RULES AND CONSTITUTION 3rd June 2026

1. TITLE

The name of the club shall be
THE PROBUS CLUB OF BOXMOOR AND DISTRICT

2. OBJECTS

To promote good fellowship for members by regular meetings and discussions and by social activities. The Club shall be non-political and non-sectarian.

3. CONSTITUTION

(a) MEMBERSHIP

Membership shall be open to retired and semi-retired Professional and Business Men and Women. Applicants for membership shall be proposed and introduced by an existing member and approved by the Committee. Membership shall be limited to 110, unless it is changed at an Annual General Meeting. The Committee shall be entitled to recommend that existing members be made Honorary Life Members (HLMs) who shall not thereafter be counted towards the Membership limit but shall retain all other rights of membership, provided that the total number of such HLMs shall not at any time exceed 10% of such limit.

(b) JOINING FEE AND SUBSCRIPTION

Rates shall be fixed at the Annual General Meeting and be due from that date. Any member who is in arrears for a period of six months shall be given notice in writing that they will forfeit their membership if they fail to pay within one month of the date of the notification.

(c) OFFICERS AND COMMITTEE

These shall all be honorary as follows:

Chairman - Elected at each AGM and to retire on completion of their year of office. They shall become an ex-officio member of the Committee for the following year

Vice-Chairman - Elected at the AGM and normally to become Chairman the following year

Secretary, Treasurer, Assistant Secretary, Social Secretary, Assistant Social Secretary, Members' Care Secretary, and **Speakers' Secretary** shall be elected at the AGM with tenure of office not limited.

Two Additional Committee Members shall be elected at the AGM and shall not serve for more than two consecutive years. After a break of one year an ex-Committee Member shall be eligible for election.

An Independent Examiner shall be appointed at the AGM to inspect and confirm that the accounting records support the statement of the Club's financial position as provided to the Membership at the year end.

In exceptional circumstances, and subject to the approval of the members in accordance with the provisions of paragraph 3(d) below, tenure of office of the Chairman and Vice Chairman and of the two Additional Committee Members may be extended for a period to be agreed at the Annual General Meeting.

With the exception of the Chairman, Secretary and Treasurer, vacancies on the Committee during the year may be filled by co-option by the remaining members of the Committee.

The affairs of the Club shall be managed by the Committee consisting of the Officers and Members stated above and Six Members shall form a Quorum at any Committee Meeting. The Committee shall meet as necessary, preferably once per month, and shall have the power to co-opt and to appoint sub-committees for special tasks.

(d) MEETINGS
General Meetings shall be held monthly. These meetings shall be in two parts; (i) Speaker or Social Event and (ii) the Club Business as per an agenda OR in such form as the Committee shall determine for the benefit of Members.

Where circumstances do not allow for meetings to take place physically, facilities may be made available for members to attend via video conference. In recognition that not all members will have the technical capability to attend such meetings, key issues arising therefrom may be communicated by email or other suitable means. The provisions of this paragraph shall not be limited to monthly meetings but shall also apply to AGM's and EGM's.

The **Annual General Meeting** shall be held normally in June and at least six weeks' notice shall be given to all members.

The AGM shall be held for the purpose of:
1. Presentation of the Annual Report.
2. Presentation and passing of the Accounts of the Club for the past year.
3. Fixing Subscriptions and Joining Fee for the year ahead
4. Election of Officers and Members of the Committee
5. Alterations and additions to Rules and Constitution.
6. Consideration of those proposals which require the decision, sanction or confirmation of the Meeting.

A quorum at an Annual General Meeting shall be at least 40% of the membership. If fifteen minutes after the time fixed for an Annual General Meeting no quorum shall have been achieved, the meeting shall be adjourned to a new date (three weeks' notice of which shall be given to all members) and such number of members who are present at the adjourned meeting shall constitute a quorum.

Notice of the proposed new Rules or proposed alteration to existing Rules shall be submitted to the Secretary, in writing, at least three weeks before the meeting for inclusion in the Agenda.

Nominations for the positions of Officers and Committee Members shall be submitted to the Secretary, in writing, at least three weeks before the AGM.

An Extraordinary General Meeting may be requested by no less than twelve members and the Secretary shall give at least three weeks' notice in writing, of the date and purpose of the meeting. No other business shall be transacted at that meeting. The rules governing a quorum for an EGM shall be identical to those for an AGM.

4. PRIVACY

All personal information about members that is held by the Club shall be handled in accordance with the Club's Data Protection Policy, a copy of which can be seen on the Club's website.

5. CLUB ACTIVITIES

a) Guests may be introduced to meetings by members but those guests may not attend more than three meetings in any one year. Those who have been accepted as waiting members may attend all the meetings as guests until a place is offered. Guests will not have voting rights.
b) In accordance with the Objects of the Club, Speakers may be invited to address the Members.

6. WINDING UP

(a) In the event of a recommendation by the Committee that the Club be wound up, the Secretary shall give at least three weeks' notice of an EGM at which a resolution shall be put to a vote. For such a resolution to have effect at least two thirds of the votes cast must be in favour, and in addition the number of such votes must exceed 50% of the number of such members of the Club entitled to attend and vote at the EGM at which the resolution is put; otherwise, the Rules for a quorum at an EGM will apply. Votes submitted by post or by email will be accepted for a resolution to wind up the Club.

(b) If a resolution that the Club be wound up is effectively passed, the Committee shall be responsible for winding up the affairs of the Club and unless the winding up has been initiated with a view to amalgamating the Club with another Probus club (in which case any surplus assets and funds may be transferred to such other Probus club), any surplus assets and funds shall be disposed of as determined by a majority of the members present at the EGM after due consideration of the recommendations made by the Committee to the members.