

PROBUS CENTRE-CANADA. INC.

QUALIFICATIONS AND DUTIES OF DIRECTORS (Revised Dec.10, 2012)

Qualifications required:

Must be a Past President and a current Member of a Probus Club in Canada ;

Must be recommended by the President of her/his Probus Club;

Must have an understanding / knowledge of the Constitution and Bylaws of Probus Centre-Canada Inc. and the Standard Constitution and Suggested Bylaws for Local Probus Clubs in Canada;

Must be prepared to pursue self-improvement and effectiveness as a Director;

Must be committed to attend Board meetings, committee meetings, and periodic (quarterly) conference calls fully prepared to discuss matters on the agenda;

- Must demonstrate leadership by personally supporting and promoting Probus to the best of his/her ability; and

Must be willing to serve for a three year term and for a second three year term if re-elected in his/her District).

- Should have access to a computer and electronic mail.

- Note: Average time needed to perform her/his duties depends upon the number of clubs (s)he is responsible for, but a good average is approximately 3 days/month

Primary duties are:

- To manage and/or supervise the activities and affairs of the corporation;
- To act honestly and in good faith with a view to the best interests of the corporation;
- To exercise care and due diligence in dealings with Probus Clubs in his/her District.
- To disclose any conflict of interest;
- To comply with the Act, articles, by-laws of Probus Centre-Canada, Inc. and any unanimous members agreements;

To assist in the promotion and development of new Probus Clubs in his/her district;

- To be available to provide advice and guidance to existing clubs in his/her district when requested;

To serve on special Committees or Task Forces of the Board when requested; and

To be willing to serve on the Executive Committee of the Board.

Additional Responsibilities:

To visit each Probus Club in his/her district at least once during each three year term of office in the manner and to the extent feasible, considering the number of Clubs in the District and its geographic breadth;

- To monitor and advise the Managing Director of Certificate of Congratulation requirements. This could be at the 5th, 10th, 15th, 20th, etc. Anniversary depending on the wishes or requests of the Clubs in the District, and to present same to the Clubs as feasible;
- To facilitate and participate in his/her district meetings; and
- To act as liaison between Probus Clubs in his/her district and Probus - Centre Canada Inc.

Reimbursement of Director's Expenses

A budget is available to assist any directors who may have out-of-pocket expenses related to their duties (mileage for club visits, travel to special meetings, telephone, stamps, envelopes, papers and any extra costs incurred because of telephone/computer use, as well as meals while en route).