

**BY - LAWS OF THE
PORT HACKING PROBUS CLUB INCORPORATED.**

THE ACT -In these By-Laws the Act or Regulations shall refer to the Associations Incorporations Act 1984.

ARTICLE 1 TERRITORY

- (a) Membership of the club shall be primarily for residents of the Port Hacking District or as the committee may determine.

ARTICLE 2. MEMBERSHIP

- (a) Membership shall be open to both men and women.
- (b) Membership of this club shall be contingent upon attendance at regular meetings of not less than fifty percent in any club year, subject to leave of absence in case of sickness or on any other reasonable grounds.
- (c) Honorary members may be elected at the discretion of and on such terms as may be decided upon by the majority of members at an ordinary meeting. Honorary members shall not be required to pay membership subscription, shall not be eligible to hold office and shall not be entitled to vote but shall enjoy all other privileges of membership.
- (d) Life membership may be conferred upon a member who has rendered outstanding service to the club. Nominations shall be in writing to the management committee for its approval or otherwise and its recommendation to the members. Persons elected to Life Membership shall not be required to pay annual subscriptions and shall be entitled to all benefits and privileges of membership. There shall not be more than three life members at any one time.
- (e) A nomination for membership of the club shall be in writing on the prescribed form and sponsored by two members of the club.
- (f) As soon as practicable after receiving a nomination for membership, the Membership officer shall refer the nomination to the committee which shall determine whether to approve or reject the nomination.
- (g) When the committee determines to approve or reject the nomination, the Secretary shall, as soon as practicable notify the nominee of that determination.
- (h) When an approved applicant's name comes to the top of the waiting list, the Secretary shall inform the applicant, arrange for an induction date and request payment of the applicable joining fee and annual subscription prior to induction.
- (i) A member who resigns and subsequently wishes to rejoin, shall be offered the first vacancy and shall not be required to pay the joining fee providing the name badge has been retained.
- (j) Membership is limited to no more than 150 members.
- (k) Non active membership may be conferred upon a member who because of illness or a physical disability has been granted leave of absence by the club. Such members shall not be included in the member number of the club during the period of absence. Non financial membership may be granted to the Non-Active members

ARTICLE 3. MANAGEMENT

- (a) The club shall be managed by a Management Committee, hereinafter called "the committee" comprising a President, Vice-President, Secretary/Public Officer, Treasurer, Assistant Secretary/Treasurer and five committee members responsible for Tours and Entertainment, Membership, Bulletins and Publicity, Guest Speakers and Club Services. The immediate Past President shall automatically become an ex-officio committee member for one (1) year following his or her retirement from office.
- (b) A casual vacancy on the committee shall be filled by action of the committee.
- (c) The committee shall have the power to appoint sub-committees to deal with specific matters.

- (d) Oral or written notice of a meeting of the committee shall be given by the Secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (e) The committee meeting shall be conducted by the President or Vice President as Chairman and a full record of the meeting shall be kept by the secretary as minutes. Three members and the Chairman shall form a quorum and where there is an equal division of votes, the Chairman shall have a casting vote.
- (f) If the President and Vice President are absent or unwilling to act, one of the remaining members of the committee present at the meeting shall preside .
- (g) No business shall be transacted by the committee unless a quorum is present and if within half an hour of the appointed time for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week .
- (h) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (i) The Committee shall meet monthly or as otherwise determined by the committee.

ARTICLE 4. ELECTION OF OFFICERS

- (a) At each Annual General Meeting nominations shall be called for by the Returning Officer for all elected positions on the committee for the ensuing year. These positions will be filled by ballot if necessary .
- (b) A Returning Officer and Scrutineer, neither of whom are candidates for election, shall be appointed by the Presiding Officer before the election begins .

ARTICLE 5. FINANCIAL YEAR

- (a) The financial year of the club shall begin on 1st February and end on 31st January .

ARTICLE 6. ANNUAL GENERAL MEETING

- (a) The Annual General Meeting of Club shall be convened on the nominated General Meeting day of the Club in March of each year.
- (b) In addition to any other business which may be transacted at the Annual General Meeting the business of the Annual General Meeting shall be:-
 - (1) To confirm the minutes of the last Annual General Meeting and of any Special General Meeting held since that meeting.
 - (2) To receive from the committee reports upon the activities of the club during the past year.
 - (3) To receive and adopt the annual Income & Expenditure Account and Statement of Assets and Liabilities of the Club, where appropriate, for the financial year.
 - (4) To elect committee members in accordance with Article 3 (a).
 - (5) To appoint an honorary auditor .
 - (6) To fix members' subscription for the ensuing year .
- (c) An Annual General Meeting shall be specified as such in the Notice convening it.

ARTICLE 7. SPECIAL GENERAL MEETING

- (a) The Committee may whenever it thinks fit convene a Special General Meeting of the Club.
- (b) The Committee shall, on requisition in writing of not less than 5 per cent of the total number of members convene a Special General Meeting of the Club.
- (c) A requisition of members for a Special General Meeting :-
 - (1) shall state the purpose or purposes of the meeting:
 - (2) shall be signed by members making the requisition:
 - (3) shall be lodged with the Secretary: and
 - (4) may consist of several documents in similar form, each signed by one or more members making the requisition.

- (d) If the Committee fails to convene a Special General Meeting to be held within one month after the date on which the requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (e) A Special General Meeting convened by a member or members as referred to in Clause (d) shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the club for any expenses so incurred.

ARTICLE 8. GENERAL MEETING

- (a) General meetings shall be convened each month at a place, date and time as advised to each member in writing.
- (b) The quorum at General Meetings shall be 25 per cent of the total membership.
- (c) The meetings shall be conducted by the President or Vice President as Chairman and a full record of proceedings shall be kept by the Secretary as minutes. Voting at General Meetings shall be by show of hands or by ballot if required.
- (d) If the President or Vice President is absent from a General Meeting or unwilling to act, the members present shall elect one of their number to preside as Chairman at the meeting .
- (e) The Chairman shall have a second or casting vote where there is an equal division of votes .
- (f) Proxies will be accepted for a member who is known to be too ill to attend the meeting or is absent from the district, if handed to the Secretary or posted to reach him prior to the commencement of the meeting at which the vote is to be taken. No member shall hold more than five (5) Proxies .
- (g) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (h) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting the meeting shall be dissolved..

ARTICLE 9. NOTICES

- (a) Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Club, the Secretary shall, at least 10 days before the date fixed for the holding of the General Meeting, cause to be sent to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting .
- (b) Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Club, the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause a notice to be sent to each member in the manner provided in Clause (a) specifying, in addition to the matter required under Clause (a), the intention to propose the resolution as a Special Resolution .
- (c) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a General Meeting after receipt of that notice from the member .
- (d) A Notice of Motion must be in the hands of the Secretary in writing and tabled at least one general meeting prior to the meeting at which the motion is to be tabled .

ARTICLE 10. ACCOUNTS

- (a) An income and expenditure account (and balance sheet if appropriate) for the twelve months ending 31st January each year shall be presented to the Annual General Meeting after being audited by a person appointed at the previous Annual General Meeting .
- (b) The treasurer shall deposit all funds of the club in a bank, building society or other financial institution decided upon by the committee. Signatories for cheques drawn on club funds shall be the President, Secretary, Treasurer, and Tours and Entertainment Officer at the time of being in office with any two to operate the account.
- (c) The Treasurer will have custody of the books of accounts, bank books, cheque book, and all financial records All other documents which may be obtained by the club shall be kept by the Secretary .
- (d) The source of Club funds shall be from annual subscriptions of members and interest on Bank or Building Society deposits, donations, any surplus from Tours and Entertainment activities, or other sources approved by the committee .

ARTICLE 11. SUBSCRIPTIONS

- (a) The annual subscription payable by members shall be fixed at the Annual General Meeting and become due on 31st March each year and payable within one month of that date.
- (b) The Committee may terminate the membership of any member who has not paid the prescribed subscription within three months of the Annual General Meeting. The terms of this clause shall not apply to any member who is known to be seriously ill.
- (c) Subscriptions of members accepted at or after the meeting held in October shall be fifty percent of the subscription set at the Annual General Meeting for that year.

ARTICLE 12. COMMON SEAL

- (a) The Common Seal shall be held by the Secretary/Public Officer and shall only be used by the President or Secretary/Public Officer. Witnesses to the use of the Common Seal will be any two members of the Committee.

ARTICLE 13. DISCIPLINING OF MEMBERS

- (a) Any member whose conduct is considered to be detrimental to the interests of other members and/or the club will be afforded the opportunity of offering an explanation to the committee. Should any action be considered necessary against the member, such action shall be carried out in accordance with the relevant provisions of the Associations Incorporation Act, 1984 and regulations made thereunder.

ARTICLE 14. DISSOLUTION OF THE CLUB

- (a) If at any time a motion of dissolution of the Club should be received by the Secretary submitted in writing and signed by at least 25 per cent of the members the Secretary shall call a Special General Meeting in the prescribed manner. If a quorum is obtained at the Special General Meeting called to consider the motion for Dissolution, a majority of not less than 75 per cent of the members present and eligible to vote shall be required for the Motion to be passed by a Special Resolution.

ARTICLE 15. MEMBERS' LIABILITIES

- (a) The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of winding up of the club is limited to the amount, if any, unpaid by the member in respect of the membership as required by Article 11.

ARTICLE 16. ALTERATION TO BY-LAWS

- (a) Any clause in these by-laws may be amended by a three quarters vote of the members present and voting at a General Meeting, a quorum being present and a Notice of Motion as provided by Article VI of these By-Laws having been given.

ARTICLE 17 INSPECTION OF BOOKS

- (a) The books, minutes etc, may be examined by any financial member of the club by arrangement with the Secretary.

ARTICLE 18 INSURANCE.

- (a) The Club shall effect and maintain with an approved insurer such insurance against a liability of the Club as may be required by the regulations of the Act.