Notice of the Special General and 16th Annual General Meeting
of the Probus Club of Vancouver
Tuesday, September 8, 2026

Notice is hereby given that a Special General and the 16th Annual General Meeting of the Probus Club of Vancouver (the "Club") will be held on **Tuesday, September 8, 2026 at <u>9:30 am</u>** at the H. R. MacMillan Space Centre, Vanier Park, 1100 Chestnut Street, Vancouver B.C., to transact the following business:

Business for the Special General Meeting

1. To approve changes to the Club's Bylaws to:
   a) delete Bylaw 3(a) thereby opening membership in the Club to both males and females;
   b) amend Bylaw 3(f) to require an application for membership in the Club to include payment of the membership fee; and
   c) amend Bylaw 3(d) to remove the requirement for sponsorship of applications for membership;

   with the full text of the proposed Bylaw amendments being set out in the Information Circular which is attached to this Notice. Voting on business at the Special General Meeting will be by ballot to be handed out at the meeting.

Business for the Annual General Meeting

1. To approve the Minutes of the 15th Annual General Meeting

2. To receive the Report of the Directors

3. To receive and adopt the accounts of the Club for the year ended July 31, 2026.

4. To receive the Report of the Nominating Committee and elect Directors.

5. To waive the appointment of auditor.

The Club's Bylaws do not allow for attendance or voting by proxy so attendance at the AGM is required for members wishing to vote on the Business at both meetings. Voting on business at the Annual General Meeting will be by a show of hands of the members present, unless an ordinary resolution is passed requiring that the vote be by ballot.

Dated as of August 4, 2026
On behalf of the Board of Directors of the Probus Club of Vancouver

Anthony A. Zoobkoff, Secretary

Provided contemporaneously with this Notice as separate documents are the following:

Information Circular regarding Bylaw changes
Minutes of the 15th Annual General Meeting
Accounts of the Club for the year ended July 31, 2026
Report of the Nominating Committee

Information Circular

Special General Meeting of the Probus Club of Vancouver

to be held on September 8, 2026

Membership Committee Meetings of the Club were held to review the Club's membership, and the Committee provided its report to the Board of the Club on June 17. The Board considered the report and approved recommending to the members that the members pass resolutions at the Special General Meeting to amend the Bylaws as set out in this Information Circular.

A review of the Club's membership figures has illustrated a decline in membership from 2016, when we had 400 members, 2023 with 300 members, and now in 2026, we currently have 222. The average age of our members is also increasing with 155 currently 80 or older – they represent 70% of our current membership.

1. Deletion of Bylaw 3(a) regarding opening membership

Bylaw 3(a) provides that membership in the Society shall be restricted to men. The Membership Committee considered that women are full participants in the professions and in business and serve at all management levels of businesses. This was not the case when Probus Vancouver was started, but it is now.

Having women members will help the Club recruit new members and having women on our board, and in other volunteer positions, would allow us to build a stronger and broader base for all members.

It was noted that Probus clubs that admit men and women are over subscribed.

Recruiting members should be more effective if we can offer membership to women and men.

There was unanimous support at the Board for the Members to consider the following motion

BE IT MOVED, as a Special Resolution that Bylaw 3(a) be deleted from the Bylaws.

The impact of this amendment would be to allow the language of the Club's Constitution to govern membership to the Club. Section a) of the Constitution states, in part, that the "purpose of the Society is to provide opportunities for retired and semi-retired professionals and business **persons** and others of like backgrounds ......" to participate in the Club. This would then open membership in the Club to both men and women. *(bolding and underlining for effect*)

If the members do not pass the Resolution then the Club will retain its unique position as solely a men's club. Probus Canada has indicated that it will no longer sanction single gendered clubs.

2. Amendment of Bylaw 3(f) regarding Fees

The current Bylaw 3(f) states that an application for membership in the Club must be accompanied by an initiation fee and a membership fee, both of which shall be set from time to time by the Board. The Membership Committee considered the requirement of both an initiation and annual fee to limit new member recruitment and has recommended that the Club stop charging an initiation fee but that an application for membership should include a prorated first annual membership fee. This was unanimously endorsed by the Board for consideration by the Members.

BE IT MOVED, as a Special Resolution that Bylaw 3(f) be amended to state that "An application for membership shall include payment of a membership fee, in an amount and following a procedure, which shall be set from time to time by the Board."

3.**Amendment of Bylaw 3(d) regarding Sponsorship**

Currently, Bylaw 3(d) provides that a person needs the sponsorship of at least one member of the Club to apply to the Board for membership with the Board having absolute discretion to approve or reject any application, without reasons.

The Membership Committee considered the sponsorship requirement to limit the Club's ability to recruit new members. Accordingly, the Membership Committee recommended that the requirement for sponsorships be deleted but with the Board continuing to have discretion in approving membership applications. This was unanimously endorsed by the Board for consideration by the Members.

BE IT MOVED, as a Special Resolution that Bylaw 3(d) be amended to state that "The Board shall have absolute discretion to approve or reject any membership application and shall not be obliged to furnish any reasons for its decision."

Note: To take effect, each of the above Special Resolutions require passage by at least 2/3rds of the votes cast by Members present at the meeting.

Minutes of the Fifteenth Annual General Meeting

Probus Club of Vancouver (the "Club")
September 9, 2025 9:45 am
H.R. MacMillan Space Centre, 1100 Chestnut Street, Vancouver, BC

Richard Earthy, President of the Club took the Chair and confirmed that Tony Zoobkoff will act as secretary of the Meeting.

Welcome and Call to Order

Earthy confirmed that Notice of the Meeting and materials for today's meeting had been posted to the website and emailed to all members on August 17, 2024. A quorum for General Meetings is 15% of the membership. Prior to the meeting Earthy was advised by Tony Zoobkoff that well in excess of the 35 required members were present. With a quorum being present, Earthy called the meeting to order at 9:45 am.

Minutes from September 10, 2024 Meeting

Earthy noted that minutes of the last annual general meeting were posted on the website. ON MOTION made (Earthy) and SECONDED (Zaleski) the Minutes of the 14th Annual General Meeting were approved, unanimously, as tabled.

Approval of Financial Statements for the year ended July 31, 2025

The Financial Statements were circulated to all Members with the Notice of Meeting. Greg Lonsbrough, Treasurer, tabled the Financial Statements as approved by the Board and circulated.

No Appointment of Auditor

Earthy confirmed that as the Club is not a "reporting society" the Board of Directors has determined that no auditor is required and, hence, no resolution is proposed.

Election of Directors

The Report of the Nominating Committee was circulated to Members with the Notice of Meeting and no additional nominations have been received. Earthy indicated that Bylaw 4(d) states that the Immediate Past President shall be an ex officio member of the Board, and the other directors shall be elected by the members at each annual general meeting.

Bylaw 4(j) indicates that the other directors shall be elected or appointed to the Board positions set out in the Bylaws. Those positions are the same as listed in the Nominating Committee Report.

Earthy acknowledged that Al Hurwitz was retiring from the Board and thanked Al for his service to the Club. Earthy also recognized Peter Phillips and Richard Spencer who will be joining the Board.

As there were no additional nominations received by the Nominating Committee Earthy declared the persons listed in the Nominating Committee Report to be elected by acclamation to hold office until the next Annual General Meeting. Those persons and positions are as follows:

President	John Kay
Past President	Richard Earthy
1st Vice President	Jim Matkin
Secretary	Tony Zoobkoff
Treasurer	Greg Lonsbrough
Speakers' Chair	Bill Hooker
Membership Chair	Richard Spencer
Activities Chair	Peter Phillips
Website & Database Chair	Peter Brock
Member Services & House Chair	Raymond Greenwood
Newsletter Editor & Publisher	Peter Scott
Historian & Archivist	Hugh Lindsay
Member at Large	Jack Zaleski

Termination of Meeting

There being no other business, Earthy terminated the meeting.

Dated September 9, 2025

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Richard Earthy
President

PROBUS CLUB OF VANCOUVER
FINANCIAL STATEMENT FOR THE 2025/2026 YEAR

	Month of July $	12 Months to July 31 $	Budget 2025-2026 $
REVENUE			
Membership dues	0.00	25,000.00	24,000
Initiation fees	0.00	900.00	1,000
Guest fees	30.00	355.00	600
Interest	0.00	567.01	570
TOTAL RECEIPTS	**30.00**	**26,822.01**	**26,170**
EXPENDITURES			
Facility rental	1,167.50	12,842.50	12,850
Coffee and food	389.90	4,335.40	4,500
Speakers	100.00	1,350.00	1,400
	1,657.40	**18,527.90**	**18,750**
Presidents' luncheon	0.00	755.40	2,000
Activities	0.00	-539.99	100
Management	264.84	1,654.62	1,400
	264.84	**1,870.03**	**3,500**
Probus Canada	0.00	848.00	960
Donations	0.00	500.00	600
Bank/PayPal charges	9.00	436.43	600
Postage, stationery, PO Box	0.00	548.37	400
Newsletter	1260.00	1,260.00	1,500
Legal/Miscellaneous	77.71	402.65	500
	1,346.71	**3,995.45**	**4,560**
TOTAL EXPENDITURES	**3,268.95**	**24,393.38**	**26,810**
SURPLUS/DEFICIT	**-3,238.95**	**2,428.63**	**-640**
Drawdown (Increase) GIC	0.00	-1000.00	0
Deferred activity revenue	0.00	0.00	
OPENING CASH BALANCE	**6,787.89**	**2,120.31**	**2,100**
CLOSING CASH BALANCE	**3,548.94**	**3,548.94**	**1,460**
GIC	**19,000**	**19,000**	**18,000**

PROBUS CLUB OF VANCOUVER
Enriching members with topical, entertaining speakers and social activities.

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REPORT OF THE 2026 NOMINATING COMMITTEE

Committee Members: Chair – Past President Richard Earthy
President John Kay
1st Vice-President Jim Matkin
Advisor Jack Zaleski
Advisor Peter Scott

The slate proposed by the Nominating Committee to be voted on at the AGM at our September meeting, will be:

President Jim Matkin
Past President John Kay
1st Vice President Peter Brock
2nd Vice President Joe Krapiec
Secretary Nate Smith
Treasurer Jack Zaleski
Speakers Chair Bill Hooker
Membership Chair Richard Spencer
Activities Chair Peter Phillips
Website and
Database Chair Peter Brock
Member Services &
House Chair Raymond Greenwood
Newsletter Editor &
Publisher Peter Scott
Historian &
Archivist Richard Earthy

New to Board

New Assignment