CONSTITUTION OF THE PROBUS CLUB OF PICKERING

PREAMBLE

The Probus name, trademarks, rights, and emblem(s) are registered with Industry Canada as the property of Probus Centre–Canada, Inc. These shall not be used for commercial purposes without the written approval of Probus Centre–Canada, Inc. Accreditation of a Probus Club shall be effective upon acceptance by Probus Centre–Canada, Inc. of an application with the prescribed fee from a sponsoring Rotary Club or a recognized Probus Club. Rights to the use of the name and emblems, except on saleable articles, shall be given automatically to each Probus Club upon its accreditation.

I. - AIMS AND OBJECTIVES

- The purpose of the Club shall be:
- to provide regular meetings for retired and semi-retired professional and business persons, and others with like backgrounds, who appreciate and value increased opportunities for social contacts, addresses on and discussion of topical subjects
- to arrange visits by members to places and organizations of interest • to arrange activities of interest to members.
- Because many of its members may already be active in service to the community, the activities of the Club shall be directed solely towards acquaintance and fellowship.
- The Club shall not be competitive with any other organization.
- The Club shall be non-political and non-sectarian.
- The Club shall not be, nor appear to be, a fund raising or service club.

II. - MEMBERSHIP

- The Club shall be for people with professional or business backgrounds, and others who have had some measure of responsibility or achievement in any field of worthy endeavor.
- Regular attendance is not mandatory.
- Membership may be held in more than one Probus Club.

III. - MANAGEMENT

- The Club shall be managed by a Management Committee consisting of a President, a Vice President, a Secretary, a Treasurer, the immediate Past President, and such other persons as the Club deems necessary to cover program, social, newsletter, and other functions.
- All elected members of the Management Committee shall have equal voting privileges.
- The Club President shall normally serve for a term of 1 year, but may not serve for more than 2 consecutive years.
- The Management Committee shall meet monthly or as the need arises.
- The *quorum* at a Management Committee meeting shall be 50% of the Committee.

- A motion that receives an equal number of affirmative and negative votes shall be considered lost.
- The Management Committee shall have authority to fill vacancies that may arise between elections.
- The Management Committee shall have authority to appoint sub-committees.
- The Membership Chairperson shall be responsible for the list of members' names, addresses, phone numbers, and such other information required by Club bylaw. This list must not be used for commercial purposes.
- The Club shall co-operate with Rotary and other Probus Clubs in the formation of new Probus Clubs.
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IV. - <u>GENERAL MEETINGS</u>

- General Meetings of the Club shall be held monthly or as determined by the Club.
- The Annual General Meeting shall be held in accordance with Club bylaws. In advance of the meeting, members shall be provided with a financial statement for the twelve months prior to the Annual General Meeting.
- At each Annual General Meeting the presiding officer shall present nominations from the Nominating Committee for positions on the Management Committee. Elections, when necessary, shall be by ballot.
- A motion that receives an equal number of affirmative and negative votes shall be considered lost.

V. - <u>ANNUAL RETURNS</u>

- The financial year of the Club shall be established at a date which will appropriately coincide with the Annual General Meeting of the Club.
- Probus Centre-Canada, Inc. shall be advised following the Club's accreditation, and by December 31st each year, of the Club's regular meeting place, day and time; the number of its members as of the filing date; and the names, addresses and telephone numbers of its President and Secretary.
- **The Treasurer** shall remit to Probus Centre - Canada, Inc. the annual assessment levied by Probus Centre Canada, Inc. by December 31st.

VI. - <u>MEMBERSHIP FEES</u>

- Each member of the Club shall pay the annual membership fee as provided in Club bylaws.

VII. - <u>NON-PROFITABILITY</u>

- The income and property of the Club shall be applied solely towards the objectives of Probus and no portion thereof transferred directly or indirectly to the members. Nothing herein shall prevent the payment of approved remuneration for services actually rendered to the Club.

VIII. - <u>WINDING UP</u>

- In recognition of Rotary clubs' service contribution towards the expansion of Probus, any funds remaining on winding up of the Club shall be donated to The Rotary Foundation (Canada) or to another registered charitable organization.

IX. - <u>BYLAWS</u>

- Club Bylaws and their amendments shall be consistent with this Constitution.

X. - <u>AMENDMENT</u>

- A proposed amendment to this Standard Constitution for Clubs may be made by a Director of Probus Centre-Canada or by any member of a Club via their Management committee.
- A proposed amendment to this Standard Constitution from a Club shall be forwarded to Probus Centre-Canada for consideration at a meeting of the Board of Director's, Probus Centre-Canada by the President of any Club following approval by their Management Committee.
- Proposed amendments may be considered at any meeting of the Board of Directors of Probus CentreCanada.
- Any amendments approved by the Board of Directors of Probus Centre-Canada shall be communicated to all Clubs and shall become an amendment to each Club's Constitution.
- The name or gender composition of the Club may be changed at any General Meeting of the Club, the *quorum* required by Club bylaw being present, by a majority of the members present and voting.
- The amendment shall be effective when it has been communicated to Probus Centre-Canada, Inc.