



CONSTITUTION

PREAMBLE

*The **PROBUS** name and emblem are registered under the Australian and New Zealand Trade Marks Acts. They may be used only by Probuss clubs, Probuss Associations and other bodies accredited by the Probuss South Pacific Limited and they may not be used for any commercial purpose without the written approval of the Probuss South Pacific Limited. To hold accreditation a Probuss 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

*The name of this Club shall be **PROBUS CLUB OF WATERLOO BAY INC.***

2. AIMS and OBJECTIVES

- 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.*
- f. It shall not enter into any contract which involves the use of the Probuss name or the Probuss emblem without the prior written consent of Probuss South Pacific Limited.*

3. 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 **WYNNUM, MANLY & DISTRICTS.***
- c. Membership of this Club shall consist of ordinary members as defined in clause 3(a), non-active members and non-subscribing members comprising Honorary Members and Life Members.*
 - i. Honorary Members may be elected 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. The maximum number of Honorary Members shall be as decided by members at any General Meeting.*
 - ii. 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 Annual General Meeting of the Club for confirmation. Life Members shall not be required to pay membership subscriptions but shall enjoy all privileges of membership. The maximum number of Life Members shall be as decided by members at an Annual General Meeting.*

- iii. 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.
- d. The maximum number of ordinary members shall be one hundred (100).
- e. *Applicants for membership must be sponsored by two members of the Club and approved for membership by a majority of the Management Committee.*
- 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.
- 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 (after Notice of Motion has first been given) if a majority of 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 Special General 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.

4. 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 decided at a Special General Meeting. Such details of other members of the Management Committee ("*Officers*") *are to be recorded in the By-laws* or the club's Standing Resolutions.
- b. *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.

- c. For the purpose of these rules, the office of an officer of the Club or of an ordinary member of the Management Committee becomes vacant if the officer or member:
 - i. Ceases to be a member of the Club.
 - ii. Becomes an insolvent under administration within the meaning of the Corporations Law.
 - iii. Resigns the office in writing given to the Secretary.
- d. A casual vacancy on the Committee may be filled by action of the Management Committee.
- e. A quorum at meetings of the Management Committee shall be a majority of the members thereof.
- f. Voting shall be by a show of hands, an officer and Committee Member having one vote only. Proxies are accepted.
- g. Where there is an equal division of votes at a Management Committee Meeting, the Chairman shall have a casting vote in addition to a deliberative vote.
- h. The minutes of each Management Committee Meeting, when confirmed at the following meeting, must be signed by the Chairman of the meeting verifying their accuracy.
- i. The Management Committee shall have power to appoint sub-committees to deal with specific matters.
- j. The Management Committee shall ensure the club complies with all the provisions of accreditation determined by Probus South Pacific Limited, which are detailed in bold and italic typeface of this Constitution.

The Management Committee shall review at least once a year the level of Public Liability Insurance cover and make any recommendations to the members at the Annual General Meeting. The Management Committee must ensure the application for membership form includes a statement detailing the level of Public Liability insurance available to the club.
- k. Meetings of the Management Committee shall be as determined by the Management Committee, meeting at least once in every four calendar months to exercise obligations.
- l. The Secretary shall advise members of the Management 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.
- m. The Management Committee shall exercise general control and management of the Club's affairs reporting on actions at the next General Meeting of members.
- n. A member of the Management Committee may be removed from office at a General Meeting of the Club where advance notice of such meeting has been given, if a majority of members present at the meeting vote in favour of removing the member.
- o. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why removal from office should not be effected.
- p. A member of the Management Committee has no right of appeal against the member's removal from office under this section.

5. 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 at the conclusion of the Annual General Meeting.***
- c. Nominations for positions on the Management Committee for the ensuing year shall be called for at least 2 months prior to the Annual General Meeting and such nominations to be lodged with the Secretary at a General Meeting no later than one month before the Annual General 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 Club President 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.

6. 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.
- 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. An Extraordinary General Meeting shall be called on the request, in writing, of not less than ten members or 20% of the club membership; whichever is greater (excluding Honorary Members and Non Active Members). Notice of such meeting shall be given to members 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 the 31st March each year*** at such a place and time as may be determined by the Management 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 a majority of 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.
- i. Where there is an equal division of votes, the Chairman shall have a casting vote in addition to a deliberative vote.
- j. 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.
- k. The minutes of each meeting, when confirmed at the following meeting, must be signed by the Chairman verifying the confirmation.
- l. 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.
- m. 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.

7. 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 January 1st each year. Should a member have not paid the annual subscription by June 30th the Management Committee may recommend to members termination of membership.
- e. The subscription of a person joining the Club is to be paid pro-rata on a half-yearly basis. That is where a person joins the Club during the:

Half year ending June 30 th	Subscription is payable in full
1 st July to December 31 st	One-half of subscription is payable

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

8. 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 January and end on the last day of December.
- c. An Income and Expenditure Account (and Balance Sheet if appropriate) together with a review signed by the President and Treasurer or an auditor's report for the twelve months to the end of the financial year shall be presented to the 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 required to deposit funds of the club to the credit of the club's account in the bank or other financial institution approved by the Management Committee as soon as possible after receiving the funds.
- e. All cheques must be signed by any two of the following-
 - i. The President;
 - ii. The Secretary;
 - iii. The Treasurer;
 - iv. Another member authorised by the Management Committee for the purpose

However, one of these persons who signs the cheque must be the President, the Secretary or the Treasurer.

9. DUTIES OF COMMITTEE MEMBERS

- 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 must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee Meeting and General Meeting are entered in a minute book.
- d. The Treasurer shall maintain records 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.

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

10. COMMON SEAL

- a. The Secretary shall maintain custody of the common seal of the Club.
- b. The common seal shall not be fixed to any instrument except by authority of the Management Committee and the affixing of the common seal shall be attested by the signatures of either two members of the Management Committee or of one member of the Management Committee and of the Public Officer of the Club.

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 and Officers for the ensuing year.*
- b. *The club shall provide the information on other matters as and when required by Probus South Pacific Limited.*
- c. This information will only be provided if it does not contravene the Privacy Act.

12. DISCIPLINE OF MEMBERS

- a. A complaint may be made to the Management Committee by any member 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. If the Management Committee considers a complaint to be trivial or vexatious in nature they need to deal with this complaint in an appropriate way.
- c. If the Management Committee considers the complaint to be not trivial or vexatious, 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 in connection with the complaint, and
 - 3. must take into consideration any submissions made by the member in connection with 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 in connection with 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 13.
- 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 13,whichever is the later.

13. 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 12, 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.

14. 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.

15. 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.**
- b.* **Such by-laws** and standing resolutions **shall be amended from time to time as provided therein.**

16. 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.

17. AMENDMENT

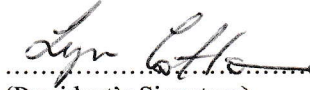
Proposed amendments of this Constitution shall require notification to Probus South Pacific Limited for consultation (prior to submission to members and prior to submission to Office of Fair Trading Queensland) and shall not be effective unless amended at a general meeting of this club, a quorum being present, by the affirmative vote of not less than three quarters of the members present and voting, for acceptance by the Office of Fair Trading Queensland as being in compliance with the requirements of the Associations Incorporation Act 1981 ("the Act"); noting any such subsequent amendments, repeal or addition is valid only if it is registered by the Chief Executive.

18. APPLICATION OF MODEL RULES

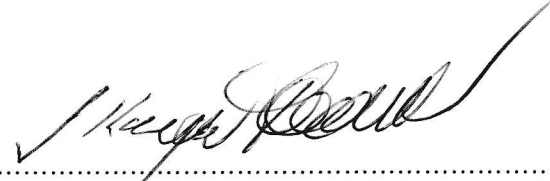
- a.* The model rules in Schedule 4 of the Associations Incorporation Regulation 1999 do not apply to the Club.
- b.* Section 47(1) of the Associations Incorporation Act 1981 does not apply to the Club.

CERTIFICATION

We hereby certify that, a quorum being present, this MODEL Constitution issued by Probus South Pacific Limited was adopted without alteration by decision of not less than a three quarter majority of the members present and voting at a meeting on the 23rd September, 2021.



.....
(President's Signature)



.....
(Secretary's Signature)