

CONSTITUTION
PROBUS CLUB OF MISSISSAUGA SOUTH
Amended August 2023

1. TITLE

- 1.1. The club shall be called the “PROBUS CLUB OF MISSISSAUGA SOUTH” hereinafter referred to as “PCMS”.

2. OBJECTIVE

- 2.1. The purpose of the PCMS is to provide opportunities for retired and semi-retired men to meet others with similar areas of interest, enjoy listening to guest speakers on relevant subjects and visiting places and organizations of specific appeal to members.
- 2.2. Membership shall be primarily for residents of the southern portion of Mississauga but may include residents of adjacent municipalities and regions.
- 2.3. The activities of the PCMS shall be directed primarily toward providing fellowship, the development of acquaintances and participation in club activities at a minimum cost to members.
- 2.4. The PCMS shall:
- 2.4.1. be non-political and non-sectarian.
 - 2.4.2. not compete with other organizations.
 - 2.4.3. not engage in fund-raising.
 - 2.4.4. be non-profit.
- 2.5. Should the PCMS cease its activities and be wound up, all of its residual funds, after payment of all liabilities, shall be donated to a registered charity or charities as determined by the Management Committee after consultation with the overall membership.

3. MEMBERSHIP

- 3.1. Membership is open to business and professional men and executives, residing primarily in the area designated above, who have fully or partially retired from their normal profession, business or executive role.
- 3.2. Members must not use their membership to further their business interests.

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- 3.3. Application for membership must be sponsored by one member and approved by the Management Committee. Once approved, the new member shall enjoy all the benefits provided by the PCMS.
- 3.4. Members leaving the Mississauga area may retain their membership provided they continue to be members in good standing.
- 3.5. Members may belong to other PROBUS clubs.
- 3.6. Each member of the PCMS shall pay the annual membership fee as provided in the by-laws and Operational Guidelines.

4. MANAGEMENT

- 4.1. The PCMS shall be managed by a Management Committee comprising of the following
 - 4.1.1. President
 - 4.1.2. Vice-President (who will normally be the President in the year following)
 - 4.1.3. Secretary
 - 4.1.4. Treasurer
 - 4.1.5. The Directors of Program, Events, Membership, Activities, Members Welfare and Communications.
 - 4.1.6. The immediate Past-President shall be an ex-officio member of the Management Committee for one year after leaving the Presidency.
- 4.2. A Nominating Committee consisting of the immediate Past-President, the President, and the Vice-President, with the immediate Past-President as Lead, shall prepare a report to members recommending candidates for the Management Committee.
- 4.3. Fifty percent of the members of the Management Committee shall constitute a quorum.

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- 4.4. In the event of a tie, the Chairman of the Management Committee, who ordinarily does not have a vote, has the deciding vote.
- 4.5. The Management Committee has the power to appoint members to fill vacancies without the immediate approval of the membership but subject to their approval at the next Annual General Meeting.
- 4.6. The Management Committee has the power to appoint sub-committees.

5. MEETINGS

All meetings as discussed below are chaired by the President of the PCMS or an alternate as approved by the Management Committee.

5.1. Regular Monthly Meeting

- 5.1.1. A meeting of the members is held on the third Thursday of each month, or as directed by the Management Committee.

5.2. Annual General Meeting

- 5.2.1. An Annual General Meeting is held during the October meeting of each year.
- 5.2.2. The quorum for the Annual General Meeting is 25% of the membership.
- 5.2.3. Voting at the Annual General Meeting is by a show of hands unless 10 members request a secret ballot.
- 5.2.4. In the event of a tie vote, the Chair of the meeting shall have the deciding vote.

5.3. Special General Meeting

- 5.3.1. On receipt of a written request signed by five members, the Secretary will call a Special General Meeting. This request must contain full particulars of the reason, or reasons, for requesting the meeting. The Secretary must inform the membership at least two weeks before the meeting is held.

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5.3.2. A quorum for a Special General Meeting is 50% of the PCMS membership.

5.3.3. Voting at a Special General Meeting is by show of hands, unless 10 members request a secret ballot.

5.3.4. In the event of a tie vote, the Chair of the meeting has the deciding vote.

5.4. Notice Of Motion

5.4.1. A Notice of Motion must be in the hands of the Secretary, in writing, at least one meeting prior to the meeting at which the Motion is to be presented.

5.5. Electronic Meetings and Voting

5.5.1. If circumstances prevent in-person meetings and notwithstanding anything else contained in the Constitution, the following applies at all General Meetings, Annual General Meetings and Special General Meetings:

5.5.1.1. The entire meeting can be held electronically so long as all members are given the opportunity to hear and respond to each other.

5.5.1.2. At any electronic meeting, motions may be decided by a show of hands, by ballot and proxies, and/or electronic voting, subject to procedures approved by the Management Committee. In the event of a tie vote, the Chair of the meeting shall have the deciding vote.

5.5.1.3. Any member who submits their vote by electronic voting shall be deemed to be present at the meeting for the purposes of constituting a quorum.

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6. ACCOUNTS

- 6.1. The fiscal year of the PCMS is August 31st.
- 6.2. The Financial Statements for the twelve months at August 31 of each year shall be presented at the Annual General Meeting and shall be comprised of:
 - 6.2.1. a Statement of Financial Position (Balance Sheet)
 - 6.2.2. a Statement of Operations (Statement of Income and Expenses) and
 - 6.2.3. a Statement of Cashflow
- 6.3. The Management Committee shall appoint a member of the PCMS (the "Peer Reviewer") who shall review the PCMS's accounts and express his opinion on the annual financial statements. The Peer Reviewer shall not be a member of the Management Committee.
- 6.4. The Treasurer shall deposit all funds of the PCMS in a bank, trust company or credit union designated by the Management Committee. The signatories for this account shall be the Treasurer, President, Vice President and Secretary or others as approved by the Management Committee.
- 6.5. The Treasurer shall prepare a budget for the Management Committee at the beginning of a new fiscal year.
- 6.6. The Treasurer shall maintain a record of the receipts and expenditures of each event for presentation to the Management Committee.
- 6.7. The Management Committee may nominate an alternate to act on the Treasurer's behalf during the Treasurer's absence and to perform routine duties at any time.

7. CONSTITUTIONAL AMENDMENTS

- 7.1. This Constitution may be amended at any Annual General Meeting or Regular Monthly Meeting
- 7.2. Notice of Motion of Constitutional Amendments must be given at least one meeting prior to the meeting at which the Amendment is to be presented.

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- 7.3. 25% of the membership represents a quorum.
- 7.4. The amendment is adopted if 2/3 of those present vote in support of the amendment.

8. VISITS BY MEMBERS OF OTHER PROBUS CLUBS

- 8.1. Members of other PROBUS clubs are welcome to attend any meeting or other activity of the PCMS, provided that no member of the PCMS is thereby excluded.

9. REGISTRATION

- 9.1. The PCMS shall register its current meeting arrangements, membership number, names, addresses and telephone numbers of the President and Secretary with PROBUS Canada in October of each year.