

THE PROBUS CLUB OF CAMBRIDGE (Club)

CONSTITUTION

Adopted by the Club Membership: May 31, 2023

PREAMBLE

PROBUS IS A LOCAL, NATIONAL, AND INTERNATIONAL ASSOCIATION OF RETIRED PEOPLE WHO COME TOGETHER IN NON-POLITICAL, NON-SECTARIAN, NON-PROFIT, AUTONOMOUS CLUBS WHICH PROVIDE REGULAR OPPORTUNITIES FOR MEMBERS TO MEET OTHERS IN SIMILAR CIRCUMSTANCES, WITH SIMILAR LEVELS OF INTEREST, MAKE NEW FRIENDS, AND MAINTAIN AND EXPAND THEIR INTERESTS.

ADVISORY

The PROBUS name, trademarks, rights, and emblem(s) are registered with Industry Canada as the property of PROBUS CANADA. These shall not be used for commercial purposes without the written approval of PROBUS CANADA. Rights to the use of the name and emblems, except on saleable articles, are automatically included with accreditation.

I. AIMS AND OBJECTIVES

1. The purpose of the Club shall be, in keeping with the preamble, to provide regular meetings, guest speakers, programs and activities for retired and semi-retired persons with similar interests.
2. 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, fellowship, and learning:
 - a. The Club shall not be competitive with any other organization.
 - b. The Club shall be non-political and non-sectarian.
 - c. The Club shall not be, nor appear to be, a fund raising or service club.

II. MEMBERSHIP

1. The Club shall be for men who have had some measure of responsibility or achievement in any field of worthy endeavour.
2. Application for membership, subject to approval by the Management Committee, shall be sponsored by at least one member.
3. Regular attendance is not mandatory.
4. Membership may be held in more than one PROBUS Club.

III. MANAGEMENT

1. The Club shall be managed by a Management Committee consisting of a President, a 1st Vice President, a 2nd Vice President, a Secretary, a Treasurer, the immediate Past President, and such other persons as the Club deems necessary.
2. All elected members of the Management Committee shall have equal voting privileges.
3. The By-laws of the Club shall establish the term of service for the Officers and other Members of the Management Committee.
4. The Management Committee shall meet monthly or as the need arises.
5. The quorum at a Management Committee meeting shall be 50% plus one of the Committee.
6. The Management Committee shall have authority to fill vacancies that may arise between elections.
7. The Management Committee shall have authority to appoint sub-committees.
8. The Membership Committee shall be responsible for the list of members' names, addresses, phone numbers, and such other information required by Club By-law. This list must not be used for commercial purposes.
9. The Club shall cooperate with Rotary and/or other PROBUS Clubs in the formation of new PROBUS Clubs.

IV. GENERAL MEETINGS

1. General meetings of the Club shall be held monthly or as determined by the Club.
2. There shall be an Annual General Meeting held in accordance with Club By-laws. In advance of the meeting, members shall be provided with a financial statement for the twelve months prior to the Annual General Meeting.
3. 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 secret ballot, open voting, or a format designated by the Club's Bylaws.
4. Meetings shall be conducted according to commonly accepted rules of parliamentary procedure in keeping with Roberts Rules of Order. A motion that receives an equal number of affirmative and negative votes shall be considered lost.

V. ANNUAL RETURNS

1. The financial year of the Club shall be August 1 to July 31.
2. By December 31st of each year the Treasurer shall submit to PROBUS CANADA a completed Annual Returns Information Form and Directory Renewal Form as distributed by PROBUS CANADA and

shall remit to PROBUS CANADA the annual assessment levied by PROBUS CANADA.

VI. MEMBERSHIP FEES

1. Each member of the Club shall pay the annual membership fee.

VII. NON-PROFITABILITY

1. The income and property of the Club shall be applied solely towards the objectives of the Club 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. DISSOLUTION

1. In recognition of Rotary service and contribution towards the expansion of PROBUS, any funds remaining on dissolution of the Club shall be donated to The Rotary Foundation (Canada) or to another registered charitable organization and any such donation shall be as approved by a majority of the Club Members at a General Meeting.

IX. BYLAWS

1. Club By-laws and their amendments shall be consistent with this Constitution.

X. AMENDMENT

1. A proposed amendment to the PROBUS CANADA Standard Constitution for Clubs may be moved by any member of the Club with the approval of the Management committee.
2. A proposed amendment to this constitution of the PROBUS Club of Cambridge shall, following approval by the Management Committee, be forwarded to PROBUS CANADA for information purposes.
3. The name or gender composition of the Club may be changed at any General Meeting of the Club on the following terms:
 - a. at least thirty (30) days prior to the meeting, a Notice of Motion detailing the changes has been sent to all Members;
 - b. A quorum of the members as required by the Club Bylaws is present; and
 - c. not less than two thirds of the members present vote in favour of the motion ,

The amendment shall be effective when it has been communicated to PROBUS CANADA.