



# DENBIGH AND DISTRICT PROBUS CLUB

## CONSTITUTION AND RULES (Revised 3 November 2025)

PROBUS is a local, national, and international association of **PRO**fessional and **BUS**iness people who are semi-retired, or are approaching, or are already enjoying retirement, who come together in autonomous Clubs that provide regular opportunities for Members to meet others in similar circumstances, with similar interests, to make new friends, and to expand their interests.

The Denbigh and District Probud Club was formed in 1974 and:

- Is non-political and non-discriminatory;
- Is non-profit making and does not fund-raise other than for its own internal needs;
- Holds luncheon meetings monthly.

**1 Title** The name of the Club shall be "DENBIGH AND DISTRICT PROBUS CLUB".

**2 Objective** The objective of the Club shall be good friendship, fellowship and intellectual stimulation.

### 3 Membership

- a) The Club shall be open to all people who are semi-retired, or are approaching, or are already enjoying retirement from **PRO**fessional and **BUS**iness backgrounds and or who have had some measure of responsibility in life. The Club welcomes both males and females.
- b) The Club Membership shall consist of Members enrolled by vote of the Membership.
- c) The Club will be managed by a Committee elected from the Membership.
- d) Should a Member exhibit unacceptable behaviour, the Committee shall terminate that member's membership.
- e) In recognition of a Member finding difficulty in maintaining attendance because of personal or family illness, the Committee may decide that such a Member be carried as supernumerary to the total Membership. Supernumerary Membership shall not exceed five Members. The Annual Membership Fee will be waived for Supernumerary Members.
- f) A Member wishing to resign shall notify a Committee member, in writing.

### 4 Invitation to Membership

- a) Prospective Members will be introduced by an existing Member or via the contact details on the Club's website.
- b) The Membership Officer will provide the Prospective Member with an Application Form that will comply with the necessary regulations such as General Data Protection (GDPR) and will include the requirement for a short autobiographical note.
- c) On receipt of a satisfactorily completed form the Membership Officer will provide an invitation to a lunch meeting, at no cost to the Prospective Member. At this lunch, the Prospective Member will be invited to give a short address to the Membership to introduce themselves. The Prospective Member may be represented by a Member, acting as advocate.
- d) The following process will be followed to seek the Members' acceptance, or otherwise, of the Prospective Member.
  - i) Following the Prospective Member's attendance at a lunch, the Membership Officer will seek confirmation by e-mail that the Prospective Member still desires to join. The objective being to have such confirmation within 3/4 days of the lunch. If no such confirmation is received, no further action will be taken.
  - ii) The Membership Officer will then send (within 1 week) by e-mail (or by post, as necessary,) to all Members, a copy of the Prospective Member's short autobiographical note, with the requirement to respond within one week as to whether or not the Member considers the Prospective Member to be an acceptable candidate. No response from a Member will be taken as abstention. To be

considered acceptable, the Prospective Member must gain more votes for than against (thus a draw = No). A minimum vote of 25% of the Membership is required for the voting to be valid.

- iii) Members may discuss any concerns in confidence with the Membership Officer or President and register their acceptance or otherwise (within the timeframe). If the concern raised is such as potentially to disqualify the Prospective Member the President must be so informed (without breaking confidence). By the next Committee Meeting the President will discuss the matter with the Member who raised the concern and will bring the matter to the Committee to decide on the way forward.
  - iv) At the end of the voting period (i.e. two weeks from the lunch) the Membership Officer will inform the Committee of the result by email. The Membership Officer will not divulge individual votes.
  - v) If the tally is against membership, the Membership Officer will so inform the Prospective Member, and Members by e-email/post.
  - vi) If concerns have been raised, the decision on admittance will be delayed to the next Committee meeting. The Prospective Member will be informed either of their success at joining and will be invited to the next Meeting or will be informed of a delay.
- e) The New Member will be directed to the Club's website where the Constitution and Rules and information about future meetings are located.

## **5 Club Committee**

- a) The Committee managing the affairs of the Club will normally comprise President, Vice-President, Business Officer, Finance Officer, and others they require, such as, Luncheon Officer and Membership Officer.
- b) Within these Rules, titles given to Committee Members are designed to reflect the tasks being undertaken.
- c) Members of the Committee shall be elected, or retained at the Annual General Meeting in November, by a show of hands. A simple majority of Members present will suffice with the President having the casting vote.
- d) The Committee may co-opt additional Committee Members if required by a Committee Majority vote.
- e) The President shall hold office for one year and be succeeded by the Vice-President.
- f) Committee Members shall normally hold office for not more than three consecutive years unless re-elected annually by Members.
- g) All Members are expected to take turns on the Committee.

## **6 Committee Meetings**

- a) At least four Committee Meetings will be held annually.
- b) Committee Meetings will normally be held immediately prior to a Club Meeting.
- c) Three Members of the Committee, to include at least the President or the Vice President or the Business Officer, shall constitute a quorum.
- d) The Meeting will be chaired by the President, or the Vice President, or the Business Officer, in that order of priority. If none of those three is available, the meeting will be postponed and reconvened at the earliest reasonable opportunity.
- e) The Business Officer shall keep minutes of each meeting, for agreement at the next meeting. A paper copy of the minutes will be signed by the President and will be maintained by the Business Officer until such time as the Committee decides otherwise.

## **7 Club Meetings**

The Club will normally hold a Club Luncheon on the first Monday of each month, except when this falls on a public holiday, in which case the following Monday will be selected. The Club may also arrange Club Visits to places of interest.

- a) Members' Guests:
  - i) Members may invite guests to any club meeting other than the AGM. The Member or guest will pay for the guest's lunch. (This invitation is separate from a Membership Officer's invitation to a Prospective Member.)
  - ii) Members may bring up to two guests at a time, to up to six Club Luncheons per year; no guest is allowed to more than three club meetings per year.

- iii) Members should give the Luncheon Officer due notice of their intention to invite a guest(s), together with the name(s) of the guest(s) and any dietary requirements.
- b) Club Luncheons will generally have the following agenda:
  - i) Commencing at noon Members are encouraged to circulate and converse in an informal setting.
  - ii) Lunch will be served at 1pm. The seating will be determined by the Luncheon Officer who will place name cards on tables, generally, in a random order.
  - iii) Immediately prior to lunch being served, the President will make brief opening remarks including a welcome to guests and the speaker and to give an offering of thanks.
  - iv) Following lunch, the President will make any announcements necessary and request any prospective new member(s) or their advocate(s) to make their introduction(s).
  - v) If there is a speaker, and/or business to conduct, a break will be given.
  - vi) The guest speaker will be invited to address Members.
  - vii) Any other business will be conducted.
  - viii) The meeting is anticipated to close around 3.00 - 3.30pm with the President making closing remarks and raising a toast to the Club.
- c) Invitation Lunch Meetings.
  - i) Invitation Lunch Meetings will be held to which Members will be encouraged to invite their guest(s). These meetings will otherwise be the same as Club Meetings.
  - ii) The frequency and timing of these meetings will be proposed by the Committee for consideration at the AGM.
- d) Annual General Meeting - AGM.
  - i) The AGM agenda should be agreed by the Club Committee prior to the AGM
  - ii) These meetings will be as Club Luncheons with the exception that the business of the AGM will follow the lunch.
  - iii) As a minimum, the following business should be addressed and voted on, as necessary.
    1. Welcome to Members.
    2. Apologies.
    3. Approval of the Minutes of the previous AGM.
    4. Retiring President's Annual Report.
    5. Finance Officer's Report and presentation of audited accounts of the Club's finances for the last financial year ending in September, and discussion thereon. Members will be asked to vote on any proposed changes to the annual subscription fees.
    6. Reports from other Officers as required.
    7. Election and re-election of Committee and Officers:-
      - President
      - Vice-President
      - Finance Officer
      - Business Officer
      - Other Officers and Committee Members
      - Immediate Past President (no vote required)
    8. Retiring President passes regalia to Incoming President
    9. Incoming President's address.
    10. Business for coming year:-
      - Frequency and timing of Invitation Lunches
      - Changes to the Constitution and Rules
      - Any Other Business
  - iv) In all votes, a simple majority of quorate Members present will suffice, with the President having a casting vote. A quorum for voting shall be 33% (rounded down) of paid-up Members.
  - v) At the Club Luncheon on the day of the AGM the President, at the appropriate time, will lead the loyal toast.
- e) The Luncheon Officer will determine the appropriate means and timing of ascertaining Members' intentions for attendance at meetings. The means will be adequately communicated to Members.

- f) Once a Member's intention to attend has been ascertained by the Luncheon Officer, the Member will be liable for the cost of the lunch. In changing circumstances, the venue may be able to accommodate changes to a Member's intentions with minimal notice, but this cannot be relied upon. In exceptional circumstances, the Committee may waive the Member's liability to the cost of a missed lunch.

## 8 Finance

- a) The annual subscription shall be paid by 31 January each year. Any member who has not paid their subscription within two months of the due date shall, unless there is a valid reason, be deemed to have lapsed their membership. A new member on joining the Club shall pay a pro rata amount of the Subscription for the forthcoming year in respect of each month remaining, to the end of the subscription year.
- b) Should the Club be wound up, any remaining funds will be distributed to a local registered charity as agreed by the Committee.

## 9 Alterations to Constitution and Rules

- a) An alteration may only be approved at the AGM, or at an Extra Ordinary General Meeting requested by at least 25% of the Club Members. In either case 14 days' notice of the proposal shall be given to all Members of the Club.
- b) A Member wishing to institute a change shall submit details in writing to the Business Officer in such time as to permit prior consideration by the Committee before the AGM or the Extra Ordinary General Meeting.
- c) It is incumbent upon the Committee to review the Constitution and Rules and risks to the Club, at least annually, and propose changes considered necessary to the AGM.
- d) Under exceptional circumstances, the Committee will manage the Club as necessary to maintain the Club's best interests in the circumstances.
- e) Appendix 1 is not subject to Rule 9a. The Appendix should be updated by the Committee as and when the Constitution and Rules are reprinted.

## APPENDIX 1

PAST CHAIRMEN			
1974-75	Dai Wheway Davies	1995-96	David Evans
1975-76	Arthur Roberts	1996-97	Bob McKee
1976-77	Jim Ellison	1997-98	Pat Thompson
1977-78	Ernest Roberts	1998-99	Tom Thompson
1978-79	Frank Haddon	1999-2000	G Wyn Williams
1979-80	Emrys Roberts	2000-01	Terry Barrett
1980-81	Gordon Censi	2001-02	Eric Johnson
1981-82	Len Grimbley	2002-03	Meurig Voyle
1982-83	John Rhys Williams	2003-04	Emrys Williams
1983-84	Glynne Price	2004-05	Eirwyn Jones
1984-85	Oliver Tordoff	2005-06	Mike Freeman
1985-86	Ewart Price Williams	2006-07	Bob Roberts
1986-87	George Gough	2007-08	Peter Davies
1987-88	John E Davies	2008-09	Peter Wyer
1988-89	Bill Bickley	2009-10	Maurice Bitcon
1989-90	Trevor Aldrich	2010-11	Aldie Robarts
1990-91	Harry Maddock	2011-12	Eifion Jones
1991-92	Ivor Watkins	2012-13	David Birch
1992-93	Bob Howe	2013-14	Bryn Davies
1993-94	Hugh Jones	2014-15	Terrence Gillespie
1994-95	Cliff Bent	2015-16	Peter Gibson
		2016-17	Gwyn Evans

2017-18	Philip Brelsford
2018-19	Keith Lester
2019-21	John Peel

In 2021 the title Chairman was changed to President

**PAST PRESIDENTS**

2021-22	Julia Hughes
2022-23	John Barr
2023-2024	Graham Evans
2024-2025	Dewi Owens