



## **2023 Constitution**

### **1.0 TITLE**

- 1.1 The Club shall be called “Dalgety Bay Probus Club”, (hereinafter referred to as “the Club”).

### **2.0 AIMS AND OBJECTIVES**

- 2.1 The Club shall be a non-profit making, non-political and non-sectarian body. The purpose of the Club is to promote fellowship, friendship, and fun for retired and semi-retired men through regular meetings and activities.

### **3.0 MEMBERSHIP**

- 3.1 Membership shall be open to retired and semi-retired men resident in Dalgety Bay and the surrounding area who have held some measure of responsibility in a business, professional or other career. Applications for membership can be made on-line using the Membership Application Form on the club's website, or via the Secretary who will issue an application form.
- 3.2 The Committee may set a membership ceiling dependent on average recent club meeting attendance and the ability to accommodate any increased membership number at normal meetings.
- 3.3 Members moving out of the area will be welcome to retain their membership if they so wish.
- 3.4
- 3.5 Membership of the club may be terminated at any time by members notifying the Secretary. No refund of subscription will be given.
- Exceptionally, a member can also have their membership terminated by the Club if it considers their conduct e.g. behaviour, words or actions are not within the spirit of the Club's aims and objectives or likely to bring the club into disrepute. Accordingly, the committee will maintain and promulgate a full, fair and transparent complaints and disciplinary procedure.

### **4.0 HONORARY MEMBERSHIP**

- 4.1 The Committee may award Honorary Membership to a member in recognition of particular service to the Club. A member so honoured will have the same rights, privileges and obligations as ordinary members but will not pay membership fees.

### **5.0 OFFICE BEARERS**

- 5.1 The President, Secretary, Treasurer and Programme Co-ordinator of the club will be elected annually  
at the AGM.
- 5.2 A Vice President may also be elected at the AGM. Ordinarily the Vice President will succeed the President when his term of office comes to an end.
- 5.3 In the absence of an elected President and Vice President, an acting President role will be determined by the Committee as it sees fit.

### **6.0 MANAGEMENT**

- 6.1 The affairs of the Club shall be managed by a committee elected at the AGM comprising the Office Bearers (paragraphs 5.1 & 5.2) and up to three ordinary members including



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being elected for a titled position managing specific responsibilities (paragraph 6.9) (hereinafter referred to as “the Committee”).

- 6.2 All members of the Committee shall be entitled to vote at Committee meetings.
- 6.3 The President may hold office for a maximum of two consecutive years but shall be eligible for re-election to the post following a minimum of two years thereafter.
- 6.4 The other members of the Committee shall be elected for one year but shall be eligible for re-election annually thereafter.
- 6.5 The Committee may co-opt one or more members to fill vacancies arising during the year and appoint sub-committees. Up to three additional members may be co-opted by the Committee for special tasks but will not serve beyond the following AGM unless elected. Co-opted Committee members shall enjoy full voting rights.
- 6.6 In the event of an equal division of votes at a Committee meeting, the Chair of the meeting shall have a second or casting vote.
- 6.7 The quorum for Committee meetings must comprise of at least 50% of the Committee members, which must include at least one elected Office Bearer.
- 6.8 Committee meetings may take place physically or by video conference and urgent Committee decisions may be reached by email or similar electronic consensus.
- 6.9 Additionally, volunteers may manage particular aspects of the club’s activities e.g. the website, interest groups. They will not be members of the Committee, unless elected as ordinary members at the AGM (paragraph 6.1), but may be invited to attend meetings where appropriate.

### 7.0 VISITORS

- 7.1 Members may introduce visitors at ordinary meetings and visitors may attend two club meetings prior to applying for membership.

### 8.0 CLUB MEETINGS

- 8.1 The Club shall aim to hold at least one physical or online meeting monthly on such days as the Committee may decide. The Club’s programme may additionally include visits and activities organised by the Committee or the leaders of the various interest groups.

### 9.0 GENERAL MEETINGS

- 9.1 An Annual General Meeting shall be held on the 3<sup>rd</sup> Tuesday of April of each year or any substitute date that the Committee may decide, at such time and place as the Committee may determine. At least fourteen days’ notice of such a meeting shall be given.
- 9.2 The Secretary shall call a Special General Meeting at the request of the Committee or on the written request of not less than 10% of the members and shall give at least fourteen days’ notice of such a meeting.
- 9.3 Voting at all meetings shall be by a show of hands, or by ballot if so determined by the members attending the meeting. In the event of an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 9.4 Each fully paid-up member, Honorary member and any member whose fees have been waived by virtue of Article 11.1 below shall be entitled to attend and vote at General



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Meetings.

- 9.5 The quorum at all Annual and Special General Meetings shall be 50% of the average attendance at ordinary meetings over the previous 6 months. If, at the end of 30 minutes after the time appointed in the notice for the opening of the meeting, there be no quorum, the meeting shall be adjourned until the next ordinary meeting. The Secretary shall inform members of the adjournment at least fourteen days prior to the next ordinary meeting. If at such adjourned meeting there is no quorum, those members present shall be deemed competent to discharge the business of the meeting including Article 15.1 to dissolve the Club.

### 10. CLUB INTEREST GROUPS

- 10.1 Club interest groups shall be self-governing in all matters other than insurance, which shall be managed by the Committee.
- 10.2 Club interest groups shall be self-financing in their normal activities and not subject to the provisions of Article 12.1 below but groups may apply to the Committee for a financial contribution towards the cost of hosting inter-club competitions or events.

### 11. SUBSCRIPTIONS

- 11.1 The annual subscription shall be determined at the Annual General Meeting. The Committee shall be entitled to waive the payment of any member's subscription where, in its sole discretion, it considers that the particular circumstances of the member merit that course of action.
- 11.2 Failure to pay due fees by the 30<sup>th</sup> June (without prejudice to the provision of Article 11.1 above), will mean membership is forfeited unless the Committee is made aware of extenuating circumstances. New members joining after the due date will pay a subscription pro-rata for their first year as determined by the Committee.

### 12. FINANCE

- 12.1 An Income and Expenditure Account for the year to the last day in February shall be prepared by the Treasurer and examined by an independent examiner or two members of the club appointed at the previous Annual General Meeting. The account will be circulated to all members prior to the day of the Annual General Meeting.
- 12.2 All funds of the Club shall be deposited in an account in the name of the Club at such bank as the Committee may determine.
- 12.3 The bank account shall be operated by a maximum of four signatories including the Treasurer. Payment of all accounts due by the Club shall be approved by two Committee members (one of which may be the Treasurer), and payment subsequently initiated.

### 13. DATA PROTECTION

- 13.1 The committee will ensure that the collection and use of personal data for club management purposes will be done on a lawful basis and members regularly apprised of their Data Protection rights.

### 14. AMENDMENTS TO THE CONSTITUTION

- 14.1 No alteration, repeal or addition shall be made to this Constitution except by a proposal



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passed at the Annual General Meeting, or a special General Meeting, called for that purpose.

### 15. DISSOLUTION

- 15.1 A resolution to dissolve the Club can only be passed at the Annual General Meeting, or a special General Meeting called for that purpose.
- 15.2 On winding up or dissolution of the Club, once all debts and liabilities have been met, any remaining funds and assets will be distributed as determined by resolution of the members:
  - a) For charitable purposes and/or
  - b) To another organisation or organisations having aims or objects similar to those of the Club.

### 16. DECLARATION

Signed on Original by R Williams, Meeting Chairman and Sandy Wood, Secretary, 16 May 2023