



NOTICE OF MEETING

(Bylaw 17.2)

The 129th Annual General Meeting of the Members of The Vancouver Club (the “Club”) will be held in person and virtually using the Zoom webinar platform on **Monday, June 13, 2022** at the hour of 5:30 p.m. for the purposes of:

1. Receiving the Annual Report of the Board of Directors.
2. Receiving the financial statements of the Club for the financial year ended March 31, 2022, and the report thereon of the auditors.
3. Appointing the auditors for the financial year ending March 31, 2023, and considering, and if thought fit, passing, the following **ordinary resolution**:

RESOLVED, as an ordinary resolution, that the Board of Directors be authorized to set the remuneration of the auditors for the year ending March 31, 2023.

4. Considering, and if thought fit, passing, the following **special resolution**:

[Explanatory Note]: The Club’s bylaws, amended on April 7th, 2022, included many changes, including changes to the criteria for being an Associate Member as it relates to professors. All existing Members of the club who were admitted to the Club as Associate Members due to their role as a professor were grandfathered but no new professors would be eligible to join the Club as Associate Members after March 2nd, 2022. Prior to the Special General Meeting on April 7th, 2022, the issue of keeping professors in as valid members of the Associate class was raised a variety of times. In each case, the issue was raised to be more inclusive and to allow professors and those like them to maintain their previous eligibility to be Associate members. The Board and Governance Committee considered the suggestions, the prior definition of “Associate Members” and have recommended the following special resolution to be considered by the members at the 2022 AGM:

BE IT RESOLVED, as a special resolution that the existing bylaw be changed to the revised wording as presented:

1. Adding subparagraph 1.1(ee.1):

1.1(ee.1) “Member of a University” means any person who meets any of the following definitions as related to a University:

- (i) President, Chancellor, Vice-President, Provost of a University;
- (ii) Any academic whose primary occupation is conducting research or teaching at a University, which for greater certainty, includes doctoral candidates; and;
- (iii) Any full-time senior administrative employee.

2. Adding subparagraph 1.1(tt.1):

“1.1(tt.1) “University” means any institution defined as a university by the University Act RSBC 1996 C.468, as amended and specifically includes the British Columbia Institute of Technology and any institution designated as a “special purpose, teaching university” by Section 71(3)(a) of the *University Act*.”

3. Bylaw 2.1(e) be removed and replaced with the following wording:

- (e) Associate Members: “Associate Members” are persons elected as Members in accordance with the Bylaws who are:
 - (i) members of the clergy,
 - (ii) Members of a University
 - (iii) full time employees in a senior executive position (e.g. President, Executive Director, CFO, or an equivalent position) of a charitable organisation which has been unanimously approved by the Board.

5. Considering, and if thought fit, passing the following **special resolution**:

[Explanatory Note]: The Club’s bylaws, amended on April 7th, 2022, included many changes, including the addition of a Military class of membership. The definition used by the Club’s bylaws referred to “Active Service”, and after the bylaws were passed, Club members who were also veterans indicated that it would be prudent to have the Club refer to the definition of a member of the armed forces and veteran used by the Federal Government to avoid confusion. The Board and Governance Committee considered the suggestion and have recommended the following special resolution to be considered by the members at the 2022 AGM:

BE IT RESOLVED, as a special resolution, that the existing bylaw be changed to the revised wording as presented:

- 1. Adding subparagraph 1.1
 - 1.1(ee.2) “Member of the Armed Forces” means a “member” as defined by the *Veterans Well-Being Act* (S.C. 2005, c.21) as amended;
- 2. Adding subparagraph 1.1(vv):
 - 1.1(vv) “Veteran” means a former member as defined by the *Veterans Well-Being Act* (S.C. 2005, c.21) as amended who has been honourably discharged;
- 3. Replacing the existing wording of bylaw 2.2(j) with the following:
 - “(j) Military Members: “Military Members” are Members of the Club who are Members of the Armed Forces or are Veterans. Admission to this category is at the discretion of the Board and in accordance with the Bylaws”

6. Considering, and if thought fit, passing, the following **special resolution**:

[Explanatory Note]: The following resolution has been proposed by Mr. Crane Harvey and seconded by Dr. Sean Virani and the Directors have agreed to put forward the matter for consideration by the Members. All Past Presidents have given many years of time and service to the Club; and providing Honorary Memberships to all Past Presidents will help retain these members who are part of the Club’s history and tradition.

BE IT RESOLVED, as a special resolution, that all Past Presidents be elected as Honorary Members, effective June 13, 2022.

7. Appointing Directors in accordance with the bylaws

8. Considering any such other business as may properly come before the Meeting.

BY ORDER OF THE BOARD