



PROBUS CLUB OF MOSMAN COMBINED INCORPORATED STANDING RESOLUTIONS

BACKGROUND

A Probus Club is governed by a constitution which includes the Articles of Accreditation (Articles) which are consistent across all Probus Clubs. The Articles are adopted by each Club on formation. Clubs that become incorporated on or after formation must include the Articles, which are shown in ***bold and italic*** typeface, in their Club's constitution.

In addition to a constitution, Clubs are required to adopt Standing Resolutions which regulate their internal affairs in accordance with the wishes of their membership. Standing Resolutions are designed to complement the Club's constitution and should not be inconsistent with a Club's constitution. A Club's constitution will prevail in the event of any such inconsistency.

The Recommended Constitutions provided by PSPL require the adoption of Standing Resolutions. PSPL has produced these Recommended Standing Resolutions to assist Clubs manage their internal affairs. Clubs are free to make any changes or variations to these Recommended Standing Resolutions without approval from PSPL. However, the Standing Resolutions set out in part A of this document must be adopted for compliance with the Club's constitution.

INSTRUCTIONS FOR COMPLETION

The information required to complete some of the Standing Resolutions is highlighted in yellow and should be completed by the Committee for consideration by Club members in general meeting.

The Recommended Standing Resolutions that refer to privacy, tours and refunds, and risk management should have policies developed by Clubs based on the information contained in the relevant guidelines.

Once members have agreed the Standing Resolutions to be adopted by the Club, these should be maintained in one document that includes the date of adoption of each resolution.

A. STANDING RESOLUTIONS REQUIRED BY THE CLUB'S CONSTITUTION

The constitution of a Probus Club requires additional information to be provided for in its Standing Resolutions. For a Club that has adopted PSPL's Recommended Constitution, this is normally referenced in the Club's constitution by the words "as provided for in the Standing Resolutions".

Accordingly, the following Standing Resolutions are required to be adopted by Clubs:

1. The Club will be managed by a Management Committee ("Committee") comprising a President, one or more Vice-Presidents, a Secretary, a Treasurer and up to 6 other members of the Committee in such roles as may be decided from time to time. (Constitution clause 7.(a)).
2. Nominations for election to the Committee will require a proposer and seconder by two Voting Members of the Club. (Constitution clause 8.(b))

3. The maximum number of consecutive terms for which a Committee member may serve in the same role is up to 5 years. (Constitution clause 8.(l)).
4. The Club will meet monthly at 10.30 am on the 4th Wednesday of each month, except for December, at Mosman Art Gallery, 1 Art Gallery Way Mosman NSW 2088. (Constitution clause 12.(a))
5. In relation to Committee meetings, at least 14 days notice must be given to Committee members. (Constitution clause 7.(j))
6. The annual subscription will be \$55.00 and is payable by the end of February each year. The joining fee payable by new members will be \$15.00 (Constitution clause 14.(a))
7. The maximum number of Ordinary Members of the Club will be 120. (Constitution clause 5.(f))
8. There will be no more than 3 Honorary Members at any one time. (Constitution clause 5.(f)).
9. There will be no more than 3 Life Members at any one time. (Constitution clause 5.(f)).
10. The Treasurer will submit financial reports to general meetings on a monthly basis. (Constitution clause 10.(b)).
11. As the Club is incorporated in NSW, the Secretary or other Member may act as the Public Officer. (Constitution clause 11).
12. Provided 14 days' written notice has been given, these Standing Resolutions may be amended at any general meeting of the Club, a quorum being present, by a simple majority vote of those members present and voting. (Constitution clause 25.(a))

B. ADDITIONAL STANDING RESOLUTIONS

In addition to the above Standing Resolutions, it is recommended that Clubs consider adopting the following Standing Resolutions:

13. The Immediate Past President is an ex officio member of the Committee by virtue of his or her past service as President with voting rights.
14. The Committee is authorised to appoint assistants to any of the positions on the Committee. Assistants are not sitting members of the Committee and are not entitled to vote. However, if an assistant is acting for a member of the Committee in his or her absence, then the assistant will have one vote.
15. The President, Vice President, Treasurer and other Members as approved are the authorised signatories on the Club's bank account(s), including Electronic Funds Transfers, provided always that any two of these signatories authorise such transactions.
16. The Committee will ensure that the Club's annual financial statements will be certified, reviewed or audited if there is a legislative requirement to do so.

17. Visitors may attend a maximum of 3 meetings and/or activities of the Club. If a person continues to attend meetings and/or activities beyond this protocol, that person will be classified as a non-member and the Club will be required to pay the non-member capitation fee to PSPL.
18. Members are expected to attend 50% of the Club's monthly meetings in any calendar year, subject to any leave of absence being granted by the Committee.
19. The Committee may grant a member leave of absence for a specified period on such conditions as it considers appropriate.
20. The Club will maintain a waiting list protocol as follows:
 - (a) the maximum number of persons on the waiting list will be 20.
 - (b) an expression of interest to join the Club will be recorded on the waiting list by date.
 - (c) a membership application form will only be offered to a person on the waiting list when a vacancy becomes available.
 - (d) monies will only be received or accepted from a person on the waiting list when an application for membership has been approved by the Committee.
 - (e) persons on the waiting list may attend Club meetings and/or activities in accordance with the Club's protocol for visitors.
21. The Club will have a Privacy Policy that outlines how it will collect, hold, use and disclose members' personal information.
22. The Club's Refund and Payment Policy is as follows:
(Club prefers payment by Tap & Pay or direct funds transfer)
 - (a) No refund of Subscription or Joining Fee
 - (b) Refund available where offered by event supplier / provider / host.
23. The Club will adopt a Risk Management Policy for all meetings, outings and activities.
24. The Treasurer will present a Financial Statement for all Committee, General Meetings and Annual General Meeting form which a budget can be prepared
25. The Committee must notify PSPL of changes to the Club's membership as they occur. In the case of new members, any pro rata capitation fees will be paid to PSPL at the earliest opportunity.

AMENDING STANDING RESOLUTIONS

- a. To amend or replace a Standing Resolution, the members in general meeting must pass either an amendment to an existing Resolution or a new Resolution.
- b. A Standing Resolution may be moved at a general meeting from the floor with or without due notice depending on the nature of the motion. If the matter is contentious or is related to an

existing Standing Resolution, 14 days' written notice should be given to all members. Once the motion is moved, the motion must be seconded and then, following discussion, a vote taken.

- c. Changes to Standing Resolutions will normally require a simple majority vote of those members present and voting. However, a Club may select a higher majority vote (such as 75%) and that should be clearly stated in its Standing Resolutions.
- d. A Standing Resolution remains on the books until such time as the Resolution no longer applies, is amended, rescinded or a new Resolution overrides the previous Resolution.