

## 15. SOURCE OF FUNDS

Subject to clause 4.(d), the funds of the Club may be derived from joining fees, subscriptions, donations, member raffles, door prizes, grants, interest and such other sources as approved by the Committee.

## 16. FINANCE, MANAGEMENT OF FUNDS AND SIGNING OF DOCUMENTS

- (a) The funds and property of the Club will be controlled and managed by the Committee.
- (b) The Club's financial year is from the 1<sup>st</sup> January to 31 December
- (c) For each financial year, the Committee must ensure that any requirements under the Act relating to the financial statements of the Club are met, including the following:
  - (i) preparation of the financial statements;
  - (ii) certification, review or audit of the financial statements (if required);
  - (iii) presentation of the financial statements to the annual general meeting; and
  - (iv) lodgement of the financial statements with a Regulator (if required).
- (d) The Club must retain all financial records for at least 7 years.
- (e) All Club payments must be authorised by at least two Committee members approved by the Committee as signatories.
- (f) If the Club has a common seal, the Secretary must keep the common seal in their custody. The common seal may only be attached to a document if its attachment is authorised by the Committee and witnessed by two Committee members.

## 17. LIABILITY OF MEMBERS

In the event of winding up of the Club, the liability of a member of the Club to contribute to the payment of its:

- (a) debts and liabilities; and
- (b) costs, charges and expenses of winding up;

is limited to any amount owed by the member to the Club.

## 18. NON-PROFITABILITY

### ***(a) The income and property of the Club:***

- (i) must be applied solely towards the promotion of the aims and objectives of the Club.***
- (ii) must not be paid or transferred directly or indirectly to any member of the Club.***

***This does not prevent a payment in good faith to any member of the Club for any services rendered to the Club or for the reimbursement of expenses incurred on behalf of the Club.***

- (b) Any such payment to a Committee member must be authorised by a resolution of the Committee or (if required by the Act) a resolution of members of the Club.

## 19. REGISTER OF MEMBERS

- (a) The Club will keep a Register of Members in which must be recorded members' names, addresses, telephone numbers and such other information as the Club or any Regulator may require.***
- (b) Any change to the information in the Register of Members will be updated as soon as practicable after being received.

## **20. INSPECTION OF BOOKS AND RECORDS**

- (a) Subject to clause 20.(c), all accounts, books, records, minutes, registers, securities (if any) and other documents of the Club must be made available for inspection free of charge upon any reasonable request by a member of the Club.
- (b) The Club may charge a fee for a copy of any document requested by a member not exceeding any fee for a copy of any document that may be prescribed by the Act. The Club may require a Statutory Declaration setting out the purpose for which a copy is required and how the information will be used.
- (c) The Committee may refuse to allow a member to inspect or obtain a copy of the minutes of Committee meetings or any other document referred to in this clause that relates to confidential, personal, commercial or legal matters.

## **21. INTERNAL DISPUTES AND GRIEVANCES**

- (a) The internal disputes and grievances referred to in this clause are disputes between:
  - (i) a member and another member (in their capacity as members);
  - (ii) a member and the Committee; or
  - (iii) a member and the Club.
- (b) The parties to the dispute must meet and attempt to resolve the dispute within 14 days of the dispute coming to the attention of each party.
- (c) If the parties to the dispute are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, then the parties may appoint a mediator within 14 days.
- (d) If a mediator is required, they must be chosen by agreement between the parties. In the absence of agreement, the mediator will be:
  - (i) if the dispute is between a member and another member – a person appointed by the Committee who may be a member of the Club; or
  - (ii) if the dispute is between a member and the Committee or the Club – an independent mediator (who may be a registered or accredited mediator) appointed by the Committee.
- (e) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute as provided for by the Act or otherwise at law.
- (f) A member may appoint any person to act on their behalf in a dispute provided reasonable notice is given.

## **22. DISCIPLINE OF MEMBERS**

- (a) The disciplinary process referred to in this clause applies where a person makes a complaint to the Committee, or the Committee is of the view that a member of the Club has:
  - (i) refused or neglected to comply with a provision of this constitution or the Club's Standing Resolutions; or
  - (ii) wilfully acted in a manner injurious or prejudicial to the interests of the Club.
- (b) The Committee, after proper consideration, may take no action against the member concerned.
- (c) If the Committee decides to take action, it must:
  - (i) serve notice on the member concerned;
  - (ii) give the member at least 14 days from the time the notice is served within which to make submissions to the Committee about the matter; and
  - (iii) consider any submissions made by the member.
- (d) After considering the matter and the member's submissions, the Committee may decide to:

- (i) reprimand the member; or
  - (ii) suspend the member's membership for a specified period not exceeding 12 months; or
  - (iii) expel the member from the Club.
- (e) Where the Committee decides to reprimand, suspend or expel the member, the Secretary must, within 7 days after the decision, give notice to the member of the action proposed to be taken, the reasons given by the Committee for the action and the member's right of appeal under clause 23.
- (f) The reprimand, suspension or expulsion does not take effect:
- (i) until the expiration of the period within which the member is entitled to appeal against the action decided by the Committee; or
  - (ii) if the member exercises their right of appeal, unless and until a general meeting confirms the decision of the Committee under clause 23.(e).

## **23. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- (a) A member may appeal against action proposed to be taken by the Committee under clause 22 within 14 days after being advised of the action by lodging a notice of appeal with the Secretary.
- (b) The notice of appeal may be accompanied by a statement of the grounds of appeal on which the member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice of appeal from a member, the Secretary must notify the Committee that the notice has been received. The Committee must convene a general meeting to consider the appeal, such meeting to be held within 42 days of the Secretary receiving the notice.
- (d) At the general meeting convened to consider the appeal, the Committee and the member must be given the opportunity to state their respective cases either orally or in writing, or both.
- (e) After the Committee and the member have stated their cases, the members present in person must vote by secret ballot on the question of whether the action proposed by the Committee should be confirmed or revoked. The Committee must appoint a returning officer to oversee the ballot. The appeal is determined by a simple majority of votes cast by members. If confirmed, the decision of the Committee takes immediate effect.

## **24. WINDING UP**

- (a) *On winding up, the assets of the Club must not be distributed to members but must be transferred to one or more Probus Clubs accredited by PSPL or donated to a charitable organisation which prohibits distribution of its assets to members.*
- (b) Subject to clause 24.(a), the Club may be wound up in any manner provided for by the Act.

## **25. STANDING RESOLUTIONS**

- (a) *The Club must adopt Standing Resolutions not inconsistent with this constitution, embodying additional provisions for the management of the Club. Such Standing Resolutions may be amended from time to time as provided therein.*
- (b) The procedure for adopting additional Standing Resolutions is the same as the procedure for amending Standing Resolutions.
- (c) In the event of any inconsistency between the Club's Standing Resolutions and this constitution, this constitution will prevail.

## **26. INCORPORATION**

*If unincorporated, the Club may, by resolution of its members, become an incorporated body under the provisions of the legislation applicable to the incorporation of an association provided that the Preamble and all of the Articles are included (in bold and italic typeface) in the rules adopted for incorporation.*

## **27. AMENDMENT**

*(a) The Preamble and the Articles may only be amended by PSPL after consultation with Probus Clubs. A change of name of the Club can only be made following prior consultation with PSPL. Any other amendment to this constitution, including a change of name of the Club, may be made at any general meeting of the Club provided:*

- (i) 21 days' notice of such proposed amendment has been given to members;*
- (ii) a quorum is present; and*
- (iii) an affirmative vote of not less than three-quarters of the members present and voting is received.*

(b) To ensure compliance with the Act and the Articles, any proposed amendments must be approved by PSPL prior to submission to members.

(c) An amendment becomes effective from the time it is approved or registered by the Regulator or, if Regulator approval or registration is not required, at the time it is approved by members in general meeting.


## **28. NOTICE**

Where notice is required to be given to a member (including notice of general meetings), it may be given in writing delivered personally, or by post or electronic means to the address shown on the Register of Members.

## **CERTIFICATION**

We hereby certify that, a quorum being present, this constitution was adopted by a decision of not less than three-quarters of the members present and voting at a general meeting of the Club held on

Wednesday 1<sup>st</sup> October, 2025

  
Acting President's signature  
Secretary's signature