**UXBRIDGE PROBUS CLUB CONSTITUTION**

**PREAMBLE**

PROBUS is a local, national, and international association of retired people who come together in non-political, non-sectarian, non-profit, autonomous clubs which provide regular opportunities for members to meet others in similar circumstances, with similar levels of interest, make new friends, and maintain and expand their interests.

**ADVISORY**

The PROBUS name, trademarks, rights, and emblem(s) are registered with Industry Canada as the property of PROBUS CANADA. These shall not be used for commercial purposes without the written approval of PROBUS CANADA.

Accreditation of a PROBUS Club shall be effective upon acceptance and approval by PROBUS CANADA of an application with the prescribed fee from a sponsoring Rotary Club or a recognized PROBUS Club. Rights to the use of the name and emblems, except on saleable articles, are automatically included with accreditation.

**I. AIMS AND OBJECTIVES**

1. The purpose of the Uxbridge PROBUS Club shall be (in keeping with the preamble), to provide regular meetings, guest speakers, programs and activities for retired and semi-retired persons with similar interests.
2. Because many of its members may already be active in service to the community, the activities of the Uxbridge PROBUS Club shall be directed solely towards acquaintance, fellowship, and learning:
	1. The Uxbridge PROBUS Club shall not be competitive with any other organization.
	2. The Uxbridge PROBUS Club shall be non-political and non-sectarian.
	3. The Uxbridge PROBUS Club shall not be, nor appear to be, a fund raising or service Uxbridge PROBUS Club.

**II. MEMBERSHIP**

1. The Uxbridge PROBUS Club shall be for men and women who have had some measure of responsibility or achievement in any field of worthy endeavour.

2. Application for membership, subject to approval by the Management Committee, shall be sponsored by at least one member. Founding members do not require sponsorship.

3. Regular attendance is not mandatory.

4. Membership may be held in more than one PROBUS Club.

**III. MANAGEMENT**

1. The Uxbridge PROBUS Club shall be managed by a Management Committee consisting of the President, Vice President, Secretary, Treasurer, immediate Past President, and such other persons as the Club deems necessary.

2. All elected members of the Management Committee shall have equal voting privileges.

3. The Uxbridge PROBUS Club term for the Officers and other Members of the Management Committee is no more than ten (10) consecutive years.

4. The Management Committee shall meet monthly or as the need arises.

5. The quorum at a Management Committee meeting shall be 50% plus one of the Committee.

6. The Management Committee shall have authority to fill vacancies that may arise between elections.

7. The Management Committee shall have authority to appoint sub-committees.

8. The Membership Chairperson shall be responsible for the list of members' names, addresses, phone numbers, and such other information required by Uxbridge PROBUS Club By-law. This list must not be used for commercial purposes.

9. The Uxbridge PROBUS Club shall co-operate with Rotary and other PROBUS Clubs in the formation of new PROBUS Clubs.

**IV. GENERAL MEETINGS**

1. General meetings of the Uxbridge PROBUS Club shall be held monthly.

2. There shall be an Annual General Meeting held in accordance with Uxbridge PROBUS Club By-laws. In advance of the meeting, members shall be provided with a financial statement for the twelve months prior to the Annual General Meeting.

3. At each Annual General Meeting the presiding officer shall present nominations from the Nominating Committee for positions on the Management Committee. Elections, when necessary, shall be by ballot.

4. Meetings shall be conducted according to commonly accepted rules of parliamentary procedure in keeping with Roberts Rules of Order. A motion that receives an equal number of affirmative and negative votes shall be considered lost.

**V. ANNUAL RETURNS**

1. The financial year of the Uxbridge PROBUS Club is from June 1st until May 31st to coincide with the June Annual General Meeting of the Uxbridge PROBUS Club.

2. By December 31st of each year, and in conjunction with an Application for Accreditation of the Uxbridge PROBUS Club, the Club shall submit to PROBUS CANADA a completed Annual Returns Information Form and Directory Renewal Form as distributed by PROBUS CANADA. Information within these forms is for the sole use of PROBUS CANADA Inc.

3. The Treasurer shall remit to PROBUS CANADA the annual assessment levied by PROBUS CANADA by December 31st of each year.

**VI. MEMBERSHIP FEES**

Each member of the Uxbridge PROBUS Club shall pay the annual membership fee as provided in Uxbridge PROBUS Club By-laws (unless they are a life or honorary member).

**VII. NON-PROFITABILITY**

The income and property of the Uxbridge PROBUS Club shall be applied solely towards the objectives of the Uxbridge PROBUS Club and no portion thereof transferred directly or indirectly to the members. Nothing herein shall prevent the payment of approved remuneration for services actually rendered to the Uxbridge PROBUS Club.

**VIII. DISSOLUTION**

In recognition of Rotary service and contribution towards the expansion of PROBUS, any funds remaining on dissolution of the Uxbridge PROBUS Club shall be donated to The Rotary Foundation (Canada) or to another registered charitable organization as approved by a majority of the Uxbridge PROBUS Club Members at a General Meeting.

**IX. BYLAWS**

Uxbridge PROBUS Club By-laws and their amendments shall be consistent with this Constitution.

**X. AMENDMENT**

1. A proposed amendment to this Constitution for Uxbridge PROBUS Club may be moved by a Director of PROBUS CANADA or by any member of the Uxbridge PROBUS Club via the Management committee.

2. A proposed amendment to this Constitution from the Uxbridge PROBUS Club shall be forwarded to PROBUS CANADA for consideration at a meeting of the Board of Directors, PROBUS CANADA by the President of the Uxbridge PROBUS Club following approval by the Management Committee.

3. Proposed amendments may be considered at any meeting of the Board of Directors of PROBUS CANADA.

4. Any amendments approved by the Board of Directors of PROBUS CANADA shall be communicated to the Uxbridge PROBUS Club and shall become an amendment to the Uxbridge PROBUS Club’s Constitution.

5. The name or gender composition of the Uxbridge PROBUS Club may be changed at any General Meeting of the Uxbridge PROBUS Club, following an advance notice of the motion to change to all Members at least thirty (30) days in advance of the meeting, the quorum required by Uxbridge PROBUS Club bylaw being present, and a two-thirds majority of the members present will be required to carry the vote. The amendment shall be effective when it has been communicated to PROBUS CANADA.