PROBUS CLUB OF PORT PHILLIP Inc

Associations Incorporation Act 1981 - Registered No A0029363K

STANDING RESOLUTIONS

A. MANAGEMENT COMMITTEE

1. The Club will be managed by a Management Committee ("Committee") comprising a President, one or more Vice-Presidents, a Secretary, a Treasurer (such Members being "the Officers" and collectively "the Office-bearers") and up to 8 other Committee Members (in such roles as may be decided from time to time). The number of Committee Members shall be exclusive of the Immediate Past President who shall be an ex officio Committee Member with voting rights.

2. Nominations for election to the Committee will require a proposer and seconder by two Voting Members of the Club.

3. Officers and Committee Members (with the exception of the Immediate Past President who is an ex officio Member of the Committee) shall be elected annually in accordance with the Constitution and these Standing Resolutions. The term of office of the President shall be one year, which may be extended to not more than two consecutive years if required due to special circumstances. Other Officers and Committee Members may serve for not more than three successive years in any one office except as otherwise determined and recommended by the Management Committee to Members for decision.

4. Any of the President, Vice President, Treasurer and Secretary and ex-Officers may be authorised by the Management Committee to be signatories on the Club's bank account(s), including Electronic Funds Transfers, provided always that any two of the signatories authorise each transaction and provided further that at least one of the current Officers is a signatory to each authorisation.

5. For the purpose of these rules, the office of an Officer or Committee Member becomes vacant if the Officer or Committee Member:
    a. ceases to be a Member of the Club,
    b. becomes an insolvent under administration within the meaning of the *Corporations Act 2001*, or
    c. resigns the office in writing given to the Secretary.

   Under such circumstances a casual vacancy is created.

6. A casual vacancy, or a vacancy arising from a newly approved position, on the Management Committee may be filled by action of the Management Committee. If the position of Secretary becomes vacant, the Management Committee must appoint a Member to the position within 14 days after the vacancy arises.

7. A quorum at meetings of the Management Committee ("Committee Meetings") shall be a majority of the Members thereof.

8. For the avoidance of doubt, a motion is carried by a majority if more than half of those people voting (including proxies but not including those who wish to abstain) vote in favour of the motion, unless otherwise specified.

9. Voting shall be by a show of hands, with each Officer and Committee Member having one vote only. Proxies are accepted.

10. Where there is an equal division of votes at a Committee Meeting, the chairman shall have a casting vote in addition to a deliberative vote.

11. The Management Committee, with unanimous approval, may empower the Office-bearers to make decisions or give authorisations from time to time on behalf of the Management Committee on specific issues, and within defined boundaries if deemed necessary, and subsequently advise the next Management Committee meeting of any such decision(s) taken or authorisations given by them. This approval can be rescinded by the Management Committee at any time in writing

12. The minutes of each Committee Meeting, when confirmed at the following meeting, must be signed by the chairman of the meeting verifying their accuracy.

13. The Management Committee shall have power to appoint sub-committees to deal with specific matters.

14. Committee Meetings shall be as determined by the Management Committee, meeting at least once in every four calendar months to fulfil its obligations.

15. The Management Committee shall exercise general control and management of the Club affairs between meetings, reporting on actions taken at the next general meeting of Members.

16. A Member of the Management Committee may be removed from office at a general meeting of the Club if a majority of Members present at the general meeting vote in favour of removing the Member.

17. Before a vote of Members is taken about removing the Member from office, the Member must be given a full and fair opportunity to show cause why removal from office should not be affected.

18. A Member of the Management Committee has no right of appeal against the Member's removal from office under this section.

19. In relation to Committee meetings, at least 5 calendar days' notice (orally or by mail, electronic transfer or any other method agreed upon) must be given to Committee Members.

20. The Committee is authorised to appoint Support Officers to undertake defined roles on behalf of the Committee. Support Officers are not sitting Members of the Committee and are

not entitled to vote. However, if a Support Officer is asked by the Committee to act for a Member of the Committee in his or her absence, then the Support Officer will have one vote.

21. The Committee is authorised to appoint assistants to any of the designated 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.

B. GENERAL MEETINGS and ANNUAL GENERAL MEETINGS

1. The Club will normally meet monthly at 10.00am on the 2nd Tuesday of each month, except for January, at Kew Golf Club, but may meet at another time, on another day, or at another venue by determination of the Committee, or decision of the Members.

2. The Treasurer will submit financial reports to general meetings on a monthly basis.

3. The annual subscription is payable by Members by 31 March each year. The joining fee is also payable by new Members. The annual subscription and joining fees for the following year are set each year at the Annual General Meeting.

4. Voting at a general meeting for general proposals, other than for changes to Standing Resolutions, can take place providing a quorum is present and a vote in favour by at least 50% of those Members present is necessary to adopt the proposal.

C. MEMBERSHIP - GENERAL

1. A Membership Application Form must be signed by 2 existing Members before it is referred to the Management Committee for approval.

2. The maximum number of Ordinary Members of the Club will be 150.

3. There will be no more than 5 Honorary Members at any one time.

4. There will be no more than 5 Life Members at any one time.

5. Non-Active Membership (temporary or continuing) may be conferred by the Management Committee upon a Member after taking into account the Member's illness, physical disability or other situation that makes the Member's regular attendance at Meetings difficult or impossible. Non-financial Membership shall be granted to Non-Active Members. There is no limit on the number of Non-Active Members at any time.

6. 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.

7. Members are expected to attend at least 5 of the Club's monthly meetings in any calendar year, subject to any leave of absence being granted by the Committee.

8. The Committee may grant a Member leave of absence for a specified period on such conditions as it considers appropriate.

9. The Club will maintain a waiting list protocol as follows:

10. The maximum number of persons on the waiting list will be 10.

11. An expression of interest to join the Club will be recorded on the waiting list by date.

12. A Membership application form will only be offered to a person on the waiting list when a vacancy becomes available.

13. 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.

14. Persons on the waiting list may attend Club meetings and/or activities in accordance with the Club's protocol for visitors.

15. The Committee shall 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.

D. <u>MANAGEMENT POLICIES</u>

The Club will develop and adopt the following listed policies. In doing so, the Club will consult the PSPL Handbook for guidance.

1. The Club will develop and adopt a Privacy Policy that outlines how it will collect, hold, use and disclose Members' personal information.

2. The Club will develop and adopt a Refund and Payment Policy.

3. The Club will develop and adopt a Risk Management Policy.

E. <u>COMPLIANCE</u>

1. As the Club is incorporated, the Secretary will act as the Public Officer if one is required.

2. The Committee shall ensure that the Club's annual financial statements will be certified, reviewed or audited if there is a legislative requirement to do so.

F. AMENDING STANDING RESOLUTIONS

1. 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. Provided a quorum is present and a vote in favour by at least 75% of those Members present for an amendment to an existing Resolution or a new Resolution is necessary to adopt the proposed change.

2. 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.

3. 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.

G. ADOPTION

We hereby certify that, a quorum being present, these Standing Resolution were adopted by decision of not less than a three quarters majority of the Members present and voting at a general meeting held on the Tuesday 12th May (date) 2026

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(President's Signature) (Secretary's Signature)

C. M. Adams