

VICTORIA BALLROOM DANCE SOCIETY

20th ANNUAL GENERAL MEETING

WEDNESDAY, NOVEMBER 20, 2013

8:00 pm

CEDAR HILL REC CENTRE

MINUTES

(Provisionally Approved by the Board of Directors on 08 January 2014)

Board Members Present: Julie Wheaton (President & Chair), Neil Fleischmann (Membership Coordinator), Jim Pringle (Treasurer); Bob Adams (Secretary), Eric Jenkins (Past President), Christine Kinghorn, Brian Evans, Veronica Patenaude, Mark Foreman, Robert Colwill

Members Present: 50 voting members (including Board Members)

Authorized Proxies: 8

Honorary Members & Non-Member Guests Present: 0

Call to Order: Julie called the meeting to order at 8:06 pm.

ROUTINE BUSINESS:

1. Adoption of the Agenda

Brian moved that the Proposed Agenda that was as circulated prior to the Meeting be adopted (see attachment). **AGENDA APPROVED**

2. Approval of Minutes

a) Minutes of the last Annual General Meeting (November 16, 2012).

The Chair asked if there were any errors or omissions in the draft of the 2012 Minutes, as circulated prior to the meeting, and provisionally approved by the Board in January 2013. Steve Hutchings noted that "Ordinary Resolution #3" referred to in the 2012 Minutes involved a change in the VBDS Bylaws, since it related to establishing a quorum at general meetings of the Society, and therefore should have been recorded in the Minutes as a "Special Resolution"; he further noted that there had been a vote in favor of that Resolution with 6 opposed out of 42 voting members, which exceeded the 75% support required to pass a Special Resolution and amend our Bylaws. Steve therefore moved as follows:

MOTION:

BE IT RESOLVED that the provisional 2012 Minutes be AMENDED so that the reference to "Ordinary Resolution #3" be changed to read "Special Resolution #1", that other resolution numbers be adjusted accordingly, and that the Minute should indicate that the "Special Resolution was Carried".

The question on the Amendment was called: **AMENDMENT CARRIED UNANIMOUSLY**

The question was called on Approval of the 2012 Minutes, as Amended:

MINUTES APPROVED AS AMENDED

3. Business Arising from the Minutes – none.
4. Reports:
 - 4.a) Report of the President, Julie Wheaton

President's Address at AGM 2013

Good evening to all and thank you for attending our Annual General Meeting. This is something of a landmark meeting as it is VBDS' 20th AGM. I am sure that we all wish the club continued success for at least another decade.

Firstly, I would like to congratulate all current members of the board on a very successful year. Their energy and enthusiasm to improve all aspects of our club and tackle challenges, of which there have been a few, has been remarkable.

As over the past several years, continuing decline in membership is a concern and a challenge for VBDS. A drop in membership brings about complications in scheduling classes to serve all levels of our membership. It also puts our lessons and our monthly dances in jeopardy of breaking even financially.

The Standards and Classes Committee has worked hard to structure and schedule classes to suit the needs of members. A mix of mini-series classes, full term courses and out of syllabus lessons was offered to address all levels of ability and to keep our members interested in expanding their repertoires.

Thanks to Veronica Patenaude and her hard working volunteers for running our monthly dances in particular the more lavish June Ball and the New Year's dance. We will be asking for your input regarding monthly dances later in the meeting.

Our promotions and marketing committee under the guidance of Christine Kinghorn has worked extremely diligently at a variety of means to attract new members, demonstrations, advertising, the introduction of a VBDS Facebook page and closely connected to that is the attractive new format for our newsletter again, helping to get our message out to the public. Thank you Bob Colwill, Mark Foreman and Brian Evans for your work on that committee.

During a discussion about attracting new members at our last board meeting there was agreement that one of the best ways of encouraging new members is by word of mouth so each of you here tonight could help out in that way.

Some of the other areas of operations in which we have made changes and moved forward this year include:

Changes to the fee structure for classes. We eliminated the late registration fee and introduced a pro-rating for eleven week classes both of which seem to be advantageous for our members.

The redevelopment of our website permits on-line registration and payment for classes, hopefully after the initial minor frustrations, this will be seen as a convenience to our members. Thanks to board members who worked on this project and particularly to Ron Smailes who recently volunteered to take on responsibility for re-tooling our website to ensure that it works smoothly

and is user friendly.

Our newly formed Budget committee chaired by Steve Hutchings has taken a thorough look at our sources of revenue and expenses. With some minor cut backs to our expenditures and suggested changes for the upcoming year the committee is trying to ensure that we stay on target to a balanced budget.

One of this year's initiatives that has taken a great deal of time and planning is the reinstatement of a major competitive element into VBDS's agenda for June 2014. The Pacifica Ball, as it will be known, is well on its way thanks to Brian Evans and the ever growing group of volunteers who will be continuing to working on making this June event a great success.

Part of our Strategic Plan for VBDS (which you will hear more about later this evening) is to improve the social aspect of the club. To this end we held two open houses which were well received and have tried to introduce more mixers into our monthly dances.

As you will see in the proposed resolutions for this meeting, the Youth Outreach Program is hoping to expand, continuing to introduce students to the fun of dancing. Bob Adams, thank you for continuing to shepherd this program along with all of the other responsibilities that you shoulder for the club.

The Volunteer Appreciation Initiative introduced by Steve Hutchings is one of the ways that we thank our many volunteers and hopefully bring to the attention to all of our members how important volunteerism is to keeping our club active and successful. Maxine Dinnadge and Sheila Pearce are two great examples of the hard-working volunteers who make the many activities of the club happen every week, from the DJs at our practices, to those who do the announcements at our classes, and those who assist with door-duty and decoration at our dances. Thank you to all.

Thank you Neil Fleischmann. Your title may be Membership Coordinator but you do so much more than just fulfilling that job description. Thank you Eric for your support as Past President this year and may I extend that thank you to you and Neil for your many years as board members.

We started our year with Sherman Waddell as our Treasurer supported by our volunteer book keepers Nic Spit and Cathy Whyte. Thank you for the excellent job that you did. Fortune smiled upon us in having Jim Pringle step up to the plate as our new treasurer. We are hoping to keep him happily tracking our finances for some time to come.

Thrifty Foods support for VBDS comes through our members' use of Smile Cards so please be sure to keep them filled and readily handy when buying groceries. Thanks to Michael Kelloch and Eric Jenkins for promoting those cards.

And maybe last but certainly not least, my thanks to Diana Jasinski our Administrative Coordinator who calmly takes care of all the day to day business and who throughout the year has helped me out with answers to my numerous questions.

I would like also to mention Wayne Hodgson who passed away about a year ago and remembered VBDS in his will. We look forward to receiving his thoughtful bequest sometime in the upcoming year. Wayne's estate is yet to be settled, the closure of which is dependent upon the sale of Wayne's condo.

Again, my thanks to all members of a very hard working and enthusiastic board. I feel that our year together has been very productive and I have enjoyed contributing to that end. Be assured that VBDS has been served well and is in a healthy and positive state to continue moving forward.

4.b) Report of the Treasurer, Jim Pringle:

VBDS Treasurer's Report 2013

Jim began his report by referring everyone to the Financial Statements for the 2012-13 fiscal year, which have been approved by the Board for circulation, and which are based on the excellent work over this past year of Cathy and Nic, our two volunteer bookkeepers (see attachment; copies of the signed Statements were made available prior to the Call to Order for the meeting).

Referring first to the Income Statement, as the bottom-line shows, in summary the Society lost \$7299 last year, due primarily to revenues and membership being down. This compares to a rough "break-even" in fiscal 2011-12, and a surplus of approximately \$12,000 in the previous fiscal year (i.e. in the fiscal year ending in 2011).

Looking at the Income Statement in more detail, revenues and expenses have been grouped into "categories of activities" within the club, for example: "classes", "workshops", "monthly dances", etc. For the most part, classes and memberships are the biggest drivers of expenses, as well as of revenues.

We now have a budgeting system that has been put in place for the current 2013-14 fiscal year. The Budget Committee set up by the Board believes that a break-even target is reasonable for the forthcoming year, with only a minimal number of relatively small changes that are in process of being put in place. For example, the Standards & Classes Committee is now taking a more hands-on and flexible day-to-day approach to managing classes, trying to better ensure that expenses do not exceed class revenues. We have also cut back on our mentoring program at practices, allowing a further reduction in expenses. Some significant expenses in fiscal 2012-13 are not expected to be repeated in fiscal 2013-14, for example the \$4500 expenditure last year on website development. Further, the change from the HST to the GST is expected to reduce expenditures by approximately \$7000 in this forthcoming year. Taking these and other small measures into account, this should allow us to come close to break-even in 2014.

Further, the Society has a strong Balance Sheet. The club has a healthy "Development Fund Account" that has accumulated historically. We have a General Fund Account of approximately \$33,000, and although some of that is in the form of hard assets owned by the Society that cannot be used for day-to-day operations and paying bills, we have \$26K to \$27K available in cashable assets for those purposes. This provides us with a healthy cushion and some flexibility in administering the ongoing daily operations of the Society, provided we are careful to manage our affairs so as to avoid further erosion.

Jim concluded by thanking Diana, Nic and Cathy for their hard work in keeping our financial records on track, and for their invaluable assistance as he took on the job of Treasurer mid-year.

Discussion of the Treasurer's Report:

Questions and comments following Jim's report centered on the allocation of interest earned on the Development Fund Account, amounting to approximately \$3600; it was noted that if this amount was to be attributed to the Development Fund itself, the result would indicate an even larger net loss on operations, increasing concern about the need to manage expenditures in the forthcoming year. Nancy welcomed the various cost-cutting measures underway, and was pleased that there was continued very detailed reporting of expenses by activity-category, but noted that these would each have to be monitored very carefully in future to avoid further net losses.

In response to a query about the status of the VBDS “mentoring program”, it was pointed out that, in order to reduce expenses, the initiative of having an instructor attend the first hour of the Wednesday and Friday practices has been placed in abeyance; however, an instructor-mentor will continue to attend the Sunday evening “Newcomer Practices” during the Term, while our classes are underway; the resultant savings over the year are estimated to be approximately \$3000.

NEW BUSINESS

1. Resolutions:

a) **Ordinary Resolution #1:** *Setting the Annual Membership Dues for VBDS*

The President noted that the Board recommended support for the following:

MOTION

WHEREAS the Bylaws of VBDS state that “annual membership dues shall be determined at the annual general meeting of the society”;

And WHEREAS VBDS Policy on Membership Dues (passed at the 2010 AGM, Resolution #2) states that “starting immediately following this 2010 AGM, annual membership dues are payable in full regardless of when the member pays these dues, with the exception that members who are joining for the first time may have their memberships pro-rated such that if they join after December 1 the fee will be 2/3 of the annual fee, and if they join after March 31 the fee will be 1/3 of the annual fee, but not less than \$20.

BE IT RESOLVED that, effective January 1, 2014, the annual dues for general membership be set at \$58 per annum.

FURTHER BE IT RESOLVED that the dues for eligible students and disabled persons be \$30 per annum, and that the dues for members who are joining for the first time be pro-rated such that if they join after December 1 the fee will be \$40 for the full rate and \$20 for the student/disability rate, and if they join after March 31 the fee will be \$20 for both the full rate and the student/disability rate.

After some discussion of different options for pro-rating dues, and questions regarding the practical administration of the discounted student and disability rates, Ron T. moved the following:

AMENDMENT

That the annual dues for general membership be set at \$60 per annum.

AMENDMENT CARRIED

The President called for the question on the Motion as Amended:

ORDINARY RESOLUTION #1 AS AMENDED CARRIED

b) Ordinary Resolution #2: *Annual Decision on Appointment of an Auditor*

The President noted that the Board recommended support for the following:

MOTION

WHEREAS Ordinary Resolution #3 as approved at the 2011 AGM states: 'that "Appointment of an auditor" should appear as an item of business on the Agenda at all future Annual General Meetings, and that the Board bring forward a recommendation at each AGM on whether an independent auditor should or should not be appointed for the forthcoming year, and on any conditions for such appointment, should it be approved.'

BE IT RESOLVED that VBDS appoint no auditor for the 2013-14 fiscal year.

MOTION CARRIED

c) Ordinary Resolution #3: *Funding for Youth Outreach*

The President noted that the Board recommended support for the following:

MOTION

WHEREAS the society has a Development Fund Account that may be used for "special promotion of youth participation in ballroom dancing", if approved by resolution at a General Meeting, and whereas the Board continues to pursue, on behalf of the Society, initiatives to engage youth in ballroom dancing, and is planning a new initiative with this goal in 2013-14,

BE IT RESOLVED that, if directed and approved by the Board, the Treasurer be authorized to transfer an amount not to exceed \$3000 from the Development Fund Account to the General Fund Account, to allow subsidization of an expanded VBDS "youth outreach program", to be developed and approved by the Board in 2013-14, without drawing down the General Fund.

Bob Adams introduced the Motion by noting that further information and explanation of the rationale behind this matter is contained in a Background Paper that was circulated prior to the Meeting, as a Annex to the Agenda (see attachment). Brian noted that the family orientation behind this program expansion was intended as a start at trying to get more younger members active in the club and taking more regular classes, aiming at more youth involvement through family involvement.

Johan suggested the following:

AMENDMENT

That the reference to "youth outreach program" be further clarified by having it read "youth and family outreach program".

ACCEPTED AS A FRIENDLY AMENDMENT

The President called for the question on the Motion as Amended:

ORDINARY RESOLUTION #3 AS AMENDED CARRIED

d) Special Resolution #1: *Classes of VBDS Membership*

The President noted that the Board recommended support for the following:

MOTION

WHEREAS the BC Society Act requires that different classes of memberships be incorporated into a society's bylaws by special resolution at a general meeting of the membership; and Whereas the Victoria Ballroom Dance Society wishes to distinguish and hereby establish several different classes of memberships which should be incorporated as part of the VBDS Society's Bylaws;

BE IT RESOLVED that Clause four of the Society Bylaws be amended to read:

4. A person may apply to the directors for membership in the society as either a Regular Member or a Youth Member or a Special One-Day Member, and on acceptance by the directors shall be a member. The society shall have four classes of members: Regular Members, Youth Members, Special One-Day Members, and Honorary Members. Directors shall ensure that at no time should the number of non-voting members exceed the number of members with full voting rights. The description of each class of membership is as follows.

(a) Regular Members. Regular members will be 18 years of age or older, will pay membership dues as prescribed in clause 6 of these bylaws, will have full voting rights and may serve as a director in any capacity. A Regular Membership shall expire at the end of August each year.

(b) Youth Members. Youth members will not have reached their eighteenth birthday, they shall not pay membership dues, they shall have no voting rights and may not serve as a director but may work with the board or any committee in an advisory capacity on youth matters. A Youth Membership shall expire at the end of August each year.

(c) Special One-Day Members. Special One-Day members shall be dancers who are not already members of VBDS and who wish to participate in a VBDS event that has been designated as "closed" by a majority vote of the directors. Such may apply to the membership coordinator, or to a director delegated by the president, to be granted a Special One-Day Membership in order to participate in such an event. Special One-Day members shall pay dues set from time to time by a majority vote of the directors. Special One-Day Membership confers no voting or other rights and privileges with the exception of permission to participate in the specified event, and it expires immediately following the event for which the membership was granted.

(d) Honorary Members. Honorary members will be appointed by the directors each September and at other times as necessary throughout the year. The directors will consider for appointment as Honorary Members all instructors and persons paid, either as employees or on contract, to perform work for the society. The directors may consider others for appointment as Honorary Members who would bring significant attributes to assist the society. Honorary members shall not pay membership dues, they shall have no voting rights and may not become a director, but they may work with the board or serve on any committee in an advisory capacity. The term of an Honorary Member shall expire at the end of August each year.

Discussion of Special Resolution #1

Steve introduced the Motion by noting that this was a "Special Resolution" because it involves an amendment to the Society Bylaws, and that all Special Resolutions require at least 75% support for approval. Further information and background on this Special Resolution is contained in a background paper, circulated prior to the meeting as Annex B to the Agenda (see attachment).

There were several questions of clarification, concerning practical procedures for implementation and administration of the Youth and Honorary Memberships. Following discussion, the President called for the question. **SPECIAL RESOLUTION #1 CARRIED UNANIMOUSLY**

2. Election of members of the VBDS Board of Directors

The Nominating Committee, Chaired by Eric Jenkins, reported that the following members had indicated prior to the Meeting that they would be prepared to stand for election to the VBDS Board of Directors for a two-year term: Ellie Matheson; Avel Linklater-Renier; Greg Jones; Julie Wheaton; Jim Pringle; Mark Foreman; Scott Hamilton; Malcolm Sneddon.

The Chair of the Nominating Committee asked if there were any further nominations. There were two nominations from the floor: Steve Hutchings – nominated by Bonnie S.; and Ron Smailes – nominated by Christine K. Both Steve and Ron accepted their nomination, indicating verbally that they would be prepared to run for the Board of Directors.

The Chair of the Nominating Committee noted that we now had 10 nominees prepared to stand for six available positions on the Board of Directors, and hence an election by secret ballot would be required. While the ballots were being circulated, the President asked that each candidate briefly introduce themselves to the assembly. This was then followed by the collection of ballots, overseen by the Nominating Committee. The Chair of the Nominating Committee made arrangements to oversee the counting of the ballots, and retired to do so.

While the ballots were being counted, the President suggested that the assembly should proceed to Agenda Item # 6(a), a discussion of VBDS Monthly Dances, and various options for the future that were being proposed for further consideration by the Board. This was agreed, and after a brief introduction to the topic, discussion proceeded, question-by-question, following the outline of the Discussion Paper titled "VBDS Monthly Dances: A Preliminary Review of Options for the Future (19 November 2013)", that had been circulated prior to the meeting – see the attachments: ANNEX on "VBDS Monthly Dances: Discussion of Options for the Future", and also the Background Discussion Paper titled "VBDS Monthly Dances: A Preliminary Review of Options for the Future (19 November 2013)".

3. Announcement of the elected Board members

As Chair of the Nominating Committee, Eric announced that the ballots had been counted, and the following were **declared elected** for a two year term: new Directors **Ellie Matheson; Jim Pringle; Scott Hamilton; Malcolm Sneddon; Ron Smailes; Steve Hutchings**. (The rest of the Board will be made up of continuing Directors Bob Adams, Neil Fleischmann, Brian Evans, Veronica Patenaude, & Robert Colwill, whose terms will each expire in one year, in 2014.)

4. Election of the President

Steve Hutchings indicated that he was prepared to stand for the position of President. Eric Jenkins, Chair of the Nominating Committee, asked if there were any further nominations (repeating the request the required three times). He then declared that there were no further nominations for President.

5. Announcement of the elected President

There being no further nominations, Steve Hutchings was declared elected President by acclamation.

6. Other Business

a) VBDS Monthly Dances – discussion of options for the future

The future of VBDS Monthly Dances was discussed earlier in the meeting, immediately following Agenda Item #2, while ballots were being counted – see attachments: “ANNEX on VBDS Monthly Dances: Discussion of Options for the Future”, and the Background Discussion Paper titled “VBDS Monthly Dances: A Preliminary Review of Options for the Future (19 November 2013)”.

b) Discussion of the VBDS Strategic Planning Process

Brian Evans referred members to the Report on the strategic planning process undertaken over the past 12 months by the Board, available on the way out for anyone who had not already picked up a copy (see attachment, “VBDS STRATEGIC PRIORITIES: Background material for the Annual General Meeting”). Brian reiterated that ongoing input from members on our strategic priorities and specific strategic initiatives was important to the Board, and always welcome. He noted that the Board is planning a further review and a progress report in 2014, on specific priorities and initiatives that have been put in place. “We want to hear from you.”

c) General information, questions, and open discussion

Ron T. felt that it was important for VBDS to keep in touch with our sister club in Nanaimo, and especially to see what we might be able to learn from them in terms of securing cash sponsorships for ballroom dance activities. Ron noted that the Nanaimo Ballroom Dance Society (NBDS) has done a great job over many years in securing community-based financial support. We should be in contact with the NBDS President and Executive and see if we can arrange an informal meeting to share information. Bob Colwill noted that he had already been in touch with the President of the Nanaimo club, but that nothing had yet been set up. It was suggested that Ron T., Bob C., and our new President should pursue this matter jointly, hoping to set up some preliminary informal discussions or a meeting, perhaps early in the New Year.

7. Call to destroy ballots and adjournment of the meeting.

The Chair thanked everyone for coming, with a special thanks to those who had helped organize and set up the Meeting. Eric Jenkins, Chair of the Nominating Committee moved that the ballots be destroyed. The motion passed unanimously, and the meeting was adjourned at 10:10 pm. The Board was asked to meet immediately following adjournment, to set the date for the December Meeting of the Board.

Minutes Recorded & Respectfully Submitted by:

Bob Adams

Interim Secretary to the Board

(Provisionally Approved at Board of Directors Meeting on 08 January 2014)