

Probus Centre – South Pacific Inc.

OFFICIAL FORMAL NOTICE

In accordance with amendment requirements, as authorised by Probus Centre – South Pacific Inc., (PCSP) all accredited Probus clubs are asked to formally adopt these amendments to ensure continued accreditation as a Probus club.

Incorporated Probus clubs are required to formally adopt these amendments forthwith and to take all steps necessary to comply with the incorporation legislation.



PROBUS CENTRE – SOUTH PACIFIC INC.
OFFICIAL NOTICE
Amendment to the Standard Probus Club Constitution

As the accrediting body, Probus Centre – South Pacific Inc. wish to advise the formal adoption and enacting of the following amendments to the *Standard Probus Club Constitution* as at February, 2008.

Proposal 1 – Standard Probus Club Constitution

Article III (a) – Membership – remove the words 'who have held positions of responsibilities in' and add the word 'from'.

The article to now read:

'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) – Management – add the word 'consecutive'.

The article to now read:

'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) – Meetings – addition of new clause

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

Proposal 4 – Standard Probus Club Constitution

Article IX – Winding Up – replace current clause 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.'

Proposal 5 – Standard Probus Club Constitution

Article XII (a) – Amendment – add 'and provided also that no amendment shall be permitted if it in any way affects the non profit status of the Club.'

The article to now read:

'Except as provided in this Article (b), this constitution may be amended only with the approval of Probus Centre – South Pacific Incorporated and provided also that no amendment shall be permitted if it in any way affects the non profit status of the Club.'

Proposal 6 – Recommended By-Laws

Article IX – Amendment – add “and provided also that no amendment shall be permitted if it in any way affects the non profit status of the Club.’

The article to now read:

‘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 and 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 – Recommended By-Laws

Article X – Addition of new Winding Up clause

‘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.

Probus clubs are required to formally adopt these amendments forthwith.

Incorporated Probus clubs are required to formally adopt these amendments forthwith and to take all steps necessary to comply with the incorporation legislation.

Authorised by
Probus Centre – South Pacific Inc. Board of Management
February 2008

NEW ZEALAND

URGENT ATTENTION - Probus Club Management Committee

As you are aware, Probus Centre – South Pacific Inc. undertook the second 3-Year Review of the Standard Probus Club Constitution and sought participation by clubs for both proposing amendments and indicating objection for recommended proposed amendments. This review closed on January 31st, 2008.

In total, 1,538 clubs participated in the final outcome, which totaled 68.54% of the 2244 accredited clubs.

As authorised, Probus Centre – South Pacific Inc. Constitutional sub-committee considered all proposals and made recommendation back to, and were supported by the full Probus Centre – South Pacific Inc. Board of Management.

The proposals put forward were not necessarily endorsed by Probus Centre Board but were recommended on reasonable grounds of merit and **solely submitted by individual clubs**.

As a result of the 2008 3-year Constitutional Review the amendments have been enacted and endorsed by Probus Centre – South Pacific Inc.

Probus Centre – South Pacific Inc. Board provides the enclosed OFFICIAL FORMAL NOTICE and 3-YEAR CONSTITUTIONAL REPORT for the information and interest of your members.

Please follow the steps included to adopt the amendments for unincorporated clubs (pages 2-3) and incorporated clubs (pages 4-5) or contact Probus Centre for further advice.

Copies of the New Zealand Standard Probus Club Constitution and Recommended By-Laws dated February 2008 are available on request from Probus Centre by electronic format or post. The document may be downloaded as a PDF from www.probus.com.au

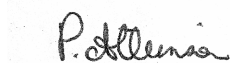
A master copy of the PCSP Recommended Incorporated Constitution dated February 2008 is available on request from Probus Centre by electronic format or post.
(No large printed quantities are available.)

Thank you to clubs for their participation, input, support and encouragement.

Probus Centre further advise that the Board will move to establish a new Policy to undertake the Standard Probus Club Constitutional Review every 5 years.
Clubs are asked to include a budget line to cover the costs associated with future reviews.

With kind regards and best wishes for continued Probus goodwill and fellowship,

Yours in Probus Service,



Pat Atkinson
General Manager

March 2008

METHOD OF ADOPTION - Un-incorporated clubs ONLY

Step 1

Provide members with 21 days written notice of the two 'Notice of Motions'

CONSTITUTION

Introduction – In accordance with the requirements for continued accreditation as a Probus club, members are asked to formally adopt the recommended amendments proposed by Probus Centre – South Pacific Inc.

NOTICE OF MOTION

Probus clubs are advised to formally adopt amendments to Article III (a) Membership, Article IV (b) Management and new Article V (c) of the Standard Probus Club Constitution as revised February 2008.

Membership Article III (a)

The article to now read:

'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.'

Management Article IV (b)

The article to now read:

'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.'

Meetings Article V (c) (new clause)

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

Winding up Article IX

'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 organization or donated to an appropriate charitable purpose. No member of the Club shall be entitled to benefit directly from such disposal of Club assets.'

Amendment – Article XII (a)

'Except as provided in this Article (b), this constitution may be amended only with the approval of Probus Centre – South Pacific Incorporated and provided also that no amendment shall be permitted if it in any way affects the non profit status of the Club.'

RESOLUTION

Members resolved by "Special Resolution" to formally adopt the amendments to the PCSP Standard Probus Club Constitution as revised February 2008.

BY-LAWS

Introduction – Members are asked to formally adopt the recommended amendments proposed by Probus Centre – South Pacific Inc. to PCSP Recommended By-Laws revised February 2008.

NOTICE OF MOTION

Probus clubs are advised to formally adopt amendments to Article IX - Amendment and new Article X of the PCSP Recommended By-Laws revised February 2008.

Amendment Article IX

The article to now read;

'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 and 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.'

Winding Up Article X (new clause)

'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 would up such funds and property as it may possess shall be transferred to another Probus Club or similar organization or donated to an appropriate charitable purpose. No member of the Club shall be entitled to benefit directly from such disposal of Club assets.'

RESOLUTION

Members resolved by "Special Resolution" to formally adopt the amendments to the PCSP Recommended By-Laws revised February 2008.

Step 2

Once your club has adopted the amendments please provide a signed and dated copy of your constitutional documents to Probus Centre for our records.

Step 3

The Probus year begins April 1st each year and ends March 31st each year.

A consequence of the new clause – Meetings – Article V (c) - 'Newly elected officers shall take office from April 1 each year.' – Probus Centre recommends that clubs recognise the period of election of officers and their taking office as a 'caretaker' period.

The following Standing Resolution is recommended to authorise the newly elected officers to meet and discuss the plans for the year, register new signatories and attend to any urgent matters that may arise. (Example: meeting venue burns down, a member of the committee resigns unexpectedly due to ill health etc.)

'Members elected at the Annual General Meeting shall be authorised to administer the affairs of the club prior to April 1st, and shall report on such matters to the members at the April general meeting for ratification'.

03/08

METHOD OF ADOPTION - Incorporated clubs ONLY

Step 1

Provide members with 21 days written notice of the two 'Notice of Motions'

CONSTITUTION

Introduction – in accordance with the requirements for continued accreditation as a Probus club, members are asked to formally adopt the recommended amendments proposed by Probus Centre – South Pacific Inc.

NOTICE OF MOTION

Incorporated Probus clubs are advised to formally adopt amendments by 'Special Resolution' to Article 3 (a) and Article 4 (b) of the PCSP Recommended Incorporated Probus Club Constitution as revised February 2008.

Reference;

Membership Article 3 (a)

The article to now read:

'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.'

Management Article 4 (b)

The article to now read:

'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.'

Meetings Article 5 (d) (new clause)

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

Winding Up Article 9 (a)

'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 organization or donated to an appropriate charitable purpose. No member of the Club shall be entitled to benefit directly from such disposal of Club assets.'

Amendment Article 12 (a)

'Except as provided in this Article (b), this constitution may be amended only with the approval of Probus Centre – South Pacific Incorporated and provided also that no amendment shall be permitted if it in any way affects the non profit status of the Club.'

RESOLUTION

Members resolved by "Special Resolution" to formally adopt the amendments proposed by Probus Centre – South Pacific Inc. and to take appropriate action to meet statutory requirements of the Registrar of Incorporated Societies and the Inland Revenue Department.

BY-LAWS

Introduction – Members are asked to formally adopt the recommended amendments proposed by Probus Centre – South Pacific Inc. to PCSP Recommended By-Laws revised February 2008.

NOTICE OF MOTION

Probus clubs are advised to formally adopt amendments to Article IX - Amendment and new Article X of the PCSP Recommended By-Laws revised February 2008.

Amendment Article IX

The article to now read;

'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 and 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.'

Winding Up Article X (new clause)

'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 possess shall be transferred to another Probus Club or similar organization or donated to an appropriate charitable purpose. No member of the Club shall be entitled to benefit directly from such disposal of Club assets.'

RESOLUTION

Members resolved by "Special Resolution" to formally adopt the amendments to the PCSP Recommended By-Laws revised February 2008.

Step 2

Once your club has adopted the amendments please provide a signed and dated copy of your constitutional documents for PCSP records.

Step 3

The Probus year begins April 1st each year and ends March 31st each year.

A consequence of the new clause – Meetings – Article V (c) - 'Newly elected officers shall take office from April 1 each year.' – Probus Centre recommends that clubs recognise the period of election of officers and their taking office as a 'caretaker' period.

The following Standing Resolution is recommended to authorise the newly elected officers to meet and discuss the plans for the year, register new signatories and attend to any urgent matters that may arise. (Example: meeting venue burns down, a member of the committee resigns unexpectedly due to ill health etc.)

'Members elected at the Annual General Meeting shall be authorised to administer the affairs of the club prior to April 1st, and shall report on such matters to the members at the April general meeting for ratification'.

Special Attention to those incorporated clubs that have developed their own incorporated constitutions;

*Probus clubs that have developed their own constitutional documents **must ensure** that the Preamble and the 11 Articles of the Standard Probus Club Constitution as revised February 2008 are embodied in their documents and such constitutional documents must meet the approval of Probus Centre – South Pacific Inc.*