

# **THE PROBUS CLUB OF CAMBRIDGE (Club)**

## **CONSTITUTION**

Adopted by the Club Membership: March 27, 2019

Approved by PROBUS Canada: April 8, 2019

### **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. Accreditation of a PROBUS Club shall be effective upon acceptance and approval by PROBUS CANADA 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, 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 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 Secretary 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.

### **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.
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 ballot.
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 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 shall, following approval by the Management Committee, be forwarded to PROBUS CANADA for consideration at a meeting of the Board of Directors, PROBUS CANADA.
3. The name or gender composition of the Club may be changed at any General Meeting of the Club, following an advance notice of the motion to change to all Members at least thirty (30) days in advance of the meeting. The quorum required by Club bylaw being present, and a two-thirds majority of the members present will be required to carry the vote. The amendment shall be effective when it has been communicated to PROBUS CANADA.