



## CONSTITUTION

### PREAMBLE

*The PROBUS name and emblem are registered under the Australian and New Zealand Trade Marks Acts. They may be used only by Probus clubs, Probus Associations and other bodies accredited by the Probus South Pacific Limited and they may not be used for any commercial purpose without the written approval of the Probus South Pacific Ltd.*

*To hold accreditation a Probus club must have been sponsored by a Rotary club.*

### 1. TITLE

- a. *The name of this Club shall be Probus Club of Port Melbourne Inc.*

### 2. AIMS and OBJECTIVES

- a. *The purpose of this Club shall be to advance intellectual and cultural interests among adult persons who have retired or are semi-retired from their former occupations.*
- b. *It will hold regular meetings and arrange activities to provide opportunities for fellowship, the development of acquaintance and social interaction.*
- c. *It shall strive to be seen as a worthwhile organisation by the local community.*
- d. *It shall 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 a club meeting for the information of members.*
- e. *It shall not be, or be seen to be, a fund raising body. The club by a majority decision of its members 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. *It shall not enter into any contract which involves the use of the Probus name or the Probus emblem without the prior written consent of Probus South Pacific Limited.*

### 3. MEMBERSHIP

- a. *Membership of this Club shall be open to retired and semi-retired professional and business people and others from any worthy vocation who appreciate and value opportunities for social contact with others in similar circumstances.*
- b. *Membership of this Club shall be primarily for residents of Port Melbourne, South Melbourne, Albert Park and Middle Park.*
- c. *Membership of this Club shall consist of ordinary members as defined in clause 3(a) and non-subscribing members comprising Honorary Members, Life Members or Non-Active Members:*
  - i. *Honorary Members may be elected at the discretion of and on such terms as may be decided upon by a special resolution of members at a General Meeting. Honorary Members shall not be required to pay membership subscriptions, shall not be eligible to hold office and shall not be entitled to vote but shall enjoy all other privileges of membership. The maximum number of Honorary Members shall be as decided by members at any General Meeting.*
  - ii. *Life Membership may be conferred upon a member who has rendered outstanding service to the club. Nominations shall be submitted in writing to the Management Committee for consideration, and if approved, referred to the next General Meeting of the Club for confirmation by a special resolution of members. Life Members shall not be required to pay membership subscriptions but shall enjoy all other privileges of membership. The maximum number of Life Members shall be as decided by members at any General Meeting.*
  - iii. *Non Active Membership may be conferred upon a member, by the Management Committee, who, because of illness or a physical disability, has been granted leave of absence by the Club. Such members shall not be included in the member number of the Club during that period of absence. Non-financial membership may be granted by the Management Committee to Non Active Members, and there will be no maximum limit to the number of such members.*

- d. The maximum number of ordinary members of the Club shall be decided by members at an Annual General Meeting.
- e. *Applicants for membership of the Club must be sponsored by two members of the Club and approved for membership by a majority of the Management Committee.*
- f. *No person shall be denied membership of the Club for reasons of race, religion, or political persuasion.*
- g. Upon the acceptance or rejection of an application for membership by the Management Committee the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.
- h. An appeal against rejection of application for membership shall be in writing addressed to the Secretary and submitted to the next General Meeting of club members for decision.
- i. Membership of this Club shall be contingent upon attendance at regular meetings of not less than fifty per cent in any club year, subject to leave of absence in cases of sickness or on any other reasonable grounds.
- j. A member may resign by giving a written notice of resignation to the Secretary.
- k. The membership of a member convicted of an indictable offence may be terminated, without right of appeal, by decision of the members at a General Meeting.
- l. The membership of a member may be terminated in accordance with the process set out in clauses 10 and 11 should such a member not comply with the provisions of these rules or act in a manner considered injurious or prejudicial to the character or interests of the Club.

#### 4. MANAGEMENT

- a. *The Club shall be managed by a Management Committee, comprising a President, one or more Vice-Presidents, a Secretary, a Treasurer* (collectively "Committee Members"), *and* such number of other members of the Management Committee ("**Officers**") *as provided in the By-laws* or the Club's Standing Resolutions.
- b. *Committee Members and Officers shall be elected annually in accordance with the By-Laws* or the Club's Standing Resolutions. *The term of office of the President shall be one year, which may be extended to not more than two consecutive years if required due to special circumstances.* 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 Management Committee to members for decision.
- c. For the purpose of these rules, the office of a Committee Member or Officer becomes vacant if the Committee Member or Officer:
  - i. ceases to be a member of the Club,
  - ii. becomes an insolvent under administration within the meaning of the *Corporations Act 2001*, or
  - iii. resigns the office in writing given to the Secretary.

A casual vacancy on the Management Committee may be filled by action of the Management Committee. If the position of Secretary becomes vacant, the Management Committee must appoint a member to the position within 14 days after the vacancy arises.

- d. A quorum at meetings of the Management Committee ("Committee Meetings") shall be a majority of the members thereof.
- e. In order to avoid any doubt, a motion is carried by a majority if more than half of those people voting (including proxies but not including those who wish to abstain) vote in favour of the motion, unless otherwise specified.
- f. Voting shall be by a show of hands, with each Officer and Committee Member having one vote only. Proxies are accepted.
- g. Where there is an equal division of votes at a Committee Meeting, the chairman shall have a casting vote in addition to a deliberative vote.
- h. The minutes of each Committee Meeting, when confirmed at the following meeting, must be signed by the chairman of the meeting verifying their accuracy.
- i. The Management Committee shall have power to appoint sub-committees to deal with specific matters.
- j. Committee Meetings shall be as determined by the Management Committee, meeting at least once in every four calendar months to fulfil its obligations.

- k.* The Secretary shall advise members of the Management 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.
- l.* The Management Committee shall exercise general control and management of the club affairs between meetings, reporting on actions taken at the next General Meeting of members.
- m.* A member of the Management Committee may be removed from office at a General Meeting of the Club if a majority of members present at the meeting vote in favour of removing the member.
- n.* Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why removal from office should not be effected.
- o.* A member of the Management Committee has no right of appeal against that member's removal from office under this section.
- p.* The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- q.* Subject to the right of the Management Committee to refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of such a record.

## 5. ELECTION OF THE COMMITTEE

- a.* ***An Annual General Meeting for the election of Committee Members and Officers shall be held on or before 31st March of each year.***
- b.* ***The newly elected Management Committee shall take office at the conclusion of the Annual General Meeting.***
- c.* Nominations for positions on the Management Committee for the ensuing year shall be called for at the General Meeting preceding the February General Meeting. Such nominations to be lodged with the Secretary no later than the February General Meeting. These positions shall be filled by ballot, if necessary, at the Annual General Meeting.
- d.* Voting shall be by show of hands or by ballot as decided by members. The candidate receiving the greatest number of votes of members present and voting in the election for each Office or Management Committee position shall be declared elected.
- e.* Where there is an equal division of votes, the chairman shall have a casting vote in addition to a deliberative vote.
- f.* 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.
- g.* If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed elected.
- h.* If the number of nominations received is more than the number of vacancies to be filled, an election shall be held.

## 6. MEETINGS

- a.* ***The General Meetings and the Annual General Meeting of the Club shall be held as provided in the By-Laws or the Club's Standing Resolutions. General Meetings of the Club shall be held at monthly intervals, except as otherwise decided by members when affected by Public Holidays and /or the December/January holiday period.***
- b.* General Meetings of the Club shall be held at such a time and place approved by members.
- c.* A quorum at meetings of the Club shall be twenty five per cent of the total Club membership (excluding Honorary Members and Non Active Members) with a minimum of ten members.
- d.* An Extraordinary General Meeting shall be called on the request, in writing, of not less than five members (excluding Honorary Members and Non Active Members).
- e.* The Secretary of the Club, at least 14 days, or, if a special resolution has been proposed, at least 21 days, before the date fixed for holding an Extraordinary General Meeting of the Club, must cause to be sent to each member of the Club, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

- f.* Notice may be sent:
- (a) by prepaid post to the address appearing in the register of members; or
  - (b) if, the member requests, by facsimile transmission or electronic transmission.
- g.* No business other than that set out in the notice convening the Extraordinary General Meeting may be conducted at the meeting.
- h.* A member intending to bring any business before a General Meeting may notify the Secretary in writing, or by electronic transmission, of that business. The Secretary must include that business in the notice calling the next General Meeting.
- i.* ***An Annual General Meeting shall be held on or before 31<sup>st</sup> March each year*** at such a place and time as may be determined by the Management Committee, and at least twenty-one days' notice of such a meeting shall be given.
- j.* Notice of an Annual General Meeting stating the time, date, venue and business to be conducted at the meeting shall be given at the February General Meeting or by mail, electronic transfer or any other method agreed upon, at least 21 days before the Annual General Meeting.
- k.* Voting shall be by a show of hands, or by ballot if required by a majority of members (excluding Honorary Members and Non Active Members).
- l.* In order to avoid any doubt, a motion is carried by a majority if more than half of those people voting (not including those who wish to abstain) vote in favour of the motion, unless otherwise specified.
- m.* A special resolution is passed at a meeting if:
- (a) of the entitled members of the club who vote in person at the meeting, not less than three quarters vote in favour of the resolution; and
  - (b) any additional requirements of this constitution relating to the passing of a special resolution have been met.
- n.* A member shall have one vote only at General Meetings and Annual General Meetings of the Club.
- o.* Where there is an equal division of votes, the chairman shall have a casting vote in addition to a deliberative vote.
- p.* The President, or in the absence of or the inability of the President to do so, the Vice President shall preside at all meetings. In the absence of both Committee Members the members present shall elect a chairman.
- q.* The minutes of each meeting, when confirmed at the following meeting, must be signed by the chairman of the meeting verifying their accuracy.
- r.* Any notice of motion (other than to amend the Club's constitution or 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 members prior to discussion.
- s.* Any notice of motion to amend the Club's 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.
- t.* Proxy voting will not be undertaken at, or in respect of, a meeting.

## **7. SUBSCRIPTIONS**

- a.* ***Members of the club shall pay*** a joining fee (if any) and ***an annual subscription as provided in the Club's By-Laws*** or the Club's Standing Resolutions.
- b.* ***The subscription shall include such capitation and insurance fees as may be required by Probus South Pacific Limited.***
- c.* The joining fee (if any) and annual membership subscription payable by members shall be determined by members at the Annual General Meeting each year.
- d.* The annual subscription is due and payable on April 1<sup>st</sup> each year. Should a member have not paid the annual subscription by 30<sup>th</sup> June, the Management Committee may recommend to members termination of that member's membership.
- e.* The subscription of a person joining the club is to be paid pro-rata on a quarterly basis. That is where a person joins the club during the:

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

Notwithstanding the date upon which a person joins the club, the joining fee (if any) is payable in full.

## 8. FINANCE

- a. The funds of the Club shall be derived from joining fees, annual membership subscriptions, donations and such other sources as the members determine.
- b. The financial year of the Club shall begin on the 1<sup>st</sup> day of January and end on the last day of December.
- c. The Treasurer, or in the absence of the Treasurer, a delegated Officer or Committee Member appointed by the Management Committee, shall be authorised to deposit all funds of the club to the credit of the club's account in the bank or other financial institution approved by the Management Committee within five working days of receiving the funds.
- d. Cheques in payment of accounts shall be signed by authorised signatories who shall be any two of the President, Vice President, Secretary or Treasurer.
- e. The Club must keep financial records that:
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- f. The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- g. For each financial year, the Management Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met. Those requirements include:
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Management Committee;
  - (d) the submission of the financial statements to the Annual General Meeting of the Club;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## 9. DUTIES OF OFFICERS

- a. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- b. The Secretary must give to the Registrar of Incorporated Associations notice of his or her appointment within 14 days after the appointment.
- c. The Secretary shall keep the records of membership and attendance at meetings, shall record and preserve the minutes of meetings, and perform such other duties as ordinarily pertain to the office.
- d. *The Secretary shall keep a register of members in which shall be recorded their names, addresses, telephone numbers, date of joining, date of death or resignation and such other information as the Club may require.*
- e. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Committee Meeting and General Meeting are entered in a minute book.
- f. The Treasurer shall maintain and keep custody of all financial records and have custody of all funds of the Club accounting for same to the Club annually, shall submit monthly reports to members and perform such other duties as ordinarily pertain to the office.
- g. Except as otherwise provided in this constitution, the Secretary shall keep custody of, or keep under control, all books, documents and securities of the Club.
- h. All accounts, books, documents and securities of the Club shall be available for inspection by any member of the Club upon request.

## 10. DISCIPLINE OF MEMBERS

- a. A complaint may be made to the Management Committee by any person that a member of the Club:

- (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Club.
- b.* The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- c.* If the Management Committee decides to deal with the complaint, the Management Committee:
- (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Management Committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- d.* The Management Committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- e.* If the Management Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Management Committee for having taken that action and of the member's right of appeal under clause 11.
- f.* The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under clause 11,
- whichever is the later.

#### **11. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- a.* A member may appeal to the Club in Extraordinary General Meeting against a resolution of the Management Committee under clause 10, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- b.* The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- c.* On receipt of a notice from a member under subclause (a), the Secretary must notify the Management Committee which is to convene an Extraordinary General Meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.
- d.* At an Extraordinary General Meeting of the Club convened under subclause (c):
  - (a) the Management Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (b) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- e.* The appeal is to be determined by a simple majority of votes cast by members of the Club.

#### **12. DISPUTES & GRIEVANCES**

- a.* The grievance procedure set out in this rule applies to disputes under these rules between:
  - i. A member and another member, or
  - ii. A member and the Club.

- 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 the 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 Management Committee of the Club OR
    - b. In the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- e. A member of the Club 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:
  - 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.

### 13. INFORMATION

- a. ***On formation and thereafter each year, the Club shall provide the information required by Probus South Pacific Limited concerning membership, meeting arrangements, Committee Members and Officers for the ensuing year.***
- b. ***The Club shall provide the information on other matters as and when required by Probus South Pacific Limited.***
- c. The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- d. Subject to the right of the Committee to refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of such a record.

### 14. NON-PROFITABILITY

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

### 15. BY-LAWS & STANDING RESOLUTIONS

***The Club may by a majority decision of members adopt by-laws or standing resolutions not inconsistent with this constitution, embodying additional provisions for the management of the Club. Such by-laws shall be amended from time to time as provided therein.***

### 16. WINDING UP

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

**17. AMENDMENT**

- a. *Except as provided in this Article (b), the Articles in bold and italic typeface in this constitution may be amended only by the Probus South Pacific Limited.*
- b. *Article 1 (Name) and Articles not in bold and italic typeface of this Constitution may be amended at a General Meeting of this Club, a quorum being present, by the affirmative vote of not less than three quarters of the members present and voting, notice of such proposed amendment(s) having been published to all members at least twenty one (21) days before such meeting.*
- c. Proposed amendments of this Constitution shall require pre-approval by Probus South Pacific Limited (prior to submission to members and prior to submission to Consumer Affairs Victoria) and shall not be effective unless amended at a General Meeting of this Club, a quorum being present, by the affirmative vote of not less than three quarters of the members present and voting, for acceptance by Consumer Affairs Victoria as being in compliance with the requirements of the *Associations Incorporation Reform Act 2012* ("the Act") (including subsequent amendments)

We hereby certify that, a quorum being present, this recommended Constitution issued by Probus South Pacific Limited was adopted without alteration by decision of not less than a three quarter majority of the members present and voting at a meeting on the **27th September 2013**.

*Simon Beaven*

*Brian Rochford*

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(President's Signature)

(Secretary's Signature)