



## CONSTITUTION

### PREAMBLE

*The PROBUS name and emblem are registered under the Australian and New Zealand Trade Mark Acts. They may be used only by Probust Clubs, Probust Associations and other bodies accredited by the Probust Centre - South Pacific Incorporated and they may not be used for any commercial purpose without the written approval of the Probust Centre - South Pacific Inc. To hold accreditation a Probust Association must comply with the requirements of the Probust Centre - South Pacific Inc. as included in this constitution.*

### 1. TITLE

- a. *The name of this Association shall be the Probust Association of Victoria Inc.*

### 2. AIMS and OBJECTS

#### The Association SHALL:

- a. *Provide a vehicle for the exchange of ideas and information and discussion of matters of mutual interest between member clubs.*
- b. *Act to assist, coordinate and advise on social activities of Affiliated Clubs.*
- c. *Confine its activities to the furtherance of these objectives to member clubs only.*
- d. *Strive to be seen as a worthwhile organisation by the local community.*
- e. *Not be, or be seen to be, a fund raising body. The Association by a majority decision of its voting delegates 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. *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 an Association meeting for the information of delegates.*
- g. *Take steps to prevent the unauthorised use of the Probust name and emblem, in particular for commercial purposes for which a license royalty is payable.*
- h. *Recognise that Probust Centre South Pacific Inc. is the delegated authority on matters of policy for Probust and will work cooperatively with Probust Centre South Pacific Inc. to ensure this is understood by member clubs.*
- i. *Recognise the autonomy of member clubs and encourage the understanding of the requirements to follow the guidelines established by Probust Centre South Pacific Inc.*
- j. *Only conduct business among its affiliated clubs in the State of Victoria.*

#### The Association SHALL NOT:

- k. *Formulate policy, nor seek to influence member clubs on matters of policy concerning Probust affairs and management generally, the Probust Centre - South Pacific Inc. being the delegated authority on matters of policy.*
- l. *Seek to influence the management of member clubs.*
- m. *Conduct any business outside the Rotary Districts of Victoria.*

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RECOMMENDED CONSTITUTION FOR AN INCORPORATED  
PROBUS ASSOCIATION IN VICTORIA  
ISSUED BY THE PROBUS CENTRE - SOUTH PACIFIC INC



### 3. MEMBERSHIP

- a. *Membership of this Association shall be voluntary and restricted to accredited Probus Clubs, within the State of Victoria.*
- b. *Upon receipt of a written application for membership from an accredited Probus Club, on the Association's application for membership form, accompanied by payment of the subscription due, the Management Committee shall admit the Club to membership of the Association.*
- c. *Each member club shall be represented by one voting delegate. Additional non-voting delegates may attend meetings as observers, participating in discussions upon invitation by the Chairman.*
- d. *There shall be no disciplinary acts against member clubs or delegates of member clubs, except as provided by Clause 7(c).*
- e. *A club may resign by giving written notice of resignation to the Secretary.*

### 4. MANAGEMENT

- a. *The Association shall be managed by a Management Committee, herein after called "the Committee", comprising a President, one or more Vice-Presidents, a Secretary, a Treasurer and Committee Members as decided at any General Meeting of voting delegates.*
- b. *Officers and Committee Members shall be elected annually. The term of office of the President shall be one year. This term may be extended for no more than one additional consecutive term if recommended by the Committee and accepted by the delegates voting at the Annual General Meeting. 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 the voting delegates for decision.*
- c. *No more than one member of the Committee shall be a member of the same member club.*
- d. *For the purpose of these rules, the office of a Member of the Committee becomes vacant if the member*
  - i. *Ceases to be a member of a member club of the Association*
  - ii. *Becomes an insolvent under administration within the meaning of the Corporations Law*
  - iii. *Resigns his/her office in writing given to the Secretary.*
- e. *A casual vacancy on the Committee may be filled by action of the Committee.*
- f. *A quorum at meetings of the Committee shall be a majority of the members thereof.*
- g. *Voting shall be by a show of hands, a Committee Member having one vote only. \*Proxies are not accepted.*
- h. *Where there is an equal division of votes at a Committee Meeting, the Chairperson shall have a casting vote in addition to a deliberative vote.*
- i. *The minutes of each Committee Meeting, when confirmed, must be signed by the Chairman of the meeting verifying accuracy.*
- j. *The Committee shall have power to appoint sub-committees to deal with specific matters.*
- k. *Meetings of the Committee shall be as determined by the Committee, meeting at least once in every four calendar months to exercise its obligations.*
- l. *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.*
- m. *The Committee shall exercise general control and management of Association affairs between meetings, reporting on actions taken at the next General Meeting of voting delegates.*

- n. *Copies of all publications, bulletins, notices to clubs and like material, except notices calling meetings, shall be sent to the Probus Centre - South Pacific Inc.*
- o. *A member of the Committee may be removed from office at a General Meeting of the Association if a majority of voting delegates present at the meeting vote in favour of removing the member.*
- p. *Before a vote of voting delegates is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he/she should not be removed from office.*
- q. *A member of the Committee has no right to appeal against the member's removal from office under this section.*

#### 5. ELECTION OF OFFICERS

- a. *An annual meeting for the election of officers shall be held before November 30<sup>th</sup> of each year.*
- b. *Those so elected shall take office immediately following the Annual General Meeting.*
- c. *Nominations for positions on the Committee for the ensuing year shall be called for no later than 30<sup>th</sup> September each year, such nominations to be lodged with the Secretary. These positions shall be filled by ballot, if necessary, at an Annual General Meeting.*
- d. *A person may not nominate for more than one Office at any election but may nominate for a committee position in addition to an Office in the Association.*
- e. *The Committee shall appoint a Returning Officer, normally a Past President, to conduct any ballot necessary as a result of an excess of nominations over vacancies for any Office or Membership of the Committee. The Returning Officer shall not have a deliberative vote in the elections but will have a casting vote in the event of a tied vote for any position.*
- f. *Voting shall be by ballot. The candidate receiving the greatest number of votes of voting delegates present in the election for each office or Committee position shall be declared elected.*
- g. *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.*
- h. *If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.*
- i. *If the number of nominations received is more than the number of vacancies to be filled, an election shall be held.*

#### 6. MEETINGS

- a. *A minimum of two General Meetings of the Association shall be held each Association year at such a place and time as determined by voting delegates.*
- b. *A quorum at meetings of the Association shall be the voting delegates from at least 15% of member clubs.*
- c. *An Extraordinary General Meeting shall be called on the request, in writing, of not less than five voting delegates. Notice of such meeting shall be given to member clubs 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.*
- d. *An Annual General Meeting shall be held by the end of November each year at such a place and time as decided by the members. At least twenty-one days notice of such meeting shall be given to member clubs.*

- e. *Notice of an Annual General Meeting stating the time, date, venue and business to be conducted at the meeting shall be given to all member clubs by mail, electronic transfer or any other method agreed upon.*
- f. *Voting shall be by a show of hands or by ballot if decided by a majority of voting delegates present.*
- g. *At General Meetings, Extraordinary General Meetings or Annual General Meetings of the Association a voting delegate shall have one vote only.*
- h. *Where there is an equal division of votes, the Chairman shall have a casting vote in addition to a deliberative vote.*
- i. *The President, or in his/her absence or inability to do so, the Vice-President shall preside at all meetings. In the absence of both Officers the voting delegates present shall elect a Chairman.*
- j. *The minutes of each meeting, when confirmed, must be signed by the Chairman of the meeting verifying their accuracy.*
- k. *Any notice of motion (other than to amend the Constitution or the 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 delegates prior to discussion.*
- l. *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 Association shall pay a joining fee (if any) and an annual subscription.*
- b. *The joining fee (if any) and the annual subscription payable by member clubs shall be determined by the voting delegates at the Annual General Meeting each year.*
- c. *The annual subscription is due and payable on October 1<sup>st</sup> each year. Should a member club not have paid the annual subscription by the 30<sup>th</sup> April, the Committee may recommend to voting delegates termination of membership.*
- d. *The subscription of a club joining the Association is to be paid pro-rata on a quarterly basis where a club joins during:*

<i>Quarter ending 31<sup>st</sup> December</i>	<i>Subscription is payable in full</i>
<i>Quarter ending 31<sup>st</sup> March</i>	<i>Three-quarters of subscription payable</i>
<i>Quarter ending 30<sup>th</sup> June</i>	<i>One-half of subscription is payable</i>
<i>Quarter ending 30<sup>th</sup> September</i>	<i>One-quarter of subscription is payable</i>

8. FINANCE

- a. *The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the voting delegates determine.*
- b. *The financial year of the Association shall begin on 1<sup>st</sup> October and end on 30<sup>th</sup> September each year.*
- c. *A Financial Performance Statement (and Financial Position Sheet if appropriate) together with the auditor's report for the twelve months to the end of September in each year shall be presented to the Annual General Meeting after being audited by the person(s) appointed at the previous Annual General Meeting.*
- d. *A copy of the audited accounts shall be provided to each member club attending the Annual General Meeting and shall be available to each other member club and to the Probus Centre South Pacific.*
- e. *The Treasurer shall deposit all funds of the Association to the credit of the Association's account in the bank or other financial institution approved by the Committee.*

- f. Cheques in payment of accounts shall be signed by any two of the President, Vice-President, Secretary or Treasurer.*

9. DUTIES OF OFFICERS

- a. The Secretary shall keep the records of membership and attendance of delegates 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 member clubs in which shall be recorded the club names and addresses, voting delegates names and addresses, telephone numbers, date of joining or resignation of the Club and such other information as the Association may require*
- c. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Committee and General Meeting are entered in a minute book.*
- d. The Treasurer shall have custody of all funds of the Association accounting for same at committee meetings and to the Association annually. Furthermore they shall submit a report to voting delegates at each delegates meeting, and perform such other duties as pertain to office.*
- e. Except as otherwise provided in this Constitution, the Secretary shall keep custody or under control all books, documents and securities of the Association.*
- f. All accounts, books, documents and securities of the Association shall be available for inspection by any voting delegate of the Association upon request.*

10. INFORMATION

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

11. DISPUTES & GRIEVANCES

- a. The grievance procedure set out in this rule applies to disputes under these rules between*
- i. A member and another member*
  - ii. A member and the Association*
- b. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.*
- c. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten days, hold a meeting in the presence of a mediator.*
- d. The mediator must be –*
- i. A person chosen by agreement between parties OR*
  - ii. In the absence of agreement –*
    - a. In the case of a dispute between a member and another member, a person appointed by the Committee of the Association OR*
    - b. In the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice)*
- e. A member of the Association can be a mediator*
- f. The mediator cannot be a member who is party to the dispute*
- g. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation*
- h. The mediator in conducting the mediation must –*

- h. The mediator in conducting the mediation must –
  - i. Give the parties to the mediation process every opportunity to be heard AND
  - ii. Allow due consideration by all parties of any written statement submitted by any party, and ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- i. The mediator must not determine the dispute.
- j. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

12. NON-PROFITABILITY

- a. *The income and property of the Association howsoever derived shall be applied solely towards the promotion of the objectives of the Association and no portion thereof shall be paid to or transferred directly or indirectly to member clubs or delegates provided that nothing herein shall prevent the payment in good faith of remuneration to any officer, member club, or delegate for any services rendered to the Association, or reimbursement of expenses incurred on behalf of the Association.*

13. PUBLIC OFFICER

- a. A Public Officer shall be appointed in accordance with the requirements of the Associations Incorporation Act.

14. BY-LAWS

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

15. WINDING UP

- a. *On winding up, the funds of the Association shall not be distributed to member clubs or voting delegates but shall be donated to a charitable organisation which prohibits distribution of its funds to members.*
- b. *The liability of a member club to contribute towards payment of debts and liabilities of the Association or the costs, charges and expenses of winding up of the Association is limited to the amount, if any, owed by the Member Club to the Association.*
- c. *The liability of a Member Club to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of winding up of the Association is limited to the amount, if any, owed by a Member Club to the Association.*

16. AMENDMENT

- a. *The clauses of this Constitution may be amended at a Special General Meeting of the Association, a quorum being present, by the affirmative vote of not less than three quarters of the voting delegates present, notice of such proposed amendment(s) having been published to all member clubs at least twenty-one days before such meeting. Such amendments shall not be effective until approved by Probus Centre - South Pacific Inc.*
- b. *Such amendments shall not be effective until approved by the Probus Centre - South Pacific Inc. (prior to submission to Consumer Affairs Victoria) and accepted by Consumer Affairs Victoria as being in compliance with the requirements of the Associations Incorporation Act 1981 (including subsequent amendments)*

We hereby certify that, a quorum being present, this recommended Constitution issued by Probus Centre - South Pacific Inc. was adopted with alteration by decision of not less than a three quarter majority of the voting delegates present and voting at a meeting on the 24<sup>th</sup> November, 2009.

*[Signature]*  
 (President's Signature)

*[Signature]*  
 (Secretary's Signature)

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