



PROBUS CENTRE – SOUTH PACIFIC INC.

3-YEAR CONSTITUTIONAL REVIEW

2008 REPORT

Background

Accreditation and Constitutional requirements

Clubs may only be sponsored and formed by a Rotary club as a 'Community Service Project'.

Probus Centre – South Pacific Inc. are the delegated authority for determining policy matters relating to Probus within Australia, New Zealand, Papua New Guinea, Cook Island, New Caledonia, Norfolk Island, Tonga, American Samoa, Western Samoa, Timor Leste, Vanuatu, Philippines and the Solomon Islands.

When a club is first formed the foundation members adopt the Standard Probus Club Constitution and agree to comply with its provisions, as amended from time to time by Probus Centre – South Pacific Inc.

Accreditation as a Probus club gives the club permission to use the Probus name and Probus emblem and to self govern the club, in accordance within the provisions of the Constitution.

It is important that all club officers be familiar with the Constitution and adopted By-laws.

To understand and recognise the difference is equally important – the Constitution may only be amended with the approval of Probus Centre – South Pacific Inc., whilst By-laws may be amended from time to time by resolution of club members.

The role of the Management Committee is to administer the affairs of the club in accordance with the adopted Constitution and By-laws and to ensure all constitutional and legal requirements are met. Unless the membership has delegated greater authority to the Management Committee, recommendations should be brought to the membership for discussion and consideration. This ensures the wishes of the membership are formally approved, adopted and recorded in the Minutes.

Standard Probus Club Constitution and recommended By-Laws.

The Standard Probus Club Constitution and recommended By-laws was first issued in 1985.

In the past, it had been the sole responsibility of Probus Centre – South Pacific Inc. to amend the Standard Probus Club Constitution without consultation with accredited clubs.

ALL clubs retain their accreditation under the Preamble and the 12 Articles of the Standard Probus Club Constitution.

PCSP 3 Year Review of the Standard Probus Club Constitution

Clubs indicating the need to limit amendments and the need for club input influenced the establishment of the 3-year Constitutional review.

PCSP are authorised to call for proposals, review and consider proposals, present proposals and in accordance with the policy to enact amendments if less than 25% of accredited clubs object to a proposed amendment.

Probus Centre – South Pacific Inc. to restrict amendments to 3-year intervals and to involve the clubs with an opportunity to propose amendments and then voice an opinion to object to proposed amendments within a time line of four stages.

The review was related to the 12 Articles of the Standard Probus Club Constitution.

Stage 1

Accredited Probus clubs, with the approval of the membership, may submit an amendment recommendation to Probus Centre – South Pacific Inc., referencing the Article, the wording change or suggestion and on what grounds they see the need for an amendment to the Standard Probus Club Constitution. Applications will be accepted for consideration on the official 'Proposed Amendment Form'.
Submissions close – 6 August 2007

Stage 2

Submissions will be considered at the 12/13 August 2007 Probus Centre – South Pacific Inc. Committee of Management meeting.

Stage 3

Amendment proposals will be published 1 October 2007 and clubs are asked to indicate their support or objection to the proposed amendment(s).
Response date closes – 31 January 2008.

Stage 4

Probus Centre – South Pacific Inc. will formally adopt proposals (if any) at February 2008 Probus Centre – South Pacific Inc. Board meeting and will formally advise clubs accordingly.

Some 100 proposals were received by PCSP related to the 12 Articles of the Standard Probus Club Constitution. (Some proposals were duplicated) Further submissions were received in relation to Recommended By-laws and were also considered.

Suggestions received in relation to the 'Recommended' Incorporated Constitutional documents were addressed by the Constitutional sub-committee and where necessary and practical have been earmarked for the re-print in 2008.

The Proposals

Proposal 1 – Standard Probus Club Constitution

Article III – Membership (a) – '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.'

Proposal: remove the words 'who have held positions of responsibility in' and add the word 'from'

Rationale: To not restrict membership to persons who have not held positions of responsibility whilst maintaining the concept of a club for professional and business persons and providing an opportunity to have contact with liked minded persons in a social situation.

Proposal 2 – Standard Probus Club Constitution

Article IV – Management (b) - '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.'

Proposal: add the word 'consecutive'

Rationale: To clarify that a president may be elected to a successive term of office.

Proposal 3 – Standard Probus Club Constitution

Article V – Meetings (c)

Proposal: addition of a new clause

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

Rationale: To indicate that the retiring committee completes their term of office at the close of the AGM and that the new officers take up their term of office on the first day of the Probus year – 1 April.

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

Response closure date was 31 January 2008.

PCSP Board of Management met in February 2008 to confirm the results and resolved to accept the amendments according to the PCSP Amendment Policy and review results.

Amendments to Article III (a), Article IV (b), Article V (c) of the Standard Probus Club Constitution were formally adopted and enacted.

INCORPORATED CLUBS ONLY:

Clubs who have adopted the PCSP incorporated '**Recommended' Probus Club Constitution** please note the appropriate articles that refer to the enacted amendments

Proposal 1 – 3 (a)

Proposal 2 – 4 (b)

Proposal 3 – 5 (b) - *This clause is included in the Recommended Incorporated Probus Clubs Constitutions for each state/territory as an amendable clause. Clubs who currently have this clause do not need to adopt the amendment. Any clubs who have previously amended this clause to have newly elected officers take office from a different date will have to adopt the current amendment*

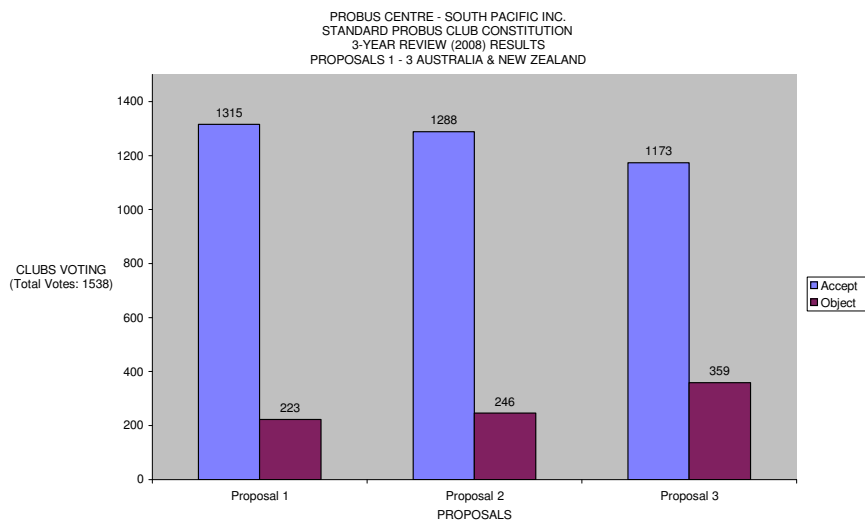
Method of Recording Responses

Legal advice was sought to establish the procedure to receive and record responses.

Mail was received daily and sorted by state.

Responses were entered onto an excel spreadsheet under headings of each proposal and recorded as objection, acceptance or abstain.

An overview of the results



Proposals 1, 2 and 3 received less than 561 objections from Australian & New Zealand clubs resulting in amendments being enacted.

Responses were received by 1,538 clubs, which totaled 68.54% of the 2,244 clubs.

Responses from clubs:

	Clubs	Responding Clubs	Percentage
ACT	24	21	87.50%
NSW	587	417	71.04%
NT	2	2	100.00%
QLD	187	125	66.84%
SA	218	164	75.23%
TAS	72	50	69.44%
VIC	589	407	69.10%
WA	108	72	66.66%
NZ	457	286	62.58%
Total	2,244	1,538	68.54%

Issues related to the review

The review has been well received by clubs and it is understood that members made their decisions based on what effect the changes would have on their individual club.

Letters received were acknowledged and a response was sent.

Some clubs took the opportunity to put forward their comments, criticisms and recommendations for the overall way the review was undertaken, some of which are included below.

- Why a review to amend? Feeling that the review was un-necessary.
- Recommendation to limit future reviews to 5 year program.
- Happy to be involved in the review.
- Pleased to have the opportunity to propose amendments.
- Happy with old system under PCSP authority to amend.
- Some misunderstanding of individual club constitutions and unawareness that the Preamble and the 12 Articles of the Standard Probud Club Constitution must be included.
- Some clubs confused over Model Rules and accreditation requirements.
- Some clubs seem to have lost the concept that to retain accreditation that any constitutional documents must embody the Preamble and 12 Articles.
- Some clubs unaware that they are bound to accept amendments to the Standard Probud Club Constitution.
- Concise presentation and provision of rationale made it easier to understand the proposals.
- Four stages and time line acceptable.
- Understanding that PCSP could not influence club's decisions on the proposals.
- Appreciation of referencing the proposed amendments for incorporated clubs.
- Recognise the inability of PCSP not to provide details of which clubs made the proposals and their reasoning.
- Apathy of some clubs not participating in the review process.

Re print of incorporated constitutional documents

The PCSP **'Recommended' Probus Club Constitution for incorporation** is suitable for a club seeking incorporation or for a club already incorporated to consider.

Clubs may choose to formally adopt the individual amendments or they may wish to consider formally adopting the updated incorporation documents. 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.)

Report presented by
Probus Centre – South Pacific Inc.
2008