

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

## **CONSTITUTION (2013)**

### **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.**

**PROBUS CENTRE - CANADA, INC. (hereinafter referred to as the Society) is a corporation chartered under the provisions of the Canada Not For Profit 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 equitable share of an amount that will cover the administrative and other expenses of the Society.
  - d. To accept unsolicited 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 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**

The Society shall be managed by a Board of Directors, hereinafter referred to as "the Board" consisting 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 and may be eligible for election to a second term. (See Bylaw # 5 and #6 for process and geographic areas)

2.

#### **IV. OFFICERS**

1. At the annual meeting the Board of Directors shall elect, from their own membership, the following officers who will constitute the Executive for the following year:
  - a. President
  - b. Vice President
  - c. Past President
  - d. Secretary
  - e. Treasurer
  - f. Any other officer 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, for referral to the Board, of non-Executive Officers who are deemed to be essential to the effective operation of the Society. (See Bylaw #7-2)
3. Duties of Executive Officers are as prescribed in Bylaw No. 8.

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

1. There shall be at least one meeting quarterly at the call of the President or the Secretary. (see Bylaw #9)
2. There shall be an Annual Meeting of the Board held in April, or, upon approval of the Board, in May, of each year at such place in Canada as may be determined by the Executive. (See Bylaw #10)
3. Special meetings of the Board may be held at the call of the President or any four Board members. The Secretary shall give at least two (2) weeks written notice together with a detailed rationale for the meeting, unless there is a time constraint due to the subject of the meeting, in which case the President shall use his/her considered discretion in calling the meeting.

#### **VI. 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 and to every PROBUS Club at least 8 weeks before its consideration by the Board.
3. 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 responding, in accordance with Bylaw No. 13.