The president shall, subject to the approval of the Management Committee, appoint the following committees:-

- (a) **Programs & Guest Speakers:**
to arrange interesting programs, including guest speakers, films, debates and discussion groups at General Meetings; host guest speakers at meetings, select members to introduce and move a vote of thanks; provide background information about the guest speaker to the introducing member and select suitable gifts for guest speakers.
- (b) **Tours/Entertainment:**
to organise and arrange visits to interesting places and organisations and attend to details relating thereto.
- (c) **Membership:**
to maintain membership records (in conjunction with the Secretary) and compile a membership list from time to time and:
to maintain a 'wait list', in chronological order, of people who have applied for membership to the Club.
- (d) **Club Service:**
to be responsible for setting up the meeting room, including seating, P/A system, lectern, regalia, (including the Club's Certificate of Accreditation), name badges, refreshments etc and to organise for the safe keeping of all Club equipment. Arrange for members to attend the reception desk and accept all morning tea monies. Meet any visitors prior to the commencement of the meeting, introduce them, firstly to the president and then to other members nearby.
- (e) **Club Bulletin / Publicity / PROBUS Liaison:**
to prepare and have produced the Club's monthly news bulletin, mail or distribute these to all ordinary, life, honorary and non-active (Diamond) members, prior to meetings.
to arrange for press releases and/or press attendance at any meeting where program is of particular public interest.
to liaise with the PROBUS Association of Queensland Inc. and other PROBUS clubs and encourage interclub visits and other activities.
- (f) **Association Delegate:**
to attend quarterly meetings of the PROBUS Association of Queensland Inc. and to report to the Management Committee all decisions made thereat and other news about PROBUS activities generally.

6. MEETINGS:

General Meetings of the Club shall be held on the 2nd Tuesday of each month commencing at 9.30 am at a venue to be proposed from time to time by the Management Committee and approved by members. Due notice of any changes or cancellations of a General Meeting shall be given to all members of the Club.

7. LEAVE OF ABSENCE:

Upon written application to the Management Committee, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the Club for a specified length of time.

**BY-LAWS
OF THE
PROBUS CLUB OF KENMORE MILLENNIUM Inc.**

1. TERRITORY:

Membership of the **PROBUS CLUB OF Kenmore Millennium Inc.** shall be primarily for residents of Kenmore and District.

2. MEMBERSHIP:

Membership of the Club shall consist of:

- (a) Male and/or female Active, Life, Honorary and Non-Active Members elected in accordance with the Club Constitution Rule 3.
- (b) Active members, being financial in accordance with Rule 12 of the Club Constitution are entitled to all rights and privileges of the Club.
- (c) Life membership may be conferred upon a member who has rendered outstanding service to the Club. Nominations shall be made in writing to the Management Committee for its approval or otherwise and its recommendation to members. Persons elected to life membership shall not be required to pay any annual subscriptions and shall not be required to meet attendance requirements but shall be entitled to all benefits and privileges of membership. There shall be not more than 3 life members at any one time.
- (d) Honorary membership may be conferred upon members who have distinguished themselves in the community, at the discretion of and on such terms as may be decided upon by a majority of 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.
- (e) Non-Active membership may be conferred upon Active members who due to long term illness are unable to attend monthly meetings or other activities of the club, such person who in earlier years had been loyal and a willing participant in Probus, a members who does not wish to relinquish membership. Such a member will continue to be a member of the club but will not be included in any member count for the Club or PSPL. There will be no annual subscription arising from this member classification. This classification does not apply to any member with a short term illness.

3. MEMBERSHIP REQUIREMENTS:

- (a) The number of active members shall not exceed 120.
- (b) Active membership of the Club shall be contingent upon attendance at regular meetings of not less than fifty percent in any Club year, subject to leave of absence in cases of sickness or any other reasonable grounds accepted by the Management Committee.
- (c) Members who are unable to attend a Club Meeting are required to advise the Club Service Officer by a time and date determined by the Management Committee. If no apology is received by the due date and time and the Club has to pay the cost of their attendance, the member/s may be required to pay such cost at the next meeting attended.
- (d)(i) Sponsors of a new member will introduce a New Member through invitation to attend at least two (2) monthly meetings as the Sponsor's Guest;
 - (ii) The sponsors will ensure that the New Member is introduced to at least 2 Members of the Management Committee;
 - (iii) The Sponsors will ensure that the New Member is fully briefed on their obligations in joining the Probus Club of Kenmore Millennium;
 - (iv) The Sponsors will then arrange for the New Member to sign the Member Application Form;
 - (v) Following the Committee considering the Application the Secretary will forthwith write to the Sponsors confirming the decision of the Committee.

7. MEETINGS OF MANAGEMENT COMMITTEE:

- a) The Management Committee shall meet at least once every 2 calendar months to exercise its functions.
- b) 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.
- c) A quorum at meetings of the Committee shall be a majority of the members thereof.
- d) Voting shall be by a show of hands, a Committee Member having one vote only. Proxies are accepted.
- e) 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.
- f) The minutes of each Committee Meeting, when confirmed at the following meeting, must be signed by the Chairman of the meeting verifying their accuracy.
- g) The Committee shall have power to appoint sub-committees to deal with specific matters.

8. GENERAL MEETINGS

- a) 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.
- c) At any General Meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
- d) No business shall be transacted at any meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- e) For the purpose of this rule:-
‘member’ includes a person attending as a proxy.
- f) If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee of the Club, shall lapse.
- g) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- h) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- i) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- j) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- k) Where business is transacted at a General Meeting, the minutes of each meeting, when confirmed at the following meeting shall be signed by the Chairman verifying their accuracy.

9. SPECIAL GENERAL MEETING:

- The Secretary shall convene a special General Meeting by sending out notice of the meeting within 14 days of:-
- a) being directed to do so by the Management Committee or;
 - b) being given a requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Club which equals double the number of members presently on the Management Committee, plus one or;
 - c) being given notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person. A requisition mentioned in subsection b) shall clearly state the reasons why such special General Meeting is being convened and the nature of the business to be transacted thereat.

10 ANNUAL GENERAL MEETING

- a) An Annual General Meeting shall be held on or before the 31st March each year 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.
- b) The following business shall be transacted at every Annual General Meeting:-
 - i) The receiving of the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Club for the last financial year;
 - ii) the receiving of the auditor’s report on the financial affairs of the Club for the last financial year;
 - iii) the presenting of the audited statement to the meeting for adoption;
 - iv) the election of members of the Management Committee;
 - v) the appointment of an auditor.
- c) Voting shall be by a show of hands, or by ballot if required by a majority of members (excluding Honorary Members and Non Active Members).

11. PROCEDURE AT GENERAL MEETING:

Unless otherwise provided by these rules, at every General Meeting:-

- a) the president shall preside as chairperson, or if there is no president, or if the president is not present within 15 minutes after the time appointed for the holding of the meeting, or is unwilling to act, the vice-president shall be the chairperson or if the vice-president is not present or is unwilling to act then the members present shall elect one of their number to be chairperson of the meeting; and
- b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
 - i) every question, matter or resolution shall be decided by a majority of votes of the members present; and
 - ii) every financial member present shall be entitled to one vote and in the case of an equality of votes the chairperson shall have a second or casting vote.
- c) 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.

12. SUBSCRIPTIONS

- a) Members of the Club shall pay a joining fee (if any) and an annual subscription .
- b) The subscription shall include such capitation and insurance fees as may be required by the PROBUS Centre - South Pacific Inc.
- 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 members termination of membership.

13. 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 first day of January and end on the last day of December.
- c) The Treasurer shall deposit all funds of the Club to the credit of the Club’s account in the bank or other financial institution approved by the Committee.
- d) Cheques in payment of accounts shall be signed by any two of the President, Vice President, Secretary or Treasurer.

14. DUTIES OF OFFICERS

- a) The Secretary shall keep the records of membership and attendance at meetings, shall record and preserve the minutes of meetings, and perform such other duties as ordinarily pertain to the office.
- b) The Secretary shall keep a register of members in which shall be recorded their names, addresses, telephone numbers, date of joining, date of death or resignation and such other information as the Club may require.
- c) the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.

- d) 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.
- e) All accounts, books, documents and securities of the Club shall be available for inspection by any member of the Club upon request.
- f) 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.

15. COMMON SEAL

- a) The Management Committee shall provide for a common seal and for its safe custody.
- b) The common seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

16. INFORMATION

- a) Each year, the Club shall provide the information required by the PROBUS Centre - South Pacific Inc. concerning membership, meeting arrangements and officers for the ensuing year.
- b) The Club shall provide the information on other matters as and when required by PROBUS Centre - South Pacific Inc.

17. NON-PROFITABILITY

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

18. BY-LAWS

The Club may adopt By-Laws not inconsistent with this Constitution, embodying additional provisions for the management of this Club. Such By-Laws shall be amended from time to time as provided therein.

19. WINDING UP

- a) On winding up, the funds of the Club shall not be distributed to members but shall be donated to a charitable organisation that prohibits distribution of its funds to members.
- 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.

20. AMENDMENT

- a) The clauses of this Constitution, including the Aims and Objects, may be amended at a General Meeting of the Club, a quorum being present, by the affirmative vote of not less than three quarters of the members present and voting, notice of such proposed amendment(s) having been published to all members at least twenty one days before such meeting.
- b) Such amendments shall not be effective until approved by the PROBUS Centre - South Pacific Inc. (prior to submission The Chief Executive, Office of Fair Trading) and accepted by the Chief Executive in compliance with the requirements of the Associations Incorporation Act.

We hereby certify that, a quorum being present, this recommended Constitution approved by PROBUS Centre - South Pacific Inc. was adopted by decision of not less than a three quarter majority of the members present and voting at a meeting on the 9th May 2017

.....
President’s Signature)

.....
(Secretary’s Signature)