

# **PROBUS CENTRE - CANADA, INC.**

## **BYLAWS**

(As approved by Corporations Canada – October 31, 2006)

### **1. SEAL**

The seal, an impression of which is stamped hereto, shall be the seal of Probus Centre - Canada, Inc. (hereinafter referred to as the Society). Said seal shall be, in its proportions, colours and general configuration, the basis and basic component of all Probus emblems distributed under the authority of the Society. The Secretary shall be responsible for the safe keeping of the seal located normally at the administrative office of the Society with the Managing Director.

### **2. HEAD OFFICE**

The head office shall be situated in Alliston, Ontario until such time, in accordance with these Bylaws and the requirements of the Canada Corporation Act, it is moved to a new location within Canada.

### **3. BORROWING POWERS**

Borrowing on behalf of the Society, for whatever purpose, shall be subject to prior approval and authorization by vote of two-thirds of the members of the Society's Board of Directors.

### **4. MEMBERSHIP**

Members of Probus Centre-Canada, Inc. Board of Directors shall be those twelve Directors duly elected to the Board as follows:

- a. The Board of Directors shall consist of 12 Past Presidents of Probus Clubs to be elected by a staggered system  
whereby four are elected annually for a term of three years.
- b. Board membership shall be distributed among the several districts as stipulated in Bylaw item No. 12-a.
- c. 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.
- d. A Board member shall be eligible for election to a second term on the Board.
- e. A Board member may withdraw by lodging a written resignation with the Secretary of the Society.
- f. 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.
- g. 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.

### **5. MEETINGS OF THE BOARD OF DIRECTORS**

- a. There shall be at least one meeting quarterly, at the call of either the President or the Secretary. A majority of the Board is required to constitute a quorum. The Treasurer shall provide a financial statement covering the financial year up until the end of the preceding calendar month.
- b. A majority of the Board of Directors shall decide the venue and the format of the meeting, i.e., "physical presence", or "conference call", or "other electronic means" that permit Directors to communicate adequately with each other.
- c. The Directors may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meetings by teleconference have been approved by a resolution passed by the Board of Directors at a meeting of the Board.
- d. The Directors may meet by other electronic means that permit each Director to communicate adequately with each other, provided that the Board of Directors has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum, and recording votes; each Director has access to the specific means of communication to be used; and each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting. At least 48 hours notice of such meetings shall be required.
- e. When physical attendance is required, a minimum of 14 days notice shall be given.

- f. The Executive Committee shall recommend to the Board of Directors the appointment of a Managing Director with duties as per Bylaw item **8-F** and with compensation as agreed to by the Board of Directors.
- g. The Managing Director will attend at meetings of the Executive and Board of Directors but shall have no vote.

## **6. 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. (See Bylaw # 5 – Meetings of the Board of Directors)
- 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 local Probus Clubs.
- f. A motion that receives an equal number of affirmative and negative votes shall be considered lost.

## **7. 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 Board 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 THE EXECUTIVE OFFICERS**

- A. The President shall:

- a. be the chief executive officer and shall represent the Society at public and other functions
- b. oversee the operations of the Society
- c. report to the Annual Meeting of the Board on the conduct of the affairs of the Executive on behalf of the Society
- d. preside over all meetings of the Executive and the Board of Directors, and have the right to vote on all issues

- e. be responsible for effecting all orders and resolutions of the Executive
- f. perform such other responsibilities and duties as may be assigned by Bylaw, the Executive or the Board of Directors.

**B. The Vice President shall:**

- a. perform the functions of the President when the President is unable to perform them.
- b. perform such other tasks and duties as may from time to time be assigned by Bylaw, the Executive, or the Board of Directors.

**C. The Secretary shall:**

- a. be responsible for ensuring the preservation of archival material, the maintenance of current files in proper order, and the safeguarding of the Probus seal which shall be used only under direction of the Executive.
- b. ensure the recording of the proceedings of the Executive and the Board of Directors Duties of the Executive Officers (continued)
- c. ensure distribution of the minutes of Executive meetings to each member of the Executive and each member of the Board.
- d. ensure the distribution of the minutes of Board meetings to all members of the Board and to each Probus Club
- e. ensure the issuing of written notice of every Board and Executive meeting to each Board member, the timing of such notice to be governed by Bylaw
- f. perform such other tasks and duties as may from time to time be assigned by Bylaw, the Executive, or the Board of Directors.

**D. The Treasurer shall:**

- a. ensure that all funds of the Society are deposited in a financial institution approved by the Executive:
  - i. signatories for the account shall be two of the President, Vice President, Treasurer, Financial Manager.
  - ii. signatures for all required contracts, documents or other written instruments of commitment shall be under seal, by any two members of the Executive, and then only if authorized by minute or by resolution of the Executive or the Board of Directors.
- b. maintain and control all financial records of the Society.
- c. present periodic financial statements to the Executive as required by the Executive.
- d. present an annual budget and annual financial statement to the Board of Directors annual meeting.
- e. ensure the distribution of the annual financial statement to each Probus Club.
- f. perform such other duties and tasks as may from time to time be assigned by Bylaw, the Executive, or the Board of Directors.

**E. The Past President shall:**

- a. provide, from time to time, counsel and advice to members of the Executive.
- b. perform such other tasks and duties as may from time to time be assigned by Bylaw, the Executive or the Board of Directors.

**F. The Managing Director shall:**

- a. retain control of all emblem and Club supplies
- b. be responsible for providing assistance to Probus and Rotary clubs in the creation of new Probus clubs
- c. be responsible for invoicing for accreditations, manuals, regalia, royalties, fees and assessments, etc.
- d. be responsible for the preparation and distribution of an annual Membership Directory of Probus Clubs in Canada and periodic preparation and distribution of national Probus newsletters under the direction of the President and/or Secretary.
- e. perform such other tasks and duties as may be assigned by Bylaw, the Executive, or the Board of Directors.

**9. EXPENSES AND INDEMNITIES**

- a. No member of the Executive, Board of Directors, or other Officer shall undertake on behalf of the Society any action or ability having financial implications without prior Executive approval in principle.
- b. The Society shall provide legal and financial support, to the extent approved by the Board, to any officer or Board member who incurs personal costs or liabilities as a direct result of the proper execution of recognized and approved duties.

## **10. CONDUCT OF EXECUTIVE AND BOARD MEETINGS**

- a. Voting at all meetings shall be by show of hands or voice vote, as appropriate, unless for a specific issue a formal ballot is requested by a member.
- b. Proxy voting is not acceptable.

## **11. FEE ASSESSMENT**

- a. The Society shall assess each Probus Club the sum of \$2.50 annually for each Member of their Club as their contribution to sustain the services provided by Probus Centre-Canada, Inc. and support its' promotion of Probus in Canada.

## **12. DISTRIBUTION OF BOARD MEMBERSHIP**

a. Board membership shall be as distributed as follows: Atlantic Provinces and State of Maine – 1; North-Western Ontario, Manitoba, Saskatchewan, Alberta – 2; British Columbia – 3; Ontario – 6 (The Ontario Region shall consist of six (6) Districts with one (1) Director assigned to each District. British Columbia shall consist of three (3) Districts with one (1) Director assigned to each District.) The geographic boundaries of the Districts shall be .... Ontario --District # 1 – East of Toronto(Highway # 48); District # 2 – Barrie & Northward; District # 3 – Highway # 27 and Highway # 6 South of Highway # 401; District # 4 - North of Highway #401 (except London-in District # 6) to Highway #6 including the Lake Huron shoreline from Sarnia to Highway #86 including Waterloo Region, Guelph and Fergus. District # 5 – From Highway # 86 north including the Bruce Peninsula, east to include Wasaga Beach, Elmvale and Stayner areas. District # 6 – South of Highway #401 – Highway # 6 – Windsor. British Columbia – District # 1 – Vancouver Island and Islands in proximity. District # 2 – Vancouver and Lower Mainland including the Fraser Valley. District # 3 – communities in the Interior of Mainland British Columbia.

As each Director is required to stand for election, nominations will be solicited from the assigned district and, if required, elections will be held among the Clubs within the District to select the future Director for that District. Distribution of Board Membership (continued)

- b. The Managing Director shall be responsible for reviewing the distribution of membership, and for proposing any changes to that distribution, at least once every three years.
- c. In an attempt to ensure proper representation of Probus Clubs across Canada, there shall be no more than one member from any local Probus Club serving on the Board at the same time.

## **13. AMENDMENT OF THE BYLAWS**

- a. An amendment to the Bylaws may be proposed only by a member of the Board of Directors.
- b. A notice of motion to amend the Bylaws must be circulated, with rationale, by the Secretary to every member of the Board at least 4 weeks before its consideration by the Board.
- c. To be approved, a proposed amendment must be approved by at least two-thirds of the Board membership.
- d. A notice of motion to amend the Bylaws must be circulated, with rationale, by the Secretary to every Probus Club at least 8 weeks before its consideration by the Board. If a Club wishes to comment upon the proposed amendment it may transmit that comment to its Board representative.
- e. Every Probus Club shall be sent a ballot, together with the notice of motion to amend the Bylaws and the ballot shall provide for the following responses:
  - (1.) Approval of the amendment as proposed
  - (2.) Approval of the amendment, subject to certain conditions
  - (3.) Disapproval of the amendment
  - (4.) Suggested change to the amendment, although adoption of the suggested change does not alter the Club's approval or disapproval of the amendment as proposed.
- f. Every Probus Club shall, if it so decides, advise its representative on the Board of the Society of its approval, conditional approval, or disapproval of the proposed amendment before the amendment is to be considered by the Board of the Society. Any conditions or other suggested changes should be accompanied by the Club's rationale.
- g. If two-thirds of the Clubs responding, and two-thirds of the Board membership, approve the proposed amendment unconditionally, the amendment shall have been adopted.
- h. In the event that two-thirds of the Clubs responding, or two-thirds of the Board membership, do not approve the proposed amendment unconditionally, the Board may propose changes with the required two-thirds majority of its membership. The Board shall then advise member Clubs of the proposed changes, and the Clubs shall be invited to respond as in paragraph e. above. If the Board's proposed changes are approved by two-thirds of the Clubs responding, the altered amendment shall have been adopted.

i. A change proposed by the Board shall be submitted to its Legislation Committee which shall review the change in terms of its impact on the Constitution and Bylaws as a whole. The Chairman of the Committee shall submit a written response within a reasonable time as determined by the Board.

j. Final approval of Amendments of the Society's Bylaws shall be dependent upon approval of the changes by the Government of Canada under the Canada Corporations Act.