

PROBUS CANADA CONSTITUTION (2024)

April 2024

PREAMBLE

Probus is a local, national, and international association of retired and semi-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, to make new friends, and to maintain and expand their interests.

I. NAME AND OBJECT OF THE ORGANIZATION

1. The name of the Organization shall be PROBUS Canada.
2. The principal objectives of the Organization 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 by either an existing Rotary Club or an existing Probus Club, after consultation with the relevant PROBUS Canada District Director.
 - c. To aid and support existing Probus Clubs means as may be appropriate, such as the PROBUS Canada Strategic Plan, Club Reference Manual, website, newsletters, District meetings and Director visits.
3. The subsidiary objectives of the Organization 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 Organization.
4. The geographic area encompassed by the Organization 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 the dissolution of the Organization, all assets remaining following the discharge of all liabilities of the Organization shall be donated to the Rotary Foundation of Canada or a registered charitable organization(s) as approved by a majority of the PROBUS Canada member clubs.

II. MEMBERSHIP

1. The members of the Organization shall be the Probus Clubs in good standing accredited under Article I.2.

III. MANAGEMENT

1. The Organization shall be managed by a Board of Directors, hereafter referred to as “the Board” consisting of Past Presidents of the individual Clubs and elected by the District’s Clubs by a staggered system of three-year terms, with eligibility for election to a second term. Each District Club is entitled to one vote in the case of an election.
2. Upon election, a Director shall have the proxy of those member Clubs responsible for his/her election and shall retain that proxy for each Club until he or she leaves the Board for whatever reason or until such Club withdraws the proxy by notifying the Secretary in writing, whichever occurs first.
3. At the Annual General Meeting, each Director shall exercise the number of votes representing the number of Clubs in his/her District, excluding those Clubs which have withdrawn their proxy. Prior to the AGM, each Director shall survey their Clubs to determine the allocation of District votes to be cast at the AGM, excluding those Clubs which have withdrawn their proxy.
4. The Board may retain the services of staff or contractors from time to time to assist in the management of the Organization.

IV. OFFICERS

1. At the Annual General Meeting the Members shall elect the following officers who will constitute the Executive Committee for the following year:
 - a. President.
 - b. Vice President.
 - c. Secretary.
 - d. Treasurer.
 - e. Any other officer considered essential to the effective operation of the Organization for the ensuing year.
 - f. Immediate Past President (ex officio and voting).

V. MEETINGS

1. There shall be an Annual General Meeting of the Organization, typically held in either April or May at such place in Canada or virtually as may be determined by the Board.
2. There shall be at least one Board meeting quarterly at the call of the President or the

Secretary.

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 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 or any four Board members shall use discretion in calling and scheduling the meeting.
 - a. Except for activities associated with opening and closing the meeting, only matters identified and distributed as the rationale for the meeting may be discussed in a Special Board meeting.
4. The conduct of meetings shall be guided by:
 - a. Rules contained in the Organization's *Constitution* and *Bylaws*.
 - b. Where the *Constitution* and *Bylaws* are silent, meetings will proceed using commonly accepted rules of parliamentary procedure in keeping with the most recent edition of *Robert's Rules of Order*.

VI. AMENDMENT OF THE CONSTITUTION

1. An amendment to the Constitution may be proposed by any Board member and may be considered at any meeting of the Board.
2. Proposed amendments to the Constitution must be circulated, with rationale, to every member of the Board and to every Probus Club, in accordance with the consultation process defined in the PROBUS Canada Bylaws.
3. A proposed amendment to the Constitution must be approved by at least two-thirds of the Board and by at least two-thirds of the Probus Clubs responding during the consultation process.
4. Any changes made to the Constitution, following the above procedure, will be submitted within 2 months to Corporations Canada in accordance with the rules and regulations governing the Organization.