



PROBUS CLUB OF WATERLOO BAY INC.  
BY-LAWS  
REVISED: 25<sup>th</sup> JULY 2024

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## 1 INTRODUCTION

- 1.1 These By-Laws are a necessary adjunct to the Club Constitution insofar as the Constitution outlines the general principles, significant policies, purpose and scope of the Club and PSPL directives whereas the By-Laws are a set of rules, requirements and procedures showing how the Club is to be operated.

## 2 MANAGEMENT

- 2.1 The Probus Club of Waterloo Bay Inc. (the “Club”) shall be managed by a set of By-Laws and Standing Resolutions approved and adopted by the Management Committee members.
- 2.2 The Club shall be managed by a Management Committee comprising the following officers: President; Vice-President; Past President; Secretary; Treasurer, and eight committee members to be responsible for: - Club Bulletin, Hospitality, Membership, Outings, Speakers, Theatre, Welfare, Tours and such other activities as may be decided from time to time by the Club.
- 2.3 The Management Committee members shall be elected in accordance with the procedure outlined in Part 5 of the Club Constitution at the Annual General Meeting in March of each year.
- 2.4 The immediate Past President shall be an ex-officio member of the Management Committee.
- 2.5 The President, Vice President and Past President will normally serve one year in that position i.e. a total of 3 years for any one person. It is customary for the President’s position be alternated from male to female to male etc each successive year.
- 2.6 All other management committee members will normally serve three years in their respective positions. This period will be reduced if the officer is not able to continue in the position due to personal reasons or can be extended where the officer is willing to continue and there is no other member nominated for the position at the Annual General Meeting.
- 2.7 The Management Committee is authorised to appoint an assistant Secretary and assistant Treasurer. Such assistants are not sitting members of the committee and are not entitled to vote. However, if the assistant is acting for the officer in his/her absence then the assistant would have one vote representing the officer.
- 2.8 The Management Committee shall establish sub-committees as required to suit the emerging needs of the Club. Sub-Committees may be established to provide an outcome for a Club requirement e.g. Constitution or By-Law revision, Investigation of possible grants to the Club and application for same as required. The Sub-Committees shall be made up of at least one member of the Club’s Management Committee.
- 2.9 The Club year shall be from the 1st January to the 31st December.

## 3 FINANCE

- 3.1 For each Club year, the Management Committee will ensure that the reporting requirements of the Office of Fair Trading relating to the Club’s financial statements are met. Those requirements include the preparation of the Club’s Annual Financial Statements. A copy of the Annual Financial Statements will be made available to all members at the Annual General Meeting.
- 3.2 The Club accounts will be subject annually to either an internal review or an audit by an external auditor as decided by the Management Committee. From 1<sup>st</sup> July 2023, the Office of Fair Trading has increased the lower limit for a club’s revenue that would require an external audit to \$150,000 and assets lower limit to \$200,000. Revenue shall be determined as Income less Refunds. Any internal review shall be in accordance with the procedure outlined in Section 4.4.



- 3.3 All financial transactions and costs associated with tours involving overnight stays and the provision of theatre functions shall be handled by the respective officer and will not form part of the Treasurer's duties or responsibility or the Club accounts.
- 3.4 The Treasurer and one other signatory appointed by the Management Committee are authorised to use an Electronic Funds Transfer method for Club accounts provided that there are always two signatories required to authorise each transaction.
- 3.5 Each year following the AGM, the Treasurer and appointed signatory shall be registered at the BOQ as signatories for the Club account.
- 3.6 All Club monies collected for each area of the Club's activities shall be the responsibility of the relevant officer only or a nominated member to act in that position if required.
- 3.7 The Committee shall determine a maximum dollar amount for purchase of a specific item that does not require prior approval by the Committee or by the President if required urgently. Currently the value is set at \$80.00.
- 3.8 As required by the Office of Fair Trading the Club must ensure that no member of the Management Committee or any other member of the Club is to receive a stipend.
- 3.9 In special circumstances where a member has provided a service to the Club, compensation can be made in the form of a reduced or free entry to an outing or function subject to approval by the Management Committee.
- 3.10 Receipts must be produced for all Club financial transactions, payments and claims for member expenditure.

#### 4 DUTIES OF COMMITTEE MEMBERS

##### 4.1 President

The President shall preside at all general meetings of the Club and the Management Committee and perform such other duties as ordinarily pertain to that office.

##### 4.2 Vice President

In the absence of the President, the Vice-President shall preside at all general meetings of the Club and Management Committee and perform such other duties as ordinarily pertain to that office. The Vice President shall be the President Elect.

##### 4.3 Secretary

The Secretary shall be responsible for the following:

- all inward and outward correspondence;
- sending out notices of meetings and functions and any proposals including changes to Club documents and requirements;
- recording and preserving the minutes of meetings;
- the holding of official Club documents including the Certificate of Incorporation and ABN record;
- submitting required reports including the list of Management Committee and Club members to Probus South Pacific Limited (PSPL) and Probus Association of Queensland (PAQ);
- maintain a list of current Management Committee Officers and those with Optional Positional duties and members with specific Club responsibilities,
- maintain the Club postal and email addresses
- PAQ and PSPL Contact for servicing of notices.



- and perform such other duties as usually pertain to that office.

#### 4.4 Treasurer

The Treasurer shall be responsible for the following:

- custody of all funds (except as in Finance 3.3),
- recording all income and expenditure in the Club Financial Ledger in MS Excel format
- utilising the Club's bank account with the Bank of Queensland for transactions including cash, cheque, BSB & EFTPOS and cheque and cash withdrawals.
- pay travel costs, entrance fees, meals etc where required to providers on Outing days.
- account for the Petty Cash held by Management Committee members.
- in conjunction with the Membership Officer prepare invoices for members for the annual renewal of membership fees.
- prepare all monthly financial reports and the annual financial report including documents required by the Office of Fair Trading (OFT) within one month after the AGM.
- determine the funding for any exceptional expenses and to allocate the funds from any sizeable income that has been received.
- As determined by the Committee, to either arrange for an external auditor to review the Clubs financial procedures and obtain a report or shall instead conduct a meeting including the President, Treasurer and at least one other committee member to carry out an internal review of the Club's financial procedures and provide a signed statement of the result of the review to be included in the documents sent to the OFT. The internal review procedure shall include the random selection of receipt book entries, at least 2 for income and at least 2 for expenses and examine the corresponding entries into the Club's Financial Ledger and the subsequent transactions shown by the Club's BOQ account statements.

## 5 TERRITORY

- 5.1 Membership of the PROBUS CLUB OF WATERLOO BAY INC. shall be primarily for residents of Wynnum, Wynnum West, Manly, Manly West, Tingalpa, Wakerley and Lota districts.

## 6 MEMBERSHIP

Membership of the Club shall consist of and be in accordance with the following:

- 6.1 Male and Female Fully Active (Ordinary) Members, Non Active Members, Life Members and Honorary' Members elected in accordance with the Club Constitution paragraph 3.c.i.
- 6.2 Fully Active Members, being financial in accordance with Part 7.0 Subscriptions of the Club Constitution, are entitled to all rights and privileges of the Club.
- 6.3 The maximum number of Fully Active Members of the Club has been set at 100 in accordance with Rule 3.d of the Club Constitution.
- 6.4 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 approval or otherwise and recommendation to members.
- 6.5 Life Members shall not be required to pay annual subscriptions nor be required to meet attendance requirements, but shall be entitled to all benefits and privileges of membership. There shall be a maximum of five Life Members at any one time.



- 6.6 Honorary Membership may be conferred upon men and women 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.
- 6.7 Honorary members shall not be required to pay the Annual Membership Fee and shall not be eligible to hold office or entitled to vote, but shall be entitled to all other privileges of membership.
- 6.8 Non Active Membership: These are members whose health or other issues prevent them from attending meetings and functions on a regular basis. Non Active members shall not be eligible to hold office but will be required to pay the full Annual Membership Fee when it becomes due. Members in this category are not required to meet attendance requirements. Capitation fees are not payable by the Club for members in this category.
- 6.9 Leave of Absence: Leave of Absence for a specified period will be granted to members upon advice to the Secretary or Membership Officer for any reason. The absence may not necessarily be continuous over the designated period. The member will still be required to pay the full Annual Membership Fee that may fall due during their leave. Members in this category are not required to meet attendance requirements.
- 6.10 Non Active membership is intended for those members with a long term issue lasting generally for more than a year whereas Leave of Absence is for short term issues generally for periods less than a year. If the member does not return as a Fully Active member after the Leave of Absence period they may be re-categorised to the Non Active Membership category.
- 6.11 Prospective Members: Prospective Members are those people who have completed and submitted a "Register of Interest" form. A prospective member will be placed on a waiting list in chronological order of receipt of a completed Register of Interest form.
- 6.12 Prospective Members shall not be required to pay the entrance fee to the first monthly meetings that they attend (as a visitor) but will be required to pay for following meetings and all other functions including Outings and Lunches.
- 6.13 Prospective Members will in effect be authorised regular visitors to the Club and will be offered an application to join the Club and inducted in turn as soon as membership vacancies become available.
- 6.14 Prospective Members who were previous or existing members of another Probud Club shall not receive any preference over other Prospective Members.
- 6.15 The maximum number of Prospective Members shall be limited to 10 or the number of vacancies whichever is larger. Any applicant who submits a Register of Interest to join the Club when there are already 10 people on the waiting list and no further vacancies are available will be advised that the Club membership is full.
- 6.16 Prospective Members will not be bound by the rules covering the attendance at meetings but will be required to attend a total of 3 meetings or other functions prior to being offered membership.
- 6.17 Prospective Members who are offered membership (due to vacancies becoming available) must complete a Membership Application Form to join the Club.
- 6.18 The Management Committee shall notify PSPL of changes to the Club membership as they occur. In the case of new members, any pro rata capitation fees will be paid to PSPL at the earliest opportunity.



## 7 MEMBERSHIP REQUIREMENTS

- 7.1 Members must abide by the policies and requirements set out in the Club Constitution and these By-Laws.
- 7.2 Ordinary (Fully Active) Membership of the Club shall be contingent upon attendance at regular meetings of not less than fifty percent in any Club year.
- 7.3 Established Members should make welcome visitors and new members to the Club.
- 7.4 Members should always show due respect to the Speakers at Club Meetings.
- 7.5 Members should advise the Secretary or Membership Officer if they are not able to attend a General Meeting.
- 7.6 Members should advise the Secretary in writing if they wish to change their membership status.

## 8 ANNUAL MEMBERSHIP FEE AND JOINING FEE

- 8.1 All applications for Fully Active (Ordinary) Membership of the Club shall be accompanied by a Joining Fee together with an amount to cover the Annual Membership Fee (Subscription). These amounts are shown on the current Membership Application Form.
- 8.2 The Joining Fee shall be set by the Management Committee from time to time.
- 8.3 The Annual Membership fee for all Fully Active and Non Active Members and those members undertaking Leave of Absence shall be the amount set by the Management Committee from time to time, and shall be due and payable by January 1st in each year. The current Annual Membership Fee is shown on the Membership Renewal Form sent to all members from October in each year.
- 8.4 Applicants accepted for Fully Active Membership after June 30 in each year will be required to pay the full Joining Fee and 50% of the Annual Membership Fee. They will be required to pay the full Annual Membership Fee for the next Club year.
- 8.5 Monies shall only be received or accepted from a prospective member after their application for membership is approved by the Management Committee.
- 8.6 If the Annual Membership Fee for the current year is not received from a member by the 30th June of that year and the member has not provided a letter of explanation then following a recommendation from the Management Committee the member status may be changed to "Resigned" in the member database record.

## 9 DUTIES OF OFFICERS

- 9.1 The President shall, subject to the approval of the Management Committee, appoint the following roles to Management Committee members (Officers). The main duties of the elected officers are as follows:
- 9.2 Club Bulletin: - To prepare, produce and arrange printing of the Club's monthly news bulletin. Distribute the Club Bulletin to all Members, Prospective Members and visitors at the General Meeting. As required provide additional copies to the Membership Officer for posting to those that have not attended the meeting and do not have an email address and to those who have requested a printed copy. Provide a pdf file version of the Bulletin to the Membership Officer for emailing to the remaining non attendees.
- 9.3 Hospitality: To be responsible for organising morning tea at General Meetings and major lunches after meetings such as at the Change-over in March, at the Club Birthday in August and at the Christmas Lunch in December.



- 9.4 Membership: To maintain membership records in MS Access format (in conjunction with the Treasurer and Secretary) and compile a Club Members Database. Provide forms for register of interest, membership application and insurance. Maintain a prospective member list in chronological order for acceptance for membership of the Club. Arrange for one or more members to attend the General Meeting reception desk to record all attendants and accept all morning tea (Door) monies. Meet and attend to visitors prior to the commencement of the meeting. Mail or email (as appropriate) copies of the Bulletin to those absent from the General Meeting including Fully Active Members, Life Members, Non Active Members, Prospective Members and those members undergoing a Leave of Absence. Assist the Treasurer with the preparation and distribution of membership renewal invoices in October of each year. Prepare a member details update form to be distributed with the membership renewal invoice. Hold all past and present membership application forms and member insurance forms. Prepare lists from the database for meeting attendance, monthly birthdays, outings and other lists as required.
- 9.5 Outings: To organise and arrange outings (day trips) to interesting places and organisations and attend to relevant details. To take the Club's defibrillator to outings involving significant travel and as deemed appropriate and to arrange for the storage and maintenance of this item.
- 9.6 Speakers: To arrange interesting programs, including guest and spot speakers at General Meetings. Host guest speakers at meetings, provide background information about the guest speaker, move a vote of thanks and select suitable thank you gifts for the guest speakers.
- 9.7 Theatres: To research and identify shows and performances that may interest members and attend to relevant arrangements including the booking of shows and the collection of payments for tickets.
- 9.8 Welfare: To liaise with members regarding any cases of ill health and send Birthday, Get Well and Sympathy cards. To announce and commemorate member birthdays and other significant events each month at General Meetings.
- 9.9 Tours: To organise and arrange tours (involving overnight stays) to interesting places and attend to all relevant details.

## 10 OTHER OPTIONAL POSITIONS:

These optional positions are normally held by Management Committee members.

- 10.1 PAQ Representative: The Probus Association of Queensland representative need not be a member of the Management Committee but is entitled to attend Management Committee Meetings.
- 10.2 Assistant Secretary and Assistant Treasurer: Such assistants are not members of the Management committee and are not entitled to vote. However, if the assistant is acting for the officer in his or her absence then the assistant(s) would have one vote representing the officer.
- 10.3 Archivist: The Club Archivist role will be to maintain an annual historical summary record of the Club's achievements and Management Committee decisions.
- 10.4 Club Service Officer: To be responsible for setting up the meeting room, including seating, public address system, projector and speakers for presentations, lectern, regalia (including the Club's Certificate of Accreditation), and to organise for the safe-keeping of all Club equipment.



## 11 OTHER RESPONSIBILITIES:

These are tasks that may be handled by any member or members of the Club except where indicated.

- 11.1 Club Website Manager: To be responsible for maintaining and updating the Club Website.
- 11.2 Grants & Donations: To research grants available and prepare and submit applications including the annual BCC Seniors Celebration Donation in September each year.
- 11.3 Club Photographer: To take photographs of members at meetings, functions and outings principally for publishing in the Club Bulletin, the Club Website, the local paper for Club promotion and for internal Club presentations.
- 11.4 EFTPOS Machine Manager: The Club contact for the hire of the EFTPOS machine through Tyro. The holder and operator of the machine including maintenance and charging. Also reconciliation of transactions with the Tyro online account record in conjunction with the Treasurer.
- 11.5 Tax Office Contact: The ATO registered Club contact for any matters relating to the ATO e.g. Australian Business Number and Incorporation status.
- 11.6 Asset and Document List Manager: The Treasurer or a nominated Management Committee member shall maintain the Asset and Document List. The list to include all physical assets belonging to the Club including their location and the current value of items where relevant. The list to also include the holder and location of Club and legal documents and past financial and membership records. The list shall be reviewed by the Management Committee and updated each year ideally in April following the Change-over meeting in March. The review to also include the appropriate disposal of unwanted items.
- 11.7 Document Manager: To hold the Club's document files (principally the Constitution and By-Laws) in electronic format and arrange for revision of the documents as required.
- 11.8 Management Committee Members: Detailed guidelines and procedures for the positions have been developed to assist those new to the position. These guidelines and procedures must be in keeping with the Club Constitution and these By-Laws.
- 11.9 Change-over to New Management Committee Members. After any change in those occupying Management Committee positions, all hardware & computer items, Petty Cash holdings and detailed guidelines and procedures etc for the position shall be passed over to the newly elected officers in time for the next Committee meeting.

## 12 MEETINGS

- 12.1 General Meetings of the Club shall be held at a location as arranged by the Management Committee, commencing at 10.00 am on the 4th Thursday of each month, except December. The current meeting location is shown in the Bulletin.
- 12.2 All members, prospective members and visitors are required to have their attendance at a General Meeting recorded on entrance and to pay the required fee (door money) except for visitors and prospective members first meeting where the fee is not required.
- 12.3 Due notice of any changes or cancellations of a General Meeting shall be given to all members of the Club.
- 12.4 The Management Committee shall normally meet at 8.00 am on the General Meeting day at the same location.
- 12.5 The monthly Management Committee meeting shall include reports from the following officers: Secretary, Treasurer, Membership, Outings, Trips Away, Hospitality, Welfare, Bulletin, Theatre, and Speakers.
- 12.6 The Management Committee may change the normal General Meeting location, date and time.



### 13 ORDER OF BUSINESS

The Committee from time to time will set a general order of business for the General Meetings of the Club. The current order of business for the General Meetings is as follows

- 13.1 Meeting called to order by President
- 13.2 Welcoming of Visitors
- 13.3 Induction of any new Members
- 13.4 Secretary requests approval of minutes of previous meeting
- 13.5 Secretary presents important correspondence
- 13.6 Treasurer's Report
- 13.7 Management Committee Officer reports
- 13.8 Birthdays and significant events
- 13.9 General Business
- 13.10 Spot speaker
- 13.11 Lucky door prize
- 13.12 Members lucky draw
- 13.13 Morning Tea/Coffee break
- 13.14 Member payment time (During Morning Tea break)
- 13.15 Guest speaker or program feature (No member payments at this time)
- 13.16 Presentation of "Thank You" gift to guest speaker as required.
- 13.17 Meeting closes.

### 14 VOTING PROCEDURE

- 14.1 Voting on any matter within the Club shall be as per the Constitution (Revision 23rd September 2021) excepting that proxy votes shall be limited to one per member. Refer Management Section 4f, Election of the Committee Section 5d and Meetings Section 6h of the Constitution.

### 15 VISITORS

- 15.1 Visitors shall not be required to pay for attendance and morning tea at their first General Meeting.
- 15.2 Visitors that attend a meeting or function will be offered a Register of Interest form to be handed back to the Membership Officer when complete. Upon completion and return of the form they shall be designated as "Prospective Members".
- 15.3 Visitors other than prospective members may attend a maximum of 3 meetings or activities of the Club before completing and submitting a Register of Interest form.



## 16 PRIVACY & SECURITY POLICY

- 16.1 The Club will operate a privacy policy which is in accordance with the current Queensland Government Privacy Act.
- 16.2 All personal details of Club members that are no longer required by the Club including all medical or health records of existing and past members of the Club shall be destroyed by an appropriate method e.g. shredding for paper records and secure erasure of electronic records. Approval for the destruction of any records must be obtained from the Management Committee.
- 16.3 Any personal details of any Club member past or present shall not be made available to any person outside the Club for any reason except with the express permission of the particular Club member.
- 16.4 The Directory of Members list of personal details comprising name, phone numbers, email address and home address shall be made available to Club members only.
- 16.5 Specific member details shall be published in the Club Bulletin, the Club Website and for promotion e.g. the local paper or Probus magazines except where the member has denied permission to include them as recorded under the member's details in the Club Members Database (Access File). This information is obtained from the Membership Application Form and the annual Member Details Change Form.
- 16.6 Photographs taken by the Club Photographer (or representative) of any Club member shall be published in the Club Bulletin, the Club Website and for promotion e.g. the local paper or Probus magazines except where the member has denied permission to publish as recorded under the member's details in the Club Members Database (Access File). This information is obtained from the Membership Application Form and the annual Member Details Change Form.
- 16.7 Photographs taken by the Club Photographer (or representative) of any Club member at Club meetings, events, outings or trips away may be used in any internal (non- publicised) presentation made to members and invited guests only.
- 16.8 Information on the Club Website (including photographs) shall not include member details except for the member's preferred first name.
- 16.9 All Club assets including laptop computers, legal documents and Club records shall be held in a safe and secure location. All assets shall be fully documented as to location and responsibility.
- 16.10 To maintain privacy and security only one listing of member details shall be operated and maintained in the Club. This shall be the MS Access Club Members Database file operated by the Membership Officer. Member listings for all Club activities, birthday records etc can be generated from this database.

## 17 PUBLIC OFFICER

- 17.1 The Club Secretary will be the Club's Public Officer.

## 18 INSURANCE

- 18.1 All members of the Probus Club of Waterloo Bay in each category of membership are covered by the Probus South Pacific Limited Insurance Policy as at the date of the last annual return. Information about the Insurance can be obtained from the Club Administration Section of the PSPL website [www.probusouthpacific.org](http://www.probusouthpacific.org).



## 19 OUTING AND FUNCTION REFUND POLICY

19.1 The Club will only refund the costs of outings and functions to members provided the Club does not have to pay these amounts and only when members have provided enough notice for the Club to normally obtain a refund.

## 20 RETURNS TO PROBUS SOUTH PACIFIC LIMITED AND PROBUS ASSOCIATION OF QUEENSLAND

20.1 The Club will provide a list of members to Probus South Pacific Limited each year and other information that the Management Committee considers appropriate and is in compliance with Queensland's Privacy Act. The Club will also provide a return to Probus Association of Queensland comprising a list of office bearers, meeting location and member numbers.

## 21 RISK MANAGEMENT POLICY

21.1 The Club's Risk Management Policy is held by the Secretary.

## 22 GRIEVANCE PROCEDURE

22.1 To resolve disputes the Club will follow the grievance procedure provided in the model rules of the Office of Fair Trading – refer [www.qld.gov.au/fairtrading](http://www.qld.gov.au/fairtrading).

## 23 CHANGES TO THESE BY-LAWS

23.1 Changes to these By-Laws including amendments, additions, replacements or deletions can be proposed by Management Committee members or by other members of the Club. The Club's Management Committee will evaluate the proposal at the monthly Committee meetings. To come into effect these changes must be subsequently approved by a minimum 50% majority vote of the members present at the Management Committee meeting.



## 24 ADOPTION OF THESE BY-LAWS

These rules were adopted by the Management Committee Members of the Probus Club of Waterloo Bay Inc. at a Committee Meeting held on the following date:

25<sup>TH</sup> JULY 2024

President's Signature:

(Roy Buckley)

.....

Secretary's Signature

(Ian Kayler-Thomson)

.....

Treasurer's Signature

(Jill Clothier)

.....