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AMENDMENTS TO THE STANDARD PROBUS CLUB CONSTITUTION

Dear President

Our previous letter dated March, 2007 was forwarded to all accredited Probus clubs. Based on Probus Centre – South Pacific Inc. (PCSP) Policy to review Constitutional documents every three years the PCSP called for proposals to amend the Standard Probus Club Constitution.

The basis for the letter was to provide clubs with an opportunity to submit what they consider to be necessary changes to the Standard Probus Club Constitution. In maintaining accreditation as a Probus club all accredited clubs are bound by the Preamble and the 12 Articles of the Standard Probus Club Constitution.

Clubs responded to the 'call for amendments' by either submitting proposed amendments for consideration or advising they did not wish to propose amendments because they were confident and satisfied with the existing February 2005 document.

In accordance with PCSP Review and Amendment Policy this letter serves to inform clubs that Stage 1 and Stage 2 have now been completed and submissions are closed.

Implementation of Stage 3:

Following receipt and consideration of submissions, the PCSP Committee of Management now presents the following proposed amendments for clubs to consider:

Proposal 1 – Standard Probus Club Constitution ARTICLE III (a)

ORIGINAL WORDING

"Membership of this club shall be open to retired and semi-retired professional and business people and others who have held positions of responsibility in any worthy vocation and who appreciate and value opportunities for social contact with others in similar circumstances."

AMENDMENT PROPOSAL - remove the words 'who have held positions of responsibilities in' and add the word 'from'.

AMENDMENT PROPOSAL WORDING:

"Membership of this club shall be open to retired and semi-retired professional and business people and others from any worthy vocation and who appreciate and value opportunities for social contact with others in similar circumstances."

**Proposal 2 –
Standard Probus Club Constitution
ARTICLE IV (b)**

ORIGINAL WORDING

“Officers and committee members shall be elected annually in accordance with the by-laws. The term of office of the president shall be one year, which may be extended to not more than two years if required due to special circumstances. The foundation president may serve two successive terms if the club has been formed less than nine months before the first Annual General Meeting.”

AMENDMENT PROPOSAL – add the word 'consecutive'.

AMENDMENT PROPOSAL WORDING:

“Officers and committee members shall be elected annually in accordance with the by-laws. 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. The foundation president may serve two successive terms if the club has been formed less than nine months before the first Annual General Meeting.”

**Proposal 3 –
Standard Probus Club Constitution
ARTICLE V (c)**

AMENDMENT PROPOSAL – addition of a new clause.

AMENDMENT PROPOSAL WORDING:

“Newly elected officers shall take office from April 1 each year.”

**Proposal 4 – New Zealand clubs ONLY
Standard Probus Club Constitution
ARTICLE IX – WINDING UP**

ORIGINAL WORDING

“On winding up, the funds 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.”

AMENDMENT PROPOSAL – to meet the requirements of the New Zealand Inland Revenue Department replace with the following:

“In the event that for whatever reason a decision is made by the members that the Club shall cease to function and that its affairs be wound up such funds and property as it may then possess shall be transferred to another Probus Club or similar organisation or donated to an appropriate charitable purpose. No member of the Club shall be entitled to benefit directly from such disposal of Club assets.”

(Bold type wording is a requirement of NZ Inland Revenue Department)

Proposal 5 – New Zealand clubs ONLY
Standard Probus Club Constitution
ARTICLE XII – AMENDMENT

ORIGINAL WORDING: “(a) Except as provided in this Article (b), this Constitution may be amended only with the approval of Probus Centre – South Pacific Incorporated.”

AMENDMENT PROPOSAL – to meet the requirements of the New Zealand Inland Revenue Department add the following:

“and provided also that no amendment shall be permitted if it in any way affects the non profit status of the Club.”

Proposal 6 – New Zealand clubs ONLY
Recommended By-laws
ARTICLE IX – AMENDMENT

ORIGINAL WORDING:

“(a) These By-laws may be amended at a general meeting of the club, a quorum being present, by the affirmative vote of not less than three-quarters of the members present voting, notice of such proposed amendment having been published to all members at least 21 days before such meeting.”

AMENDMENT PROPOSAL - to meet the requirements of the New Zealand Inland Revenue Department replace with the following:

“(a) These By-laws may be amended at a general meeting of the club, a quorum being present, by the affirmative vote of not less than three-quarters of the members present voting, notice of such proposed amendment having been published to all members at least 21 days before such meeting and provided that no amendment shall be permitted if it in any way affects the non profit status of the Club.”

Proposal 7 – New Zealand clubs ONLY
Recommended By-laws
ARTICLE X - NEW WINDING-UP OF CLUB CLAUSE

AMENDMENT PROPOSAL - to meet the requirements of the New Zealand Inland Revenue Department add the following:

“In the event that for whatever reason a decision is made by members that the Club shall cease to function and that its affairs be wound up such funds and property as it may then possess shall be transferred to another Probus Club or similar organisation or donated to an appropriate charitable purpose. No member of the Club shall be entitled to benefit directly from such disposal of Club assets.”

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To ensure the success of the process, it is paramount that clubs consider the proposal(s) and determine, by resolution of members, either **support** or **objection** to such proposal(s).

This is an opportunity to be involved in the decision making of constitutional amendments. Clubs are encouraged to accept this opportunity and treat the matter with priority and respond urgently.

The attached form needs to be completed, indicating your support or objection to the proposed amendment(s) and returned to:

The Honorary Secretary,
PCSP Committee of Management
P. O. Box 1294,
PARRAMATTA N.S.W. 2124 AUSTRALIA

Please return the completed Amendment Proposal Form by 31st January 2008. Returns received after this date will not be accepted.

The voting system adopted.

Probus Centre – South Pacific Inc. requires more than a 25% objection vote by accredited clubs **not to enact** a proposed amendment.

This means that all clubs should take an active, responsible position and vote indicating your objection to a proposed amendment.

This review may result in no amendments – the decision lies with all clubs.

Amendments to the constitution may then require an amendment to flow onto the PCSP Recommend By-laws and Club Incorporated Constitutions.

Following the vote by clubs, should there be a need to adopt amendments to the constitution, clubs will need to amend their constitutions in the following manner:

- Unincorporated clubs will be required to give members 21 days written notice, formally adopt the amendments by **Special Resolution**, record in the Minutes and update constitutional documents.
- Incorporated clubs will be required to give members 21 days written notice, formally adopt the amendments by **Special Resolution**, record in the Minutes, complete forms for registration with the state/territory/country department, pay the scheduled fee and update constitutional documents.

Probus clubs are reminded of their responsibilities to ensure their constitutional documents meet the requirements of accreditation. By following the above procedures, all requirements have been met, thus ensuring insurance cover for members and guests under the PCSP insurance policies.

If you have any concerns or wish to discuss the proposals please feel free to call our office Toll Free 1800 630 488 within Australia and Toll Free 0800 14776 287 within New Zealand.

Remember, the results of Stage 3 depend on your response before 31st January 2008 – no response may result in the amendments being enacted.

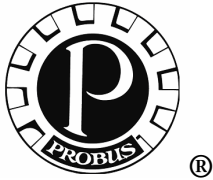
Your involvement in this 3-year Constitutional Review and continued support of your Probus Centre is sincerely appreciated.

Kind regards,

Pat Atkinson
Manager

September, 2007

Probus Centre – South Pacific Inc.
Level 2, 43 Hunter Street, Parramatta NSW 2124 AUSTRALIA
Telephone: (02) 9806 0100 Facsimile: (02) 9633 4779
Toll Free within Australia 1800 630 488
Toll Free within New Zealand 0800 14776 287
Email: probus@probus.com.au www.probus.com.au



PROBUS CENTRE – SOUTH PACIFIC INC. 2008 CONSTITUTIONAL REVIEW

PLEASE COMPLETE THIS FORM AND RETURN AS A MATTER OF URGENCY
AMENDMENTS TO PROBUS STANDARD CONSTITUTION PROPOSALS

NAME OF PROBUS CLUB _____

CLUB NO. _____

NAME OF CLUB CONTACT PERSON _____

POSTAL ADDRESS _____

POSTCODE _____

TELEPHONE NUMBER AND AREA CODE _____

DATE OF CLUB MEETING AT WHICH PROPOSALS WERE CONSIDERED BY MEMBERS _____

PLEASE INDICATE EITHER SUPPORT OR OBJECTION TO PROPOSAL(S) BY TICKING THE
APPROPRIATE BOX

SUPPORT OBJECTION

**Proposal 1 – Standard Probus Club Constitution
ARTICLE III – (a)**

ORIGINAL WORDING

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**Proposal 2- Standard Probus Club Constitution
ARTICLE IV (b)**

SUPPORT OBJECTION

ORIGINAL WORDING

“Officers and committee members shall be elected annually in accordance with the by-laws. The term of office of the president shall be one year, which may be extended to not more than two years if required due to special circumstances. The foundation president may serve two successive terms if the club has been formed less than nine months before the first Annual General Meeting.”

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**Proposal 3 – Standard Probus Club Constitution
ARTICLE V (c) new**

SUPPORT OBJECTION

AMENDMENT PROPOSAL – addition of new clause.

AMENDMENT PROPOSAL WORDING:

“Newly elected officers shall take office from April 1 each year.”

SUPPORT OBJECTION

**Proposal 4 – New Zealand Probus clubs ONLY
Standard Probus Club Constitution**

<input type="checkbox"/>	<input type="checkbox"/>
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ARTICLE IX – WINDING UP

ORIGINAL WORDING

“On winding up, the funds 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.”

AMENDMENT PROPOSAL – to meet the requirements of the New Zealand Inland Revenue Department add the following:

“In the event that for whatever reason a decision is made by the members that the Club shall cease to function and that its affairs be wound up such funds and property as it may then possess shall be transferred to another Probus Club or similar organisation or donated to an appropriate charitable purpose. No member of the Club shall be entitled to benefit directly from such disposal of Club assets.”

SUPPORT OBJECTION

**Proposal 5 – New Zealand Probus clubs ONLY
Standard Probus Club Constitution**

<input type="checkbox"/>	<input type="checkbox"/>
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ARTICLE XII – AMENDMENT

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“and provided also that no amendment shall be permitted if it in any way affects the non profit status of the Club.”

**Proposal 6 – New Zealand Probus clubs ONLY
Recommended By-laws
ARTICLE IX – AMENDMENT**

SUPPORT OBJECTION

<input type="checkbox"/>	<input type="checkbox"/>
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ORIGINAL WORDING: "(a) These By-laws may be amended at a general meeting of the club, a quorum being present, by the affirmative vote of not less than three-quarters of the members present voting, notice of such proposed amendment having been published to all members at least 21 days before such meeting."

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**Proposal 7 – New Zealand Probus clubs ONLY
Recommended By-laws
ARTICLE X - NEW WINDING-UP OF CLUB CLAUSE**

SUPPORT OBJECTION

<input type="checkbox"/>	<input type="checkbox"/>
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SIGNED BY
PRESIDENT

.....
SECRETARY

DATED

Return to:
THE HON. SECRETARY
PROBUS CENTRE – SOUTH PACIFIC INC.
P. O. BOX 1294
PARRAMATTA N.S.W. 2124 AUSTRALIA

Please return completed form by 31st January, 2008