



CONSTITUTION

PREAMBLE

The PROBUS name and Probus emblem are registered under the Australian and New Zealand Trade Mark Acts. They may be used only by Probus Clubs, Probus Associations and other bodies accredited by Probus South Pacific Limited. They may not be used for any commercial or other purpose without the written approval of Probus South Pacific Limited. To hold accreditation a Probus Association must comply with the requirements of Probus South Pacific Limited as set out in this Constitution.

A Probus Association once accredited by Probus South Pacific Limited is authorised to use the Probus name and Probus emblem Trademarks within the guidelines set by Probus South Pacific Limited. The Probus Association must adopt and comply with the bold and italic typeface wording of this Constitution.

1. TITLE

- a. The name of this Association shall be Probus Association of Victoria Inc. ("the Association").

2. AIMS and OBJECTIVES

*The Association **SHALL:***

- a. *Be a vehicle for the exchange of ideas and information and discussion of matters of mutual interest between Member Clubs.*
- b. *Assist, coordinate and advise on social activities.*
- c. *Promote Probus and the development of Probus Club membership and Probus Clubs.*
- d. *Assist Member Clubs in the understanding and implementation of Probus policy.*
- e. *Confine its activities to the furtherance of these objectives to Member Clubs only.*
- f. *Strive to be seen as a worthwhile organisation by the local community.*
- g. *Not be, or be seen to be, a fundraising 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.*
- h. *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 the subject of fair and intelligent study or discussion at an Association meeting for the information of delegates.*
- i. *Take steps to prevent the unauthorised use of the Probus name and emblem for commercial or other purposes.*

*The Association **SHALL NOT:***

- j. *Formulate policy, nor seek to influence Member Clubs on matters of policy concerning Probus affairs and management generally, Probus South Pacific Limited being the only body authorised on matters of policy.*

- k. Seek to influence the management of Member Clubs.*
- l. Conduct any business outside the State of Victoria.*
- m. Enter into any contract which involves the use of the Probus name or Probus emblem Trademarks without the prior written consent of Probus South Pacific Limited.*

3. MEMBERSHIP

- a. Membership of the Association shall be voluntary and restricted to accredited Probus Clubs within 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 Committee may admit the club to membership of the Association as a Member Club.*
- c. Each Member Club shall be represented by one voting delegate. Additional non-voting delegates may attend general meetings of the Association as observers and may participate in discussions at the invitation of the chairperson.*
- d. No disciplinary action shall be taken against Member Clubs or delegates of Member Clubs, except as provided by clauses 11 and 12.*
- e. A Member Club may resign its membership by giving written notice of resignation to the Secretary.*

4. MANAGEMENT

- a. The Association shall be managed by a management committee ("the Committee") comprising a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other members of the Committee as determined by voting delegates at the annual general meeting.*
- b. Members of the Committee shall be elected annually as provided in the By-Laws or Standing Resolutions. The term of office of the President shall be two years, which may be extended to not more than four successive years. Other members of the Committee may serve for not more than three successive years in any one office unless otherwise determined by the Committee and approved by the voting delegates.*
- c. A Member Club may have two of its members on the Committee at any one time but only one shall be permitted to vote.*
- d. A person ceases to be a member of the Committee if he or she:*
 - (i) ceases to be a member of a Member Club;*
 - (ii) becomes insolvent under administration within the meaning of the Associations Incorporation Reform Act ("the Act");*
 - (iii) resigns his or her office in writing to the Secretary;*
 - (iv) is removed from office in accordance with subclause p.*
- e. A casual vacancy on the Committee may be filled by the Committee until the next annual general meeting.*
- f. A quorum for meetings of the Committee shall be a majority of the Committee.*
- g. A motion is carried if more than half of the Committee present and voting vote in favour of the motion.*
- h. Subject to subclause c., voting at Committee meetings shall be by a show of hands, and each member of the Committee shall have one vote. Voting by proxy is not permitted.*
- i. In the case of an equality of votes, the chairperson shall have a second or casting vote.*

- j. The minutes of each Committee meeting, when confirmed, must be signed by the chairperson of the meeting at which the minutes are approved.
- k. The Committee shall have power to appoint sub-committees to deal with specific matters.
- l. The Committee shall meet at least four times in each year at the dates, times and places determined by the Committee.
- m. The Secretary shall advise members of the Committee the date, time and place for each meeting, at least 7 days prior to the meeting. Notice shall be given in accordance with clause 6.p.
- n. The Committee shall exercise general control and management of the affairs of the Association between meetings, reporting on actions taken at the next general meeting of the Association.
- o. ***Copies of all publications, bulletins, notices to Member Clubs and like material, other than notices calling meetings, shall be sent to Probus South Pacific Limited.***
- p. 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.
- q. Before a vote to remove a member of the Committee from office is taken, the member must be given the opportunity to show cause why he or she should not be removed from office.
- r. A member of the Committee has no right of appeal against his or her removal from office.

5. ELECTION OF THE COMMITTEE

- a. The election of members of the Committee shall be held each year at the annual general meeting.
- b. Members of the Committee shall take office at the conclusion of the annual general meeting at which they are elected.
- c. Nominations for positions on the Committee for the ensuing year shall be called for by the Secretary in August each year.
- d. Voting shall be by show of hands or by ballot if decided by a majority of voting delegates present. The candidate receiving the greatest number of votes in the election for each position shall be declared elected.
- e. In the case of an equality of votes, the chairperson shall have a second or casting 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 to be elected.
- h. If the number of nominations received is more than the number of vacancies to be filled, an election shall be held.

6. GENERAL MEETINGS

- a. An annual general meeting must be held on or before 30 November each year at such date, time and place as determined by the Committee. In addition to the annual general meeting, at least two general meetings of the Association must be held each year at such date, time and place as determined by the Committee.
- b. Notice of a general meeting (other than a special general meeting) stating the date, time and place and the business to be conducted at the meeting must be given to Member Clubs at least 14 days before the meeting.

- c. A special general meeting of the Association must be called on the request, in writing, of not less than five voting delegates or by decision of the Committee.
- d. Notice of a special general meeting must be given to Member Clubs at least 21 days before the meeting is to be held stating the date, time and place of the meeting and the nature of the business to be conducted at the meeting. A statement setting out the purposes for which the meeting has been called and any proposed motions must accompany the notice of meeting.
- e. Any notice of motion or other business (other than to amend the Constitution, the By-laws or Standing Resolutions) must be submitted to the Secretary, in writing, at least 21 days prior to the meeting at which the motion is to be formally proposed. The Secretary must include that motion or other business in the notice calling the next general meeting to be held at least 21 days after the motion or other business is received by the Secretary.
- f. Any notice of motion to amend the Constitution, the By-laws or Standing Resolutions must be submitted to the Secretary, in writing, at least 28 days prior to the meeting at which the motion is to be formally proposed. The Secretary must include that motion in the notice calling the next general meeting to be held at least 28 days after the motion is received by the Secretary.
- g. No business other than that set out in the notice convening the meeting may be conducted at any general meeting.
- h. A quorum at general meetings shall be the number of voting delegates representing at least 15% of Member Clubs.
- i. The President or, in their absence or inability to do so, the Vice-President shall preside at all meetings. In the absence of both, the voting delegates present shall elect a chairperson.
- j. At any general meeting a voting delegate shall have one vote. Voting by proxy is not permitted.
- k. Voting shall be by a show of hands or by ballot if decided by a majority of voting delegates.
- l. A motion is carried if more than half of the voting delegates present and voting at a general meeting vote in favour of the motion.
- m. A special resolution is passed if not less than three quarters of the voting delegates present and voting at a general meeting vote in favour of the motion. At least 21 days' notice must be given of any general meeting at which a special resolution is to be proposed.
- n. In the case of an equality of votes, the chairperson shall have a second or casting vote.
- o. The minutes of each meeting, when confirmed, must be signed by the chairperson of the meeting at which the minutes are approved.
- p. Notice of any meeting (including a Committee meeting) may be sent:
 - (i) by prepaid post to the address appearing in the register of members; or
 - (ii) if the Member Club requests, by facsimile transmission or electronic transmission.

7. SUBSCRIPTIONS

- a. Member Clubs must pay a joining fee (if any) and an annual subscription as provided for in the By-Laws or Standing Resolutions.
- 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 31 May each year. Should a Member Club not have paid the annual subscription by 30 June, the Committee may recommend to voting delegates termination of the membership of the Member Club.

- d. Where a club joins the Association during the year, a pro rata subscription is payable.

8. FINANCE

- a. The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Committee may determine.
- b. The financial year of the Association is each period of 12 months ending on 30 September.
- c. The financial statements together with the audit report or review (if required) for the financial year shall be presented to the annual general meeting.
- d. *A copy of the financial statements (and any accompanying audit report or review) shall be sent each year to all Member Clubs and to Probus South Pacific Limited.*
- e. The Treasurer, or in the absence of the Treasurer a member of the Committee, shall be authorised by the Committee, to 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 within two working days of receiving the funds.
- f. Cheques or electronic funds transfers in payment of accounts shall be signed or authorised on-line in the bank's website by any two of the President, Vice-President, Secretary or Treasurer.
- g. The Association must keep financial records that correctly record and explain its transactions, financial position and performance and enable financial statements to be prepared as required by the Act.
- h. The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- i. For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met. Those requirements include:
 - (i) the preparation of the financial statements;
 - (ii) if required, the review or auditing of the financial statements;
 - (iii) the certification of the financial statements by the Committee;
 - (iv) the submission of the financial statements to the annual general meeting of the Association;
 - (v) the lodgement with the Registrar of Incorporated Associations ("the Registrar") of the financial statements and accompanying reports, certificates, statements and fee.

9. DUTIES OF THE COMMITTEE

- 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 notice of his or her appointment within 14 days after the appointment.
- c. The Secretary must keep records of membership and attendance of delegates at meetings, must record and preserve the minutes of meetings and perform such other duties as ordinarily pertain to the office.
- d. The Secretary must keep a register of members in which must be recorded the Member Clubs' names and addresses, voting delegates names and addresses, telephone numbers, date of joining or resignation and such other information as the Association may require.
- e. The Committee must ensure that accurate minutes are taken and kept of each Committee meeting and all general meetings of the Association. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote. The Secretary must ensure the minutes are entered in a minute book.

- f. The Treasurer shall have custody of all funds of the Association and must account for same to the Association annually, submit quarterly reports to voting delegates and perform such other duties as ordinarily pertain to the office.
- g. Except as otherwise provided in this Constitution, the Secretary must keep custody or under control all books, documents and securities of the Association.
- h. All accounts, books, documents and securities of the Association must be available for inspection by any voting delegate upon request.
- i. The Committee must on request make copies of this Constitution available to Member Clubs and applicants for membership free of charge.
- j. Subject to the right of the Committee to refuse to permit a Member Club 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 Club may request a copy of any of the records relating to the Member Club. The Association may charge a reasonable fee for copies of such records.

10. INFORMATION

- a. *Each year the Association shall provide the information required by Probus South Pacific Limited concerning membership, meeting arrangements and members of the Committee for the ensuing year.*
- b. *The Association shall provide information on other matters as and when required by Probus South Pacific Limited.*

11. DISCIPLINE OF MEMBER CLUBS AND DELEGATES

- a. A complaint may be made to the Committee by any Member Club that another Member Club or a delegate of a Member Club:
 - (i) has refused or neglected to comply with a provision or provisions of this Constitution, or
 - (ii) has wilfully acted in a manner prejudicial to the interests of the Association.
- b. The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- c. If the Committee decides to deal with the complaint, the Committee:
 - (i) must cause notice of the complaint to be served on the Member Club concerned, and
 - (ii) must give the Member Club at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - (iii) must take into consideration any submissions made by the voting delegate of the Member Club in connection with the complaint.
- d. The Committee may, by resolution, expel the Member Club from the Association or suspend the Member Club from membership of the Association 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. The Committee may, by resolution, exclude from general meetings any delegate of a Member Club who it considers to be unruly or to have breached subclause a.
- e. If the Committee expels or suspends a Member Club the Secretary must, within 7 days after the action is taken, give written notice to the voting delegate of the Member Club and to the Member Club of the action taken, of the reasons given by the Committee for having taken that action and of the Member Club's right of appeal under clause 12. If the Committee excludes a delegate from a general meeting the Secretary must, within 7 days after the action is taken, give written notice to the delegate's Member Club of the action taken and the reasons given by the Committee for having taken that action. There shall be no right of appeal by either the delegate or the delegate's Member Club.

- f.* The expulsion or suspension does not take effect:
- (i) until the expiration of the period within which the Member Club is entitled to appeal against the resolution concerned, or
 - (ii) if within that period the Member Club exercises its right of appeal, unless and until the Association confirms the resolution under clause 12,
- whichever is the later.

12. RIGHT OF APPEAL OF DISCIPLINED MEMBER CLUB

- a.* A Member Club may appeal to the Association at a general meeting against a resolution of the Committee under clause 11, within 7 days after notice of the resolution is served on the Member Club, 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 Club intends to reply for the purposes of the appeal.
- c.* On receipt of a notice of appeal from a Member Club under subclause *a.*, the Secretary must notify the Committee which is to convene a general meeting to be held within 28 days after the date on which the Secretary received the notice.
- d.* At a general meeting convened under subclause *c.*:
 - (i) the Committee and the Member Club must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (ii) the voting delegates present must 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 voting delegates present and voting at the general meeting.

13. DISPUTES & GRIEVANCES

- a.* The procedures set out in this clause apply to disputes between:
 - (i) a voting delegate and another voting delegate (in their capacity as representatives of Member Clubs),
 - (ii) a voting delegate and the Association, or
 - (iii) a Member Club and the Association.
- b.* The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 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 10 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 voting delegate and another voting delegate, a person appointed by the Committee; or
 - (b) in the case of a dispute between a voting delegate and the Association or a Member Club and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- e.* A voting delegate can be a mediator.

- f. The mediator cannot be a person 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 or otherwise at law.

14. NON-PROFITABILITY

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 voting delegates provided that nothing herein shall prevent the payment in good faith of remuneration to any member of the Committee, Member Club, or voting delegate for any services rendered to the Association, or reimbursement of expenses incurred on behalf of the Association.

15. BY-LAWS AND STANDING RESOLUTIONS

The Association may by a majority decision of voting delegates adopt By-laws or Standing Resolutions not inconsistent with this Constitution, embodying additional provisions for the management of the Association. Such By-laws or Standing Resolutions may be amended from time to time as provided therein.

16. WINDING UP

- a. *On winding up, the funds and assets 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 and assets 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, personally owed by the Member Club to the Association.*
- c. *The liability of the voting delegates 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, personally owed by the voting delegates to the Association.*

17. AMENDMENT

- a. *The bold and italic typeface wording in this Constitution may be amended only by Probus South Pacific Limited.*
- b. *Subject to subclause a., this Constitution may be amended by a special resolution passed at a general meeting of the Association.*
- c. *Proposed amendments to this Constitution shall require prior approval by Probus South Pacific Limited (before submission to Member Clubs and Consumer Affairs Victoria) and shall not be effective unless amended by special resolution of voting delegates present and voting at a general meeting and approved by the Registrar.*

CERTIFICATION

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 voting delegates present and voting at a meeting held on the 26th day of November, 2018

.....
(President's Signature)

.....
(Secretary's Signature)