

**MINUTES OF A SPECIAL GENERAL MEETING OF THE MEMBERS OF PROBUS CLUB OF
VANCOUVER HELD AT 10:00 A.M. ON TUESDAY, SEPTEMBER 11, 2018**

President Hugh Lindsay acted as chair of the meeting and called the meeting to order. Tim Sehmer acted as secretary.

The Chair noted that notice of this meeting, together with a copy of the special resolution to be considered and voted on, had been duly given, and noted that a quorum for general meetings was 10% of the members. Based on confirmation from Jack Zaleski, filling in for the chair of the Membership Committee, the Chair declared a quorum to be in attendance and the meeting to have been regularly called and duly constituted. The Chair noted that all voting would be by show of hands unless the members present passed an ordinary resolution calling for ballots. The Chair then called the special general meeting to order.

The Chair noted that:

- (A) Our Society is required by its bylaws to review the bylaws every three years;
- (B) Amendments to the constitution and bylaws are required in order for our Society to transition under the new Societies Act of B.C.;
- (C) The proposed amendments are designed for compliance with the new Act, and for improved clarity;
- (D) The only substantive change is to make all members of the Management Committee directors of the Society – at present only the five officers are directors;
- (E) The amended constitution and bylaws will make no practical difference to the way our Society is run, but will make the governance structure simpler and more coherent;
- (F) Immediately after this special general meeting, the Society will apply for transitioning and continuation under the new Act with the amended constitution and bylaws, so that the new bylaws will be in effect, and the newly constituted board of directors can be elected, at the Society's annual general meeting immediately following this special general meeting; and
- (G) The proposed amendments to the constitution and bylaws were approved by the Management Committee and the board of directors on August 7, and a form of special resolution (the "Special Resolution") approving the transitioning of the Society under the new Act with alterations to its constitution and bylaws as set out in the schedules to the special resolution, were emailed to all members on August 13, and posted on the Society's website.

The Chair further noted that one of our members has pointed out that the wording in both our current bylaws and the amended bylaws indicates that only members in good standing may vote at general meetings of the Society, but doesn't clearly define what it means for a member to be in good standing. The Chair accordingly moved that section 3(k) of the altered bylaws attached to the Special Resolution be deleted and replaced as follows:

- 3(k) The annual membership fee becomes payable by all Regular Members on the 1st day of September of each calendar year. Any Regular Member who fails to pay the annual membership fee by the 30th day of November of each calendar year ceases to be in good standing, and the Board may terminate the membership of any such person.

This motion was duly seconded and carried (with no votes opposed).

The Chair then moved the Special Resolution, in the form circulated to all members with the notice of meeting, as amended by the immediately preceding resolution. This motion was duly seconded and carried (with no votes opposed). A copy of the amended Special Resolution, as passed by the members, is attached to these minutes.

The Chair asked the Secretary to instruct our legal counsel to proceed with the filing of the Society's transition application under the new Societies Act, with the altered constitution and bylaws as approved by the amended Special Resolution.

The Chair then adjourned the special general meeting.

PROBUS CLUB OF VANCOUVER

FORM OF SPECIAL RESOLUTION PASSED BY THE MEMBERS AT A SPECIAL GENERAL MEETING OF THE SOCIETY HELD AT 10:00 A.M. ON TUESDAY, SEPTEMBER 11, 2018

WHEREAS:

- (a) Probus Club of Vancouver (the “**Society**”) was incorporated under the *Society Act* (British Columbia) on January 25, 2011;
- (b) effective November 28, 2016, the new *Societies Act* (British Columbia) (the “**New Act**”) came into force which requires all pre-existing societies incorporated under the *Society Act* (British Columbia) to transition under the New Act by November 28, 2018;
- (c) the directors consider it to be in the best interests of the Society that it transition pursuant to Section 240 and Section 242 of the New Act as a member-funded society (the “**Transition**”);
- (d) in addition to filing the transition application necessary to transition, each pre-existing British Columbia society is required to alter its constitution and by-laws to the extent necessary to comply with the requirements of the New Act; and
- (e) the directors consider it to be in the best interests of the Society that it make certain additional alterations to its bylaws to improve the governance of the Society.

BE IT RESOLVED as a special resolution that:

- 1. the Society proceed with the Transition as required under the New Act and the directors of the Society are authorized and directed to make a transition application under Section 240 of the New Act, to the registrar of companies of British Columbia (the “**Registrar**”);
- 2. the alteration of the existing constitution of the Society as required under Subsection 240(2)(b) of the New Act by:
 - (a) moving paragraphs 3 and 4, both of which are expressed to be unalterable, to the bylaws, where they will be identified as having previously been unalterable;
 - (b) including as a new paragraph 3 the member funded statement referred to in Section 191(1) of the New Act as follows:

“This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.”;

with the result that the constitution of the Society forming part of the transition application shall be in the form circulated to the members prior to this meeting, which form is to be appended as Schedule A to the minutes of this meeting, is hereby approved;

- 3. the repeal of the existing by-laws of the Society in their entirety and the adoption of new by-laws, in the form circulated to the members prior to this meeting, which form is to be appended as

Schedule B to the minutes of this meeting, is hereby approved and shall form part of the transition application;

4. the alterations to the Society's constitution and bylaws approved by this special resolution shall not take effect until the transition application has been filed with the Registrar;
5. any one director or officer of the Society is authorized and directed on behalf of the Society to do all acts and things and to execute all further deeds, documents and other writings as the director or officer, in their sole discretion, may consider to be necessary, desirable or useful to carry out and give effect to the Transition of the Society and to this resolution.

SCHEDULE A

PROBUS CLUB OF VANCOUVER

CONSTITUTION

1. The name of this Society is “Probus Club of Vancouver”.
2. The purposes of this Society are:
 - (a) to provide opportunities for retired and semi-retired professional and business persons, and others with like backgrounds, to make social contacts, as well as to discuss, and organize addresses on, topical subjects while not conducting itself in a manner which is political or sectarian,
 - (b) to arrange visits by members to places and organizations of interest, and
 - (c) to arrange activities which are of interest to its members, are not competitive with any other organization and are directed solely towards acquaintance and fellowship, as distinguished from fund raising or providing services.
3. This Society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this Society may distribute its money and other property to its members.

SCHEDULE B

Probus Club of Vancouver

(the "Society")

Bylaws

1. INTERPRETATION

- (a) In these Bylaws, unless the context otherwise requires:
- (i) "**Board**" means the board of directors of the Society;
 - (ii) "**Bylaws**" means these bylaws as altered from time to time;
 - (iii) "**Honorary Life Members**" are members upon whom the Board has conferred honorary lifetime membership under Section 3(i) of these Bylaws;
 - (iv) "**Immediate Past President**" means the person who last held the position of President before the current President's term in office began;
 - (v) "**Nominating Committee**" means the committee to be appointed by the Board under Section 6(a) of these Bylaws;
 - (vi) "**Probus Canada**" means Probus Centre — Canada, Inc.;
 - (vii) "**Probus Club**" is any club accredited by Probus Canada other than the Society;
 - (viii) "**Regular Members**" are all members of the Society who are not Honorary Life Members;
 - (ix) "**Societies Act**" means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (x) "**Special Business**" means all business which requires a special resolution under these Bylaws or the Societies Act.
- (b) Words importing the singular include the plural and vice versa.

2. RESTRICTION ON USE OF TRADEMARKS

The "Probus" name, trademarks, rights, and emblem(s), which are registered with Industry Canada as the property of Probus Canada, shall not be used by the Society for commercial purposes without the written approval of Probus Canada.

3. MEMBERSHIP

- (a) Membership in the Society shall be restricted to men with professional or business backgrounds, and other men who have had some measure of responsibility or achievement in any field of worthy endeavour.
- (b) Membership in the Society shall primarily, but not necessarily, be from the area of the City of Vancouver, British Columbia, Canada.
- (c) Every member shall uphold the Society's constitution and comply with these Bylaws.
- (d) A person who has the sponsorship of at least one member of the Society may apply to the Board for membership. The Board shall have absolute discretion to approve or reject any application and shall not be obliged to furnish any reasons for its decision.
- (e) Regular attendance of members at meetings of the Society is not mandatory.
- (f) An application for membership shall be accompanied by an initiation fee and a prorated portion of the annual membership fee, both of which shall be set from time to time by the Board.
- (g) Members may hold membership in other Probus Clubs. When a waiting list for membership in the Society exists, priority shall be given to applicants for membership who are not members of a Probus Club.
- (h) A limit on the number of members of the Society may be imposed by a vote of the members at a general meeting.
- (i) The Board may confer honorary lifetime membership on members who have rendered outstanding service to the Society, and such members shall enjoy all privileges of membership but shall not be required to pay the annual membership fee.
- (j) The Board shall not confer honorary lifetime membership on a member if, immediately after doing so, the number of Honorary Lifetime Members would exceed 5% of the total number of members of the Society.
- (k) The annual membership fee becomes payable by all Regular Members on the 1st day of September of each calendar year. Any Regular Member who fails to pay the annual membership fee by the 30th day of November of each calendar year ceases to be in good standing, and the Board may terminate without notice the membership of any such person.

- (l) A person ceases to be a member of the Society upon:
 - (i) his death,
 - (ii) delivering his resignation in writing or by e-mail to the Membership Chairperson or to the Secretary of the Society,
 - (iii) having his membership terminated by the Board.

- (m) If, in the opinion of and after due consideration by the Board, a member conducts himself in such a manner as to bring discredit on the Society or cause discord within the membership, the member may be asked to resign. The resignation request should be made if, after discussion between the member and the Board, the conflict is not resolved. If, after a resignation request is made, a member refuses to resign then the Board may terminate that member's membership in a manner consistent with Section 3(n) of these Bylaws.

- (n) No member shall have his membership terminated under Section 3(m) of these Bylaws without first having been given the opportunity to be heard by the Board. Before the membership of a member may be terminated that member shall receive at least seven days' notice in writing of the date, time and location of a meeting of the Board at which he may be heard. Such notice shall contain a statement of the reasons alleged for termination of membership. A member whose membership has been terminated shall have the right to appeal such termination to the members at the next general meeting of the Society, at which a majority of those members present may allow the appeal and reinstate the member, or confirm the decision of the Board.

4. **BOARD**

- (a) The Board may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to
 - (i) all laws affecting the Society,
 - (ii) these Bylaws, and
 - (iii) rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in a general meeting.

- (b) No rule, made by the Society in a general meeting, invalidates a prior act of the Board that would have been valid if that rule had not been made.

- (c) The number of directors on the Board shall be twelve, or such greater number as may be determined from time to time by the members at a general meeting.

- (d) 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.

- (e) No act or proceeding of the Board is invalid merely because there are fewer than twelve directors on the Board.
- (f) The members may, by special resolution, remove a director before the expiration of his term of office, and may elect or appoint a successor to complete the term of office.
- (g) Each director's term of office shall cease at the earliest of (i) the date of his removal by the members, (ii) the date of his death or resignation, and (iii) the end of the next annual general meeting after the director's election or appointment.
- (h) The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office, provided that any such member shall cease to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
- (i) The Board may delegate any, but not all, of its powers to such directors, or to committees consisting of such members, as the Board thinks fit.
- (j) The Immediate Past President shall hold the Board position of Past President. The other directors shall be elected or appointed to the following Board positions and a director, other than the President, may hold more than one position:
 - (i) President;
 - (ii) Vice-President;
 - (iii) Secretary;
 - (iv) Treasurer;
 - (v) Activities Committee Chair;
 - (vi) Membership Committee Chair;
 - (vii) Member Services Committee Chair;
 - (viii) Newsletter Editor;
 - (ix) Speakers Committee Chair; (x) Web Site Committee Chair;
 - (xi) Historian and Archivist;

and such other Board positions as may from time to time be specified by the Board. Directors who are elected or appointed to positions on the Board in addition to the positions that are either listed in this Section or from time to time specified by the Board, are elected or appointed as directors at large.

- (k) No director shall be remunerated for acting in such capacity, but directors shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
- (l) The President is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.
- (m) The Vice-President is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.
- (n) The Secretary is responsible for doing, or making the necessary arrangements for, the following:
 - (i) issuing notices of general meetings and directors' meetings;
 - (ii) taking minutes of general meetings and directors' meetings;
 - (iii) keeping the records of the Society in accordance with the Act;
 - (iv) filing the annual report of the Society and making any other filings with the registrar under the Act; and
 - (v) advising Probus Canada by December 31st of each year of;
 - A. the place, date and time of the Society's general meetings,
 - B. the number of members, and
 - C. the names, addresses and telephone numbers of the President and Secretary.
- (o) The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
 - (i) receiving and banking monies collected from the members or other sources;
 - (ii) keeping accounting records in respect of the Society's financial transactions;
 - (iii) preparing the Society's financial statements;
 - (iv) making the Society's filings respecting taxes;
 - (v) providing a financial report to each meeting of the Board; and
 - (vi) remitting to Probus Canada the Society's most recent annual financial report on or before December 31st of each year.
- (p) The Membership Committee Chair shall chair the Membership Committee and shall be responsible for the register of members, which shall include each member's full name, resident and email address, telephone number, the date on which the person was admitted as a member, the date on which the person ceased to be a member, the class of membership and any other information required by the Society. The register shall be

available to the members as approved by the Board, and shall include a statement that it is not to be used for commercial purposes.

5. PROCEEDINGS OF THE BOARD

- (a) Each member of the Board shall have one vote each on each motion made at a meeting of the Board. Voting is by a show of hands. Voting by proxy is not permitted.
- (b) There shall be no casting vote in the case of a motion which receives an equal number of affirmative and negative votes.
- (c) The Board shall meet at least quarterly or more frequently should they think the need arises. They shall meet at such places and times as they see fit for the dispatch of business and they may adjourn or otherwise regulate their meetings and proceedings as they see fit.
- (d) The quorum at a Board meeting shall be 50% of the directors.

6. NOMINATING COMMITTEE

- (a) The Board shall appoint a Nominating Committee consisting of the President, the Past President and the Vice-President or, if one or other or both are not available, the President shall choose one or two members in good standing and, in either case, the decision as to who is to be chosen shall be made by the President in his sole discretion.
- (b) The Nominating Committee shall present to the annual general meeting a slate of candidates for each position on the Board.
- (c) The Nominating Committee shall recommend an electoral and voting process to the Board for consideration and approval by the Board.

7. GENERAL MEETINGS AND ANNUAL GENERAL MEETINGS

- (a) General meetings shall be held at such places and times as the Board sees fit for the dispatch of business and the members may adjourn or otherwise regulate their meetings and proceedings as they see fit.
- (b) Notice of a general meeting shall be given to the members at least fourteen (14) days in advance of the general meeting, and shall specify the place, the day and the hour of the meeting and, in the case of Special Business, the general nature of that business and the text of any special resolution to be submitted to the meeting. For so long as the Society has more than 250 members, notice of a general meeting may be given by:
 - (i) sending notice of the date, time and location of the meeting by email to every member who has provided the Society with an email address; and

- (ii) posting the date, time and location of the meeting throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all members.
- (c) The Society shall hold an annual general meeting in each calendar year during the month of September, or such other month as may be designated by the members from time to time.
- (d) At each annual general meeting the chairman shall present nominations from the Nominating Committee for the Board positions set out in Section 4(j) of these Bylaws.
- (e) The order of business at a general meeting is as follows:
 - (i) elect an individual to chair the meeting, if necessary;
 - (ii) determine that there is a quorum;
 - (iii) approve the agenda;
 - (iv) approve the minutes from the last annual general meeting;
 - (v) deal with unfinished business from the last annual general meeting;
 - (vi) if the meeting is an annual general meeting;
 - (A) receive the directors report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (B) receive any other reports of directors' activities and decisions since the last annual general meeting,
 - (C) elect or appoint directors, and
 - (D) appoint an auditor, if any;
 - (vii) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
 - (viii) terminate the meeting.
- (f) The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- (g) No business shall be conducted at a general meeting at a time when a quorum is not present, other than the business of electing a chairman, the adjournment of the meeting, or the termination of the meeting.

- (h) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (i) The quorum at all general meetings shall be 15% of the members.
- (j) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of members, shall be terminated;
 - (ii) in any other case, shall stand adjourned to the second Tuesday of the following calendar month or such other date, being not more than 40 days after the date of the adjourned meeting, as may be designated by the Board, at the same time and place, and if at the continuation of the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.
- (k) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at the continuation of an adjourned meeting other than the business left unfinished at the adjourned meeting.
- (l) When a meeting is adjourned for 14 days or more, notice of the continuation of the adjourned meeting shall be given as in the case of the original meeting.
- (m) Except as provided in this Bylaw, it is not necessary to give notice of the continuation of an adjourned meeting or of the business to be transacted at the continuation of an adjourned general meeting.
- (n) No resolution proposed at a general meeting need be seconded and the chairman of a general meeting may move or propose a resolution.
- (o) The President or, in his absence, the Vice-President, shall chair all general meetings. However, if at a general meeting the President or Vice-President is not present within 30 minutes after the time appointed for holding the meeting, the members of the Board present may choose one of their number to be chairman at the meeting.
- (p) A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Societies Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.
- (q) In case of an equality of votes the chairman of a general meeting shall not have a casting vote.

- (r) Each member in good standing present in person at a general meeting is entitled to one vote. Any vote to be carried out at a general meeting that is not a contested election of a director shall be by a show of hands, unless an ordinary resolution is passed by the members present at such meeting requiring the vote to be by ballot. No voting by proxy shall be permitted at a general meeting.
- (s) In advance of the annual general meeting, members shall be provided with an annual financial review for the Society's most recently completed financial year.

8. FINANCIAL

- (a) The Treasurer shall receive, record and deposit all funds of the Society in a financial institution approved by the Board. The signing officers shall be any two of the Treasurer, President, Past President, Vice- President and Secretary.
- (b) An annual financial review shall be conducted by the Board in each financial year and a report shall be presented to the members at each annual general meeting.
- (c) The financial year end of the Society shall be on a date that shall be fixed from time to time by the Board.

9. BORROWING

- (a) In order to carry out the purposes of the Society a director may, with the consent of 2/3rds of the current directors, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- (b) A debenture must not be issued without the authorization of a special resolution.
- (c) The members may, by special resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the next annual general meeting.

10. NON-PROFITABILITY

- (a) The income and property of the Society shall be applied solely towards the objectives of the Society and no portion thereof transferred directly or indirectly to the members. Nothing herein shall prevent the payment of approved remuneration for services actually rendered to the Society.
- (b) All costs associated with Society activities are to be paid for by the Members and are not to be paid by the Society, unless, in the sole discretion of the Board, the costs:
 - (i) are reasonable for the participation of the Society in an activity which is in keeping with the objectives of the Society, and

- (ii) require prepayment of funds that could not reasonably be collected beforehand from the Members,
in which case the Society may prepay the costs and the members shall be obligated, in a manner decided upon by the Board, to repay the Society.
- (c) No member shall receive any discount, commission, gratuity or other benefit arising from a Society activity.
- (d) The purposes of the Society shall be carried out without pecuniary gain to its members and no dividends shall be declared or paid. Any profits or accretions to the Society shall be used in the promotion of the purposes of the Society. This provision was previously in the Society's constitution, where it was designated as being unalterable.
- (e) Upon the dissolution or winding up of the Society, any assets remaining after payment of any debts of the Society shall be given or transferred to The Rotary Foundation (Canada) or to another registered charity. Under no conditions shall the abovementioned assets be available for distribution to members of the Society. This provision was previously in the Society's constitution, where it was designated as being unalterable.

11. **AMENDMENT**

- (a) Any Section of these Bylaws may be amended by special resolution of the members.
- (b) Any amendment to these By-laws must be consistent with the Society's constitution and the principles set out in the standard constitution of Probus Canada.
- (c) The directors shall review the Society's Bylaws every three years or as deemed necessary, and may propose amendments to the Bylaws to be voted upon by the members at a general meeting.

12. **GENERAL**

The Society shall co-operate with Rotary International and other Probus Clubs in the formation of new Probus clubs.

