

# PROBUS CENTRE - CANADA, INC. CONSTITUTION AND BYLAWS (Dec.,2003)

## CONSTITUTION

Probus Centre - Canada, Inc. (hereinafter referred to as the Society) is a corporation chartered by letters patent under the provisions of Part II of the Canada Corporations Act.

### **I. NAME AND OBJECT OF THE SOCIETY**

1. The name of the Society shall be: **PROBUS CENTRE - CANADA, INC.**
2. The principal objectives of the Society are:
  - a. To accredit the formation of Probus Clubs throughout the geographic territory specified in Article I. 4.
  - b. To promote the formation of Probus Clubs sponsored either by Rotary Clubs as a community service of Rotary International, or by existing accredited Probus Clubs after referral to Regional Directors.
  - c. To aid and support existing Probus Clubs by the publication of news bulletins, the annual publication of a Directory of Probus Clubs within the territory specified in Article I. 4. below, and by such other means as may be appropriate.
3. The subsidiary objectives of the Society are:
  - a. To approve, administer and supply at appropriate prices, all Probus regalia, emblems and other appropriate supplies and services.
  - b. To collect and disburse royalties on the Probus logo, where appropriate.
  - c. To assess annually each Probus Club an amount that will cover the administrative and other expenses of the Society. Changes to the annual assessment will require approval of the majority of Probus Clubs.
  - d. To accept donations from other organizations to help defray the administrative and other expenses of the Society.
4. The geographic area encompassed by the Society includes all provinces and territories of Canada, as well as the adjacent areas of the United States of America included in the Rotary International Districts which overlap the Canada-United States international boundary.
5. In the event of dissolution or winding-up of the Society all assets remaining following the discharge of all liabilities of the Society shall be donated to the Rotary Foundation Endowment Fund of Rotary International.

### **II. MEMBERSHIP**

1. The members of the Society shall be the Probus Clubs accredited under Article I. 2. and that are in good standing.

### **III. MANAGEMENT**

1. The Society shall be managed by a Board of Directors.

### **IV. BOARD OF DIRECTORS**

1. The Board of Directors shall consist of 12 Past Presidents of member Probus Clubs to be elected by a staggered system whereby four are elected annually for a term of three years.
2. Board membership shall be distributed among the several districts as stipulated in Bylaw No. 9.
3. It shall be a condition of nomination that a candidate for Board membership must be prepared to serve on the Executive Committee or fill such other office as requested by the Board of Directors.
4. A Board member shall be eligible for election to a second term on the Board.
5. A Board member may withdraw by lodging a written resignation with the Secretary of the Society.
6. A Board member may be removed from office for conduct that is considered to be contrary to the interest of the Society on a motion supported by three-fourths of the Board membership at an annual or special meeting of the Board. A notice of motion must have been circulated in accordance with Article V. 1(c) vi.
7. When a vacancy occurs on the Board, the district that has the vacancy shall elect one of its Past Presidents to fill the vacancy for the balance of the term. If the District does not fill the vacancy expeditiously, the remaining members of the Board shall do so.

### **V. MEETINGS OF THE BOARD**

1. Annual Meeting :
  - a. The annual meeting of the Board shall be held in April of each year at the head office of the Society as stipulated in Bylaw No. 2, or at such other place in Canada as may be determined by the Executive.
  - b. At the recommendation of the Executive and with the approval of the Board, meetings may be held by conference call, Email or other future electronic communication vehicles.
  - c. The Secretary shall give at least four weeks notice of the meeting, together with the following documentation, to Board members:
    - i. the meeting's agenda
    - ii. the audited financial statement of the Society for the 12 months ending December 31 of the previous year
    - iii. a proposed budget for the current year
    - iv. a written report of the activities of the Executive since the previous annual meeting
    - v. any Executive recommendations to be presented for consideration by the Board
    - vi. notices of motion to be presented to the Board
    - vii. appropriate background information as necessary to facilitate informed discussion of and decision relating to issues coming before the Board.

- d. An auditor for the ensuing year shall be appointed.
  - e. Minutes of the annual meeting shall be distributed to all member Probus Clubs.
  - f. The Board may strike committees as necessary.
2. Other meetings of the Board shall be held at the call of the President or any four Board members. The Secretary shall give at least 8 weeks written notice of, together with detailed rationale for, the meeting.
  3. A motion that receives an equal number of affirmative and negative votes shall be considered lost.

#### VI. OFFICERS

1. At the annual meeting the Board of Directors shall elect from their own membership the following officers who shall constitute the Executive for the following year:
  - a. President
  - b. Vice President
  - c. Past President
  - d. Secretary
  - e. Treasurer
  - f. Any other officer who is considered essential to the effective operation of the Society for the ensuing year.
2. The Executive shall review and if appropriate approve appointments, proposed by the President, of non-Executive officers who are deemed by the President to be essential to the effective operation of the Society.
3. The term of office for the President and Vice President shall be one year. The President and Vice-President may be re-elected a maximum of one time. No member of the Executive may hold the office of Secretary or Treasurer for more than three consecutive years.
4. The Executive shall have the power to administer the affairs of the Society between meetings of the Board but shall provide to each member of the Board at every annual or other meeting of the Board a detailed written report of the activities of the Executive since the previous Board meeting.
5. The Executive shall have the power to form sub-committees to deal with specific matters, but shall retain responsibility and authority. Chairpersons of such sub-committees shall be invited to attend meetings of the Executive whenever the work of the sub-committees is to be discussed.
6. A motion that receives an equal number of affirmative and negative votes at an Executive meeting shall be considered lost.
7. Vacancy
  - a. A member of the Executive shall be deemed to have vacated his or her office:
    - i. upon the member's demise
    - ii. upon the member's written resignation delivered to the Secretary
    - iii. upon passage, at a regular Board meeting, of a resolution by three-fourths of the Board membership that the member be removed from office.
    - iv. upon being declared by a court of law to be of unsound mind.
  - b. If an Executive position other than the Presidency becomes vacant during the term of the incumbent:
    - i. the Board shall fill the position by election from its membership, the person elected to complete the unexpired portion of the term.
    - ii. in the case of an urgent requirement between Board meetings, the Executive shall make an interim appointment effective until the Board next convenes.
8. Duties of Executive Officers are prescribed in Bylaw No. 5.

#### VII. AMENDMENT OF THE CONSTITUTION

1. An amendment to the Constitution may be proposed only by a member of the Board of Directors, and may be considered only at an annual meeting of the Board.
2. A notice of motion to amend the Constitution must be circulated, with rationale, by the Secretary to every member of the Board in accordance with Article V.1.b.vi., and to every Probus Club at least 8 weeks before its consideration by the Board.
3. To be approved, a proposed amendment must be approved by at least two-thirds of the Board membership, and by at least two-thirds of the Probus Clubs in accordance with Bylaw No. 11.