



CONSTITUTION

TABLE OF CONTENTS

Contents

1.	Preamble	3
2.	Interpretation	3
3.	Name	3
4.	Objects.....	3
5.	Membership	3
6.	Application for Membership	4
7.	Annual Subscription	4
8.	Admission of new member clubs	4
9.	When membership ends	4
10.	Register of members	4
11.	Prohibition on use of information on register of member clubs.....	5
12.	Appointment or election of secretary	5
13.	Removal of secretary	5
14.	Functions of secretary	5
15.	Membership of Management Committee.....	6
16.	Nomination for Management Committee Positions	6
17.	Voting by Ballot	6
18.	Resignation, removal or vacation of office of Management Committee member	7
19.	Vacancies on Management Committee	8
20.	Functions of Management Committee.....	8
21.	Meetings of Management Committee	8
22.	Quorum for, and adjournment of, Management Committee meeting	9
23.	Special meetings of Management Committee	9
24.	Minutes of Management Committee meetings.....	9
25.	Appointment of subcommittees	9
26.	Acts not affected by defects or disqualifications.....	10
27.	Resolutions of Management Committee without meeting	10
28.	Annual general meetings of the Association	10
29.	Business to be conducted at annual general meeting	10
30.	Notice of general meeting	10
31.	Quorum for, and adjournment of, general meeting	10
35.	Voting at general meeting	11
36.	Special general meeting	11
37.	Proxies	12
38.	Minutes of general meetings	12
39.	By-laws	Error! Bookmark not defined.
40.	Alteration of rules	12
41.	Notice of Motion.....	12
42.	Funds and accounts	13
43.	General financial matters	13
44.	Documents.....	13
45.	Information	13
46.	Winding up and distribution of surplus assets	13
	APPENDIX A	15

Probus Association of Queensland Inc.

CONSTITUTION

1. Preamble

The PROBUS name and emblem are registered under the Australian and New Zealand Trademark Acts. They may be used only by Probus Clubs, Probus Associations and other bodies accredited by the Probus South Pacific Ltd, 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 Association must comply with the requirements of the Probus South Pacific Ltd. as included in this constitution.

2. Interpretation

2.1. In these rules

2.1.1. *Act* means the *Associations Incorporation Act 1981*.

2.1.2. **Member Club** - means a Probus Club accredited by Probus South Pacific Ltd and affiliated with the association.

2.1.3. **Club Member** - means a financial member of a Probus Club affiliated with the Association.

2.2. Where the association rules are inconsistent with the Act the Act prevails. (Sec. 1B of the Act).

2.3. A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

3. Name

The name of the incorporated association is **Probus Association of Queensland Inc.** (the Association).

4. Objects

The objects of the Association are—

4.1. Provide a vehicle for the exchange of ideas and information and discussion of matters of mutual interest between member clubs and club members.

4.2. Act to assist, coordinate and advise on matters of interest and benefit to member clubs and club members, providing guidance, sharing skills and working to develop clubs.

4.3. Confine its activities to the furtherance of these objectives to member clubs and club members.

4.4. Strive to be seen as a worthwhile organisation by the local community.

4.5. Not be, or be seen to be, a fund-raising body.

4.6. To 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 an Association meeting for the information of delegates.

4.7. Advise Probus South Pacific Ltd. where the use of the Probus name and emblem may be unauthorised, in particular for commercial purposes for which a license royalty is payable.

4.8. Comply with the Policy Requirements for Associations as promulgated by the Probus South Pacific Ltd.

5. Membership

5.1. The membership of the Association consists of member clubs.

5.2. The number of member clubs is unlimited.

5.3. Membership of the Association shall be voluntary and restricted to Probus clubs duly accredited by Probus South Pacific Ltd.

5.4. Each member club shall appoint one (1) delegate from amongst its own club members to act on that member club's behalf in the affairs of the Association.

6. Application for Membership

- 6.1. The applicant for membership of the Association must be a Probus Club duly accredited by Probus South Pacific Ltd and incorporated in the State of Queensland.
- 6.2. An application for membership must be:
 - 6.2.1. in writing on the Association's application form for membership; and
 - 6.2.2. signed by the Secretary and President of the applicant club; and
 - 6.2.3. accompanied by the payment of the application fee (if applicable) and the annual subscription.

7. Annual Subscription

- 7.1. The annual subscription fee for member clubs is the amount decided from time to time at a general meeting of the Association and listed in the Standing Resolutions.
- 7.2. The annual subscription is due on 1 January and payable by 31 March each year.

8. Admission of new member clubs

- 8.1. The Management Committee shall admit the applicant club to membership of the Association at the next Management Committee meeting held after it receives:
 - 8.1.1. the application for membership; and
 - 8.1.2. the membership fee (unless waived for the first year of a newly established club).

9. When membership ends

- 9.1. A member club may resign from the Association by giving a written notice of resignation to the secretary.
- 9.2. The resignation takes effect at:
 - 9.2.1. the time the notice is received by the secretary; or
 - 9.2.2. if a later time is stated in the notice, the later time.
- 9.3. The Management Committee may terminate membership if the member club has not paid the annual subscription by the 31 March of the year in which it is due.
- 9.4. The Management Committee shall reinstate membership following a termination made under sub rule 9.3 subject to the payment to the Association of the arrears accrued from the 1st of January in year of termination.
- 9.5. Membership ceases upon notification that the member club no longer holds accreditation with the Probus South Pacific Ltd.

10. Register of members

- 10.1. The Management Committee must keep a register of member clubs of the Association.
- 10.2. The register must include the following particulars for each member club:
 - 10.2.1. the full name of the member club;
 - 10.2.2. the postal address of the member club;
 - 10.2.3. the date of admission as a member club;
 - 10.2.4. the date of resignation of the member club;
 - 10.2.5. details about the termination or reinstatement of membership;
 - 10.2.6. any other particulars recommended by the Management Committee and decided by a majority of votes of the delegates present at a general meeting.
- 10.3. The register must be open for inspection by club members at all reasonable times.
- 10.4. Any application for inspection by a club member will only apply to that club member's own member club.
- 10.5. A club member must contact the secretary to arrange an inspection of the register.
- 10.6. However, the Management Committee may, on the application of a member club of the Association, withhold information about the member club (other than the member club's name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member club at risk of harm.

11. Prohibition on use of information on the register of member clubs

- 11.1. A club member and/or member club must not:
 - 11.1.1. use information obtained from the register of member clubs of the Association to contact, or send material to, another member club of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - 11.1.2. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member club of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 11.2. Sub rule 11.1.1 does not apply if the use or disclosure of the information is approved by the association.

12. Appointment or election of secretary

- 12.1. The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
 - 12.1.1. a club member elected by the Association as secretary; or
 - 12.1.2. any of the following persons appointed by the Management Committee as secretary:
 - [a] a member of the Association's Management Committee;
 - [b] another club member of the Association;
 - [c] another person.
- 12.2. If a vacancy occurs in the office of secretary, the members of the Management Committee must ensure a secretary is appointed for the Association within one (1) month after the vacancy occurs.
- 12.3. If the Management Committee appoints a person mentioned in sub rule 12.1.2(c) as secretary, other than to fill a casual vacancy on the Management Committee, that person does not become a member of the Management Committee.
- 12.4. However, if the Management Committee appoints a person mentioned in sub rule 12.1.2(b) as secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.
- 12.5. In this rule, ***casual vacancy*** on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

13. Removal of secretary

- 13.1. The Management Committee of the Association may at any time remove a person appointed by the committee as the secretary.
- 13.2. If the Management Committee removes a secretary, the person may not remain a member of the Management Committee.

14. Functions of secretary

The secretary's functions include, but are not limited to:

- 14.1. Calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Association; and
- 14.2. Keeping minutes of each meeting; and
- 14.3. Keeping copies of all correspondence and other documents relating to the Association; and
- 14.4. Maintaining the register of members of the Association.
- 14.5. Providing to Probus South Pacific Ltd information concerning membership, meeting arrangements and officers for the ensuing year and any other information as and when required by Probus South Pacific Ltd.

15. Membership of Management Committee

- 15.1. The Management Committee of the Association shall not exceed 12 members and consists of a president, vice president, secretary (elected or by appointment), treasurer, and up to six (6) other members declared duly elected at the Annual General Meeting.
- 15.2. A member of the Management Committee, other than a secretary appointed by the Management Committee under rule 12.1.2 [c] must be a club member.
- 15.3. A member of the Management Committee does not necessarily need to be the voting delegate of the member club.
- 15.4. The term of office of the President and other officers shall be as prescribed in the Standing Resolutions.
- 15.5. Not more than two club members from each member club shall be eligible for membership of the Management Committee. The eligibility requirement of two members from each club applies notwithstanding a club member holding membership in more than one member club.
- 15.6. Each Management Committee member has one vote at Management Committee meetings.
- 15.7. A club member may be appointed to a casual vacancy on the Management Committee. Such club member appointed may not override Rule 15.5.
- 15.8. At the close of each Annual General Meeting of the Association, serving members of the Management Committee must retire from office, but may be eligible on nomination for re-election in keeping with rules set out here-in.
- 15.9. Elected members of the Management Committee shall take office immediately following the close of the Annual General Meeting of the Association each year. Members declared elected at the Annual General Meeting shall be authorised to administer the affairs of the Association, and shall report on such matters to the members at the next general meeting for ratification.

16. Nomination for Management Committee Positions

- 16.1. A person may be a candidate only if the person is —
 - 16.1.1. an adult; and
 - 16.1.2. a financial member of a member club; and
 - 16.1.3. not ineligible to be elected as a member under Section 61A of the Act.
- 16.2. Nomination forms shall be provided by the Secretary upon request to any club member of a member club.
- 16.3. The Management Committee shall fix a closing date for the receipt of nominations which shall not be less than 30 days before the date fixed for the holding of the Annual General Meeting. Nomination forms shall be lodged with the Secretary on or before 5pm on the closing date for receipt of nominations.
- 16.4. The Secretary may declare invalid any nomination which does not strictly comply with the following conditions:
 - 16.4.1. All blank spaces shall be completed in English in legibly printed block capitals.
 - 16.4.2. The nomination shall be signed by the candidate and each nominator in their own handwriting, nominators being a current officer of the candidate's club, affiliated to the Association.
- 16.5. When the number of properly nominated candidates does not exceed the number of Management Committee vacancies, the Secretary will so certify to the Chairman of the Annual General Meeting who will declare such candidates duly elected at the ensuing Annual General Meeting.

17. Voting by Ballot

- 17.1. When the number of properly nominated candidates exceeds the Management Committee vacancy or vacancies, then an election will be held.
- 17.2. When an election by postal ballot is required and within 3 days of the close of nominations the Management Committee shall appoint a Returning Officer to conduct the election at the Annual General Meeting. The Returning Officer shall be a member of a member club

- affiliated with the Association provided the officer is not a member of a member club from which a candidate has nominated.
- 17.3. A candidate may withdraw a nomination within 7 days after the closing date for receipt of nominations. Withdrawal must be in the form of a signed written notification to the Returning Officer.
 - 17.4. The Returning Officer may treat a valid nomination as authority to include the name of the candidate in ballot papers and other material to be prepared and circulated by the Returning Officer.
 - 17.5. The Secretary shall provide to the Returning Officer a Register, current as at the date of the close of nominations, showing the name, membership number and postal address of member clubs entitled to vote.
 - 17.6. The Returning Officer and/or the Secretary shall prepare a ballot paper (hereinafter called “voting paper”) together with instructions as to the number of vacancies and the method of voting.
 - 17.7. The ballot paper may be accompanied by biographical information limited to 200 words and a passport size photograph about each candidate. Publication of a candidate’s details using any Association publication, correspondence or newsletter is prohibited. The Returning Officer may decline to include any words which are considered defamatory or inaccurate or offensive or constitute advocacy or viewpoint. Any dispute as to the nature of such material shall be resolved by the Returning Officer.
 - 17.8. When retiring members of the Management Committee are candidates for re-election, their names shall be distinguished by an asterisk and a note drawing attention to that fact shall appear at the foot of the voting paper.
 - 17.9. At the conclusion of the count the Returning Officer shall advise the AGM Chairman the number of valid votes received, the name of each candidate and the number of votes received by each candidate. The candidate or candidates, as the circumstances warrant, with the greatest number of votes received shall fill the vacant place or places on the Management Committee.
 - 17.10. The Returning Officer shall have a casting vote in the event of a deadlocked count. Any vacant Management Committee position after the declaration of the poll shall be filled in accordance with the provisions of Rule 20.
 - 17.11. Upon completion of a ballot the Returning Officer shall cause all voting papers to be bundled and safely kept until after the conclusion of the applicable Annual General Meeting. Unless otherwise resolved at the Annual General Meeting at which the result of the election is announced, the Returning Officer shall destroy all voting papers following the conclusion of the Annual General Meeting.

18. Resignation, removal or vacation of office of Management Committee member

- 18.1. For the purpose of these rules, the office of a Member of the Committee becomes vacant if the member
 - 18.1.1. ceases to be a member of a member club of the Association
 - 18.1.2. becomes an insolvent under administration within the meaning of the Corporations Law
 - 18.1.3. resigns his/her office in writing given to the Secretary
- 18.2. A member of the Management Committee may resign from the committee by giving written notice of resignation to the secretary.
- 18.3. The resignation takes effect at—
 - 18.3.1. the time the notice is received by the secretary; or
 - 18.3.2. if a later time is stated in the notice, then the later time.
- 18.4. A member of the Management Committee may be removed from office at a general meeting of the Association if a majority of the delegates present and eligible to vote at the meeting vote in favour of removing the member.

- 18.5. Before a vote of delegates is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 18.6. A member has no right of appeal against removal from office under this rule.
- 18.7. A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

19. Vacancies on Management Committee

- 19.1. If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another club member to fill the vacancy until the next annual general meeting.
- 19.2. The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- 19.3. However, if the number of committee members is less than the number fixed under rule 22(1) as a quorum of the Management Committee, the continuing members may act only to—
 - 19.3.1. increase the number of Management Committee members to the number required for a quorum; or
 - 19.3.2. call a general meeting of the Association.

20. Functions of Management Committee

- 20.1. Subject to these rules or a resolution of the delegates carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the association.
- 20.2. The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act and requirements (if any) of Probus South Pacific Ltd. (*Note*—The Act prevails if the Associations rules are inconsistent with the Act—see section 1B of the Act.)

21. Meetings of Management Committee

- 21.1. Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- 21.2. The Management Committee must meet at least once every 4 months to exercise its functions.
- 21.3. The Secretary shall advise members of the Management Committee the time and venue for each meeting, at least seven days prior to the meeting, by mail, electronic transfer or any other method agreed upon.
- 21.4. The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 21.5. A committee member who participates in the meeting as mentioned in sub rule 20.4 is taken to be present at the meeting.
- 21.6. A question arising at a Management Committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the chairperson shall have a casting vote in addition to a deliberative vote.
- 21.7. Voting shall be by a show of hands, a Committee Member having one vote only.
- 21.8. A member of the Management Committee must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract.
- 21.9. The president is to preside as chairperson at a Management Committee meeting.

- 21.10. If there is no president or if the president is not present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

22. Quorum for, and adjournment of, Management Committee meeting

- 22.1. At a Management Committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- 22.2. If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.
- 22.3. If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the committee—
- 22.3.1. the meeting is to be adjourned for at least 1 day; and
- 22.3.2. the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- 22.4. If, at an adjourned meeting mentioned in sub rule 22.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

23. Special meetings of Management Committee

- 23.1. If the secretary receives a written request signed by at least one third of the members of the Management Committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 23.2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 23.3. A request for a special meeting must state—
- 23.3.1. why the special meeting is called; and
- 23.3.2. the business to be conducted at the meeting.
- 23.4. A notice of a special meeting must state—
- 23.4.1. the day, time and place of the meeting; and
- 23.4.2. the business to be conducted at the meeting.
- 23.5. A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

24. Minutes of Management Committee meetings

- 24.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are recorded.
- 24.2. To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be ratified at the next Management Committee meeting and their accuracy verified in the minutes of that subsequent meeting.

25. Appointment of subcommittees

- 25.1. The Management Committee may appoint a subcommittee consisting of club members of the Association considered appropriate by the committee to help with the conduct of the Association's operations.
- 25.2. A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- 25.3. A subcommittee may elect a chairperson for its meetings.
- 25.4. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- 25.5. A subcommittee may meet and adjourn as it considers appropriate.
- 25.6. A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

- 25.7. All subcommittee recommendations shall be passed onto the Management Committee for consideration and resolve.

26. Acts not affected by defects or disqualifications

- 26.1. An act performed by the Management Committee, a subcommittee or a club member acting as a member of the Management Committee is taken to have been validly performed.
- 26.2. Sub rule 26.1 does not apply if the act was performed when—
- 26.2.1. there was a defect in the appointment of a member of the Management Committee, subcommittee or club member acting as a member of the Management Committee; or
 - 26.2.2. a Management Committee member, subcommittee member or club member acting as a member of the Management Committee was disqualified from being a member.

27. Resolutions of Management Committee without meeting

- 27.1. A written resolution signed or otherwise affirmed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 27.2. A resolution mentioned in sub rule 27.1 may consist of several documents in like form, each signed by one or more members of the committee.

28. Annual general meetings of the Association

- 28.1. An annual general meeting must be held by the end of March each year.
- 28.2. At least 21 days' notice shall be given to member clubs of the place and time of each annual general meeting. Notice shall be given by post, electronic transfer or any other method determined by the Management Committee.

29. Business to be conducted at annual general meeting

An Income and Expenditure Account (and Balance Sheet if appropriate) together with the auditor's report for the twelve months to the end of December in each year shall be presented to the Annual General Meeting after being audited by the person(s) appointed at the previous Annual General Meeting.

30. Notice of general meeting

- 30.1. A minimum of two general meetings of the Association shall be held each year at a time and place determined by delegates at a general meeting.
- 30.2. The secretary may call a general meeting of the Association.
- 30.3. The secretary must give at least 14 days notice of the meeting to each member club of the Association.
- 30.4. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 30.5. The Management Committee may decide the way in which the notice must be given.
- 30.6. However, notice must be given in writing for a meeting called to hear and decide a proposed special resolution of the Association.
- 30.7. A notice of a general meeting must state the business to be conducted at the meeting.

31. Quorum for, and adjournment of, general meeting

- 31.1. The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the close of the Association's last general meeting plus 1.
- 31.2. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 31.3. If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Association, the meeting lapses.

- 31.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the association—
 - 31.4.1. the meeting is to be adjourned for at least 7 days; and
 - 31.4.2. the Management Committee is to decide the day, time and place of the adjourned meeting.
- 31.5. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting.
- 31.6. If a meeting is adjourned under sub rule 31.5, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 31.7. The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 31.8. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

32. Procedure at general meeting

- 32.1. A delegate may take part and vote in a general meeting in person, by proxy or by using any technology that reasonably allows the delegate to hear and take part in discussions as they happen.
- 32.2. A delegate who participates in a meeting as mentioned in sub rule 32.1 is taken to be present at the meeting.
- 32.3. At each general meeting—
 - 32.3.1. the president is to preside as chairperson; and
 - 32.3.2. if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the delegates present must elect 1 of their number to be chairperson of the meeting; and
 - 32.3.3. the chairperson must conduct the meeting in a proper and orderly way.
- 33. Non-voting club members may attend meetings as observers and may participate in discussions upon invitation by the chairman.
- 34. The Management Committee shall report on actions taken since the last general meeting.

35. Voting at general meeting

- 35.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the delegates present.
- 35.2. Each delegate present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 35.3. A delegate is not entitled to vote at a general meeting if the member club's annual subscription is in arrears at the date of the meeting.
- 35.4. The method of voting is to be decided by the Management Committee.
- 35.5. However, if at least 20% of the delegates present demand a secret ballot, voting must be by secret ballot.
- 35.6. If a secret ballot is held, the chairperson must appoint 2 delegates to conduct the secret ballot in the way the chairperson decides.
- 35.7. The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

36. Special general meeting

- 36.1. The secretary must call a special general meeting by giving each member club of the association notice of the meeting within 14 days after—
 - 36.1.1. being directed to call the meeting by the Management Committee; or
 - 36.1.2. being given a written request signed by—
 - 36.1.2.1. at least one third of the number of members of the Management Committee when the request is signed; or

- 36.1.2.2. at least the number of member clubs of the association equal to double the number of members of the association on the Management Committee when the request is signed plus 1.
- 36.2. A request mentioned in sub rule 36.1 must state—(a) why the special general meeting is being called; and (b) the business to be conducted at the meeting.
- 36.3. A special general meeting must be held within 3 months after the secretary—
 - 36.3.1. is directed to call the meeting by the Management Committee; or
 - 36.3.2. is given the written request mentioned in sub rule 36.1; or
- 36.4. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

37. Proxies

- 37.1. An instrument appointing a proxy must be in writing and be in the form as set out in Appendix A.
- 37.2. A proxy must be a member of an affiliated club; such proxy shall only be entitled to hold one (1) proxy.
- 37.3. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 37.4. Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 37.5. Unless otherwise instructed, the proxy may vote as the proxy considers appropriate.
- 37.6. A proxy cannot be exercised for the election of Management Committee members.

38. Minutes of general meetings

- 38.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are recorded and preserved.
- 38.2. To ensure the accuracy of the minutes, the minutes of each general meeting must be ratified and minuted at the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.
- 38.3. If asked by a club member, the secretary must, within 28 days after the request is made, make the minutes for a particular general meeting available for inspection by the club member and/or provide the member with a copy.
- 38.4. The Association may require the club member to pay the reasonable costs of providing copies of the minutes.

39. Standing Resolutions

The Association may adopt standing resolutions not inconsistent with this Constitution, embodying additional provisions for the management of this Association. Such standing resolutions may be amended from time to time as provided therein.

40. Alteration of rules

- 40.1. The clauses of this Constitution may be amended at a general meeting of the Association, a quorum being present, by the affirmative vote of not less than three quarters of the voting delegates present, notice of such proposed amendment(s) having been published to all member clubs at least twenty-one days before such meeting.
- 40.2. Such amendments shall not be effective until approved by Probus South Pacific Ltd. (prior to submission to the Chief Executive). However, an amendment, repeal or addition is valid only if it is approved by the Chief Executive of the department administering the Act.

41. Notice of Motion

- 41.1. Any notice of motion (other than to amend the Constitution) must be submitted to the secretary, in writing at least 14 days prior to the meeting at which the motion is to be formally proposed.

- 41.2. Subject to Rule 40 any notice of motion to amend the rules 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.

42. Funds and accounts

- 42.1. The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.
- 42.2. Signatories to the bank account will be the treasurer, secretary and one other.
- 42.3. The treasurer shall keep and maintain English language records, accounts and securities showing full and accurate particulars of the financial affairs of the Association.
- 42.4. The accounts of the Association shall be available for inspection by any delegate upon written request to the secretary.
- 42.5. The treasurer shall have custody of all funds of the Association accounting for same to the Association annually, and to the Management Committee when requested.
- 42.6. Payments by the Association must be made by electronic funds transfer, to be authorised by any two of the three bank signatories.
- 42.7. All expenditure must be approved or ratified at a Management Committee meeting.
- 42.8. The funds of the association shall be derived from annual subscriptions, donations, sponsorships and such other sources as determined by the delegates.
- 42.9. Any sponsorship agreement requiring the signing of a contract must first meet the approval of Probus South Pacific Ltd. and must not exceed a twelve-month contract period.

43. General financial matters

- 43.1. On behalf of the Management Committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 43.2. The income and property of the Association howsoever derived shall be applied solely for the promotion of the objectives of the Association and no portion thereof shall be paid or transferred directly or indirectly to member clubs or club members provided that nothing herein shall prevent the payment in good faith of remuneration to any officer, member club, or club member for any services rendered to the Association, or reimbursement of expenses incurred on behalf of the Association.
- 43.3. The end date of the Association's financial year is 31st December in each year.
- 43.4. A copy of the audited accounts shall be sent to each member club and to Probus South Pacific Ltd.

44. Documents

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

45. Information

- 45.1. The Association shall provide information on other matters as and when required by Probus South Pacific Ltd.
- 45.2. Copies of publications, bulletins, notices to clubs and like material, except notices calling meetings, shall be sent to Probus South Pacific Ltd.
- 45.3. All accounts, books, documents and securities of the Association shall be available for inspection by any voting delegate of the Association upon request.

46. Winding up and distribution of surplus assets

This rule applies if the Association is wound-up under part 10 of the Act; and has surplus assets.

- 46.1. On winding up, the funds of the Association shall not be distributed to member clubs or club members but shall be donated to an entity having objects similar to the Association's objects and which prohibits distribution of its funds to members.

- 46.2. The liability of a member club and/or delegates to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of winding up of the Association is limited in the amount, if any, personally owed by the each delegate.
- 46.3. The surplus assets must not be distributed among the member clubs of the Association.
- 46.4. In this rule— **surplus assets** see section 92(3) of the Act.

APPENDIX A



**PROBUS ASSOCIATION OF QUEENSLAND INC.
APPOINTMENT OF PROXY**

I,.....(*name*) of.....(*club*),
being a delegate to the Association, appoint (*name*)..... being a club
member of(*member club*) as my proxy to vote for me on
my behalf at the (annual) general meeting of the Association, to be held on theday of
.....(*month*) 2..... (*year*) and at any adjournment of the meeting.

Signed this(*day*) of(*month*) 20..... (*year*).

Signature.....

Voting Directions

Indicate on this form your voting directions by indicating whether you are ‘in favour of’ or ‘against’ in respect to the following resolutions:

[List relevant resolutions and indicate ‘in favour of’ or ‘against’]

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....