

VICTORIA BALLROOM DANCE SOCIETY
22nd ANNUAL GENERAL MEETING
WEDNESDAY, NOVEMBER 25, 2015
8:00 p.m.
CEDAR HILL REC CENTRE

MINUTES

as provisionally approved for public circulation – Board Meeting of 17 Feb 2016
(AGM Minutes to be reviewed & approved by the VBDS Membership at the 2016 General Meeting)

Board Members Present: Malcolm Sneddon (President), Neil Fleischmann (Vice-President Standards & Classes), Scott Hamilton (Vice-President Membership Services), Jim Pringle (Treasurer), Grace Sneddon (Secretary), Ron Smailes, Veronica Patenaude, Bob Colwill, Ron Smailes

Present: 76 voting members (plus 13 proxies), 4 honorary members

Call to Order: Malcolm called the meeting to order at 8:00 p.m.

ROUTINE BUSINESS:

1. Adoption of the Agenda
The Agenda was adopted as amended (see attached).
2. Approval of Minutes
 - a) Minutes of the last Annual General Meeting (November 19, 2014)
3. Business Arising from the Minutes – none
4. Reports:
 - a) Report of the President

APPROVED

President's Address at AGM 2015

Good evening ladies and gentlemen, members and non-members. I am Malcolm Sneddon and I welcome you to the 2015 Victoria Ballroom Dance Society Annual General Meeting.

Thank you for joining us today. I am delighted to see such a good turnout for what I hope will be a constructive and productive meeting. I was certainly impressed with the number of resolutions put forward by the membership and I will try to make this report as short as possible to provide you with the time to deal with the many issues at hand.

First allow me to introduce the members of your Board: Vice President Neil Fleischman, Vice President Scott Hamilton, Treasurer Jim Pringle, Secretary Grace Sneddon, Jenn Jackson, Steve Montgomery, Veronica Patenaude, and Ron Smailes, Marion Gardner, Ellie Matheson, who left the board early and Bob Colwill who volunteered to fill in as a replacement and, along with our administrator Diana, does the impossible and makes this club happen. Let us all please give them a hand.

It has been a challenging year for the society and the board has struggled with many issues on your behalf. Our numbers in the club have declined over the last few years and we are presently at 250. Fairly early on we decided, as a board, to stop focusing on the members we didn't have and started focusing on you the members we do have.

We decided as a board to focus on the three foundational pillars of the club - lessons, practices and dances. And

despite those many challenges we have had some real successes. We tried and with considerable effort we offered the lessons in a new and innovative format. With your understanding, we came very close to breaking even. For labour, curricular and financial reasons, we decided as a board to revert to the older system with some modifications. A new music system was bought, designed and developed for both dances and practices. Though there are still some bugs to be worked out, I think everyone would agree it is an improvement over the past systems and one that has great potential. Practices continue to be a mainstay of our program with attendance doing well. We noticed a waning interest in our dances and decided to experiment there, too, by changing themes, venues and music, and at the Halloween dance we worked with the University Ballroom Dance Club to the mutual benefit of both clubs.

The board, with the help of many volunteer members, has promoted both the club and ballroom dancing in a wide variety of venues, including the Save on Memorial Centre, the Seniors Expo, the Vikes Basketball game, and, of course dancing in the square. And, with the help of our instructors we have greatly increased the number of Intro to Ballroom classes, with a subsequent increase in the number of Newcomer classes. Robin Evans has revived our wonderful Demos for Seniors program. The board with the help of our marketing committee has raised and refined our profile using business cards, facebook, the website and, I hope you have noticed our new banners. Bob Adams continues to support the dancing in the schools program. This year we had Doncaster, Hillcrest, Stelly's and Oak Bay on board. Finally, I would like to thank you the club members for getting out and supporting the Smile Card program at Thrifty's. For the second year in a row our thermometer of monies from this is nearing the top. This money goes into supporting Pacifica Ball, which unfortunately was cancelled this year, but is well underway for April 9, 2016.

As I reflected on the challenges we faced during this last year, on our declining enrolment and on the many wide ranging resolutions brought to us at this AGM I thought of the fact that the club is entering its 23rd year. When it was formed in 1993, gas was less than 40 cents a litre, cell phones looked like a brick with an antenna and could only act as a telephone. Can you believe it? If you had a computer, it was for word processing, the world wide web was years away. And if you wanted to carry your music you used a cassette in your Walkman.

For a volunteer organization, we have reached middle age and it is time to stop and reflect on who we want to be in this new age. How does Ballroom fit in this new connected age. The resolutions we examine tonight and in the next two months, the board you elect tonight will give you an opportunity to decide how we embark on the next twenty years. I would commend to you and to the new board to find that balance between the need to innovate and find new ways to attract new members with a care for the fiduciary responsibilities. Present and former members have left the club in good financial shape and we want to examine how that can help the club in the most financially responsible way.

My final point is to speak about two members of this club who have unstintingly given of their time, their energy and their care for the club. Although they sometimes do not agree on the specifics of certain decisions and directions, they are unwavering in their commitment to the club and I cannot imagine where the club would be without the efforts of these two individuals.

Ron Smailes has worked on the website, the registration, the music system, hanging the Chandelier and teaching line dancing as well as sundry other requests. I know that he is embarking on a new journey and I wish him well with his new endeavours, I hope the club will still be part of his life and his ours.

Neil Fleischman has organized membership, class sign up, the outside activities, and activities too many to mention. I am boggled at how much he does for the club and for all of us. He is still a member of the board and I hope he continues to be the treasure he is.

Thank you for the privilege of being your president.

b) Report of the Treasurer – We basically broke even. (Financial Statements for Fiscal Year 2014-15 were made available prior to the Call to order and are available on request.)

VBDS Treasurer's Report 2015

Commentary on VBDS 2015 Financial Statements:

Statement of Contributions by Activity:

1. Class fees only off about \$3k in the end, hall costs to budget and instructors fees up, smaller classes, not as much profit per class, but still better than anticipated, contribution beat budget by about \$3k.
2. Membership fees beat budget by over \$3k, very roughly fees divided by membership cost indicates about 365 paid members [actual number was 424]. Was first full year at new \$60 rate... costs in line, contribution almost \$4k higher than budget.
3. Workshops in traditional sense basically non-existent, figures represent our best efforts at isolating Intro to Ballroom "workshops"... small dollards, consider in the nature of promotion vs. a hardcore profit centre.
4. Monthly dances a pleasant surprise, although numbers amazingly consistent compared to last year, we all know a real mixed bag, different venues, different approaches, etc...
5. New Year's a real success... well attended and somehow Veronica seemed to get us a real deal on the caterers.
6. Thrifty's Smile, doing well, better than normal... only 10 months in here, see latest "thermometer" in newsletter, looks like we almost hit full \$2500 target... way to go Bob C. getting hooked up again... now how do we spend the money so Thrifty's will let us stay in the program?
7. Schools, not intended as a money maker, takes a champion (Bob A.) to make it happen at all, a lot of volunteer time, as long as a champion in the wings, great, but...
8. Interest, we have large GICs interest rates are low, but some we have had over two years now so earning over 2%... allocated a calculated amount to the Development Fund, etc.
9. So, contribution at \$26,435 surprisingly good... our, as it turns out rather pessimistic budget only predicted \$19,000...

General Expenses:

1. Generally fairly consistent but a few comments:
2. Advertising General is about \$1500 of facebook costs, so Board should evaluate cost/benefit
3. Advert Special Projects is hockey tickets for Royals event... worthwhile?
4. Office Admin is our single biggest expense, and is somewhat lower than expected... we thought two sets of classes per term etc. would cause Diana more time... we will need to ask for her input on developing a budget for 2016...
5. Miscellaneous is Stewart Johnson, lawyer
6. So overall General Expense up about \$2k from last year... and just under budget.

Balance Sheet and Fund Statements:

1. Healthy... Very... Members' equity actually went up from \$197,841 to \$198,680, or by \$839 which by no coincidence is net income for the year... before allocations to Development Fund and Pacifica
2. And of that "equity" over \$197k of it is hard cash/GICs with only about \$4k of liabilities to pay off... so the club still has over \$190k of liquid assets.
3. We owe GST of \$1,252, I already filed, will just send a cheque now and carry on
4. As to "Funds" two points, we spent \$4,418 on music equipment out of the Hodgson Fund, way less than planned, and I allocated Smile to Pacifica again this year even though no Pacifica

So, that's about it... we danced through again relatively unscathed, thanks in no small part to a lot of work by Classes & Standards, our computer guru and many others' significant contributions. The General Fund loss was only \$3620, but after taking into account Development Fund interest and Pacifica (Smile Card) revenue, we actually had. Quite remarkable I think...

So obvious questions:

1. What will 2016 look like? I will put together a budget based on discussions I hope to entertain at next board meeting, but will be worth only what we can put into it... which I suspect will be mostly guesses... my “budget pessimism” has been held wrong two years in a row now, hopefully I strike out!
2. What do we do with the large amount of cash we have, represented largely by the Development and Hodgson Funds?

NEW BUSINESS

1. Election of members of the VBDS Board of Directors

Malcolm called upon Eric Jenkins, Chair of the Nominating Committee, to present his report on behalf of the Committee.

Slate of candidates who have agreed to let their names stand for nomination to the Board: Bob Adams, Bob Colwill, Clare Martin, Deborah Guerra, Lee Colwill, Liz Gilliland, and Shelley Hamilton.

There are four Board members continuing their term: Neil Fleischmann, Steve Montgomery, Jenn Jackson, and Grace Sneddon. Malcolm Sneddon will continue on the Board as Past President.

Stepping down: Ron Smailes, Jim Pringle, Scott Hamilton and Veronica Patenaude.

After asking three times, there were no further nominations from the floor. Each candidate introduced themselves very briefly.

2. Announcement of the elected Board members

MOTION: BE IT RESOLVED that all candidates be acclaimed to the Board.

CARRIED

3. Election of the President

Eric announced that Steve Montgomery had been nominated for the position of President. After asking three time for any further nominations, Eric declared that Steve Montgomery was the sole nominee.

4. Announcement of the elected President

Steve Montgomery was declared elected President by acclamation.

5. Call to destroy ballots – There were no ballots to be destroyed.

6. Resolutions: [see attachments for the full text of the resolutions]

a) **Ordinary Resolution #1:** *Setting the Annual Membership Dues for VBDS* (submitted by the Board)

BE IT RESOLVED that, effective immediately, the annual dues for regular membership be set at \$60 per annum, and that the rate for eligible students and disabled persons be 50% of that amount, with the exception that members who are joining for the first time, or former members rejoining after an absence of more than 1 year from the expiration of their last membership year, may have their memberships 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 1 the fee will be \$20 for both the full rate and the student/disability rate.

The Board recommended that the Membership support the Motion. The Chair called for the vote.

MOTION CARRIED

b) **Ordinary Resolution #2: Annual Decision on Appointment of an Auditor (submitted by the Board)**
BE IT RESOLVED that VBDS appoint no auditor for the 2014-15 fiscal year. **CARRIED UNANIMOUSLY**

c) **Ordinary Resolution #10: Discontinuation of Dance Classes**

MOTION: BE IT RESOLVED that the membership of the Victoria Ballroom Dance Society request that the Board of Directors discontinue administering and offering dance classes.

Christine spoke to her motion as follows: One of the requirements of our Constitution is to provide instruction at a variety of levels of ballroom dancing. If the motion were passed, this would not preclude the society from providing some instruction. We could continue to offer programs in the schools, beginner workshops, workshops at dances, Dancing in the Square. We could also investigate bringing in instructors occasionally to teach specialty workshops. We are a not-for-profit society administered and operated by volunteers, apart from one part-time administrative assistant. Let's relieve ourselves of the burden of advertising classes, recruiting students, scheduling, booking classroom space, collecting fees, and balancing leads and follows. A lot of time and energy at Board and Committee level is devoted to class scheduling and recruiting of students. Historically, there is ongoing dissatisfaction with Board decisions. Whatever decisions are made re: class scheduling it seems to cause dissention. I feel confident that dancers will still take classes with the instructor of their choice. We would remain as a social club for practices, dances, workshops, and continue with our outreach programs. I believe the time is right for an assessment of the future direction of the club and I would like members to *begin* the process of discussion and investigation. This is a serious issue and needs much research and consultation.

Christine indicated that she would like, therefore, to **amend** her resolution so that it would read as follows:

BE IT RESOLVED that the membership of the Victoria Ballroom Dance Society request that the Board of Directors investigate, assess, and report back on the option of discontinuing the administration and offering of regular dance classes.

AMENDMENT CARRIED(3 opposed)

Classes help in forming social connections, which goes beyond the financial aspect and makes a stronger club. Having a not-for-profit society offering classes keeps costs down and affects costs across the region, providing access and affordability. Classes are an essential component of our society. Without them there would be fewer people at our practices, dances, and other events. Lessons are one of the main benefits of being a member – they are the heart of the society. If we are losing money on offering classes, maybe it is worth it because it benefits the society. Let us take a holistic approach to reviewing classes, sorting out what the membership wants as the structure and content of the classes. When there is not an organization like VBDS, camps develop. VBDS classes help maintain standards and quality of training. VBDS offers an opportunity to bring a variety of groups together even in the absence of classes. Maybe we need a fulltime administrator to deal with the workload.]

Procedural Motion #1

The Chair introduced the following Motion, recommended by the Board for approval by the Membership:

BE IT RESOLVED that Ordinary Resolution #10 on “Discontinuation of Dance Classes” as amended be REFERRED to a SPECIAL COMMITTEE on VBDS LONG-TERM PLANNING, to consist of both VBDS Directors and non-directors, with instructions to:

A) openly solicit proposals from the Membership and instructors on future directions of the club regarding classes, workshops, practices, competitions and utilization of the VBDS Development Fund, over the next five years (making use of the VBDS website, newsletter, and social media to both solicit and report on suggestions

received);

B) conduct further research and consultations on these proposals and suggestions, including considering their relative pros and cons, risks, and financial implications over time;

C) report back to the Board and to the membership on the preliminary results of this research, no later than the end of February 2016;

D) organize and publicize at least one special planning meeting, open to all members, to discuss the relative merits of proposals received – the date and place for at least one such meeting to be set and announced no later than end of February 2016, with at least one such meeting to be held before the end of March 2016.

It was suggested, and agreed by the Assembly, that the word “competitions” be added to part A of the Motion.

With the addition, MOTION PASSED, (3 opposed)

The Chair introduced the following as a separate Motion, recommended by the Board for approval by the Membership:

And BE IT FURTHER RESOLVED that the following Ordinary and Special Resolutions also be REFERRED to the said “Special Committee on VBDS Long-Term Planning”, for further research, and discussion at the special planning meeting to be held before March 2016: Resolutions 4, 6, 7, 11, 12, and 14.

Resolution #6 was withdrawn, “and Special” was removed, and the **MOTION PASSED (3 opposed)**

[For ease of reference: Resolution #4: Youth Program, Resolution #7: Verifying Membership at Practices, Resolution #11: Development Fund Usage, Resolution #12: Non-member Beginner Classes, Resolution #14: Paid Practices]

Procedural Motion #2

The Chair introduced the following Motion, recommended by the Board for approval by the Membership:

BE IT RESOLVED that Ordinary Resolution #9, on “Conflict of Interest”, and Ordinary Resolution #13, on “Non-confidence Vote”, be REFERRED to a Committee of the Board on GOVERNANCE, to consist of both VBDS Directors and non-directors, with instructions to:

A) conduct further research, analysis and consultations on relative pros and cons of these proposals, including, but not limited to, taking into account any implications of the new BC Society Act (expected to come into effect in 2016);

B) undertake a general review of all current and proposed VBDS Bylaws, and of the VBDS Constitution, in light of forthcoming changes expected to the BC Society Act;

C) conduct regular review of VBDS governance procedures and “succession planning”, for both the VBDS Board of Directors and the Officers of the Board;

D) report back to the Board on the results of this research, and prepare a report to be presented to the membership in September 2016 and discussed at the 2016 AGM, with any recommendations that the committee

and/or the Board may see fit to make.

MOTION PASSED

Subject to time constraints:

p) Special Resolution #1: Instructional Members

The Mover suggested an AMENDMENT, to change the word “will” to “may”, to read “Instructional Membership may be offered by the board”...

This is to include instructors who do not teach for VBDS as well as define what makes an instructor. No bylaw excludes non-VBDS instructors from membership. This is a very difficult and sensitive issue that should receive adequate consultation. We should not be recognizing instructors by membership category because we are by inference giving our certification to them.]

MOTION: Refer Special Resolution #1 to the Governance Committee for further exploration. **PASSED**

Board Procedural Motions, to be addressed at Board level:

Ordinary Resolution #3: Standards & Classes Committee Minutes – to be discussed and resolved at the Board level

Ordinary Resolution #5: Music for Wednesday and Friday Practices – the Board is still working through the new music system, and some more time will be required to respond to this issue

Ordinary Resolution #8: Procedure for Answering Correspondence – to be dealt with at a future Board meeting

Adjournment: 10:00 p.m.

Recording Secretary: Diana Jasinski

Minutes Version dated 18 Feb 2016

These Minutes have been provisionally approved for public circulation by the VBDS, at their Meeting of 17 Feb 2016: To be reviewed & approved by the VBDS Membership at the 2016 General Meeting

Victoria Ballroom Dance Society
22nd Annual General Meeting
Cedar Hill Recreation Centre
Wednesday, November 25, 2015
8:00 p.m.

AGENDA

Routine Business

1. Adoption of the Agenda as amended
2. Approval of Minutes
Minutes of the November 19, 2014 AGM
3. Business Arising from the Minutes
4. Reports:
 - a) Report of the President
 - b) Report of the Treasurer

New Business

1. Election of members of the Board
2. Announcement of the elected Board members
3. Election of the President
4. Announcement of the elected President
5. Call to destroy ballots

6. Resolutions (see Attachment):

- a) Ordinary Resolution #1: Setting the Annual Membership Dues for VBDS
- b) Ordinary Resolution #2: Annual Decision on Appointment of an Auditor
- c) Ordinary Resolution #10: Discontinuation of Dance Classes

Procedural Motion #1

Be It Resolved that Ordinary Resolution #10, on “Discontinuation of Dance Classes”, be REFERRED to a SPECIAL COMMITTEE ON VBDS LONG-TERM PLANNING, to consist of both VBDS Directors and non-directors, with instructions to:

- A) openly solicit proposals from the Membership and instructors on future directions of the club regarding classes, workshops, practices, and utilization of the VBDS Development Fund, over the next five years (making use of the VBDS website, newsletter, and social media to both solicit and report on suggestions received);
- B) conduct further research and consultations on these proposals and suggestions, including considering their relative pros and cons, risks, and financial implications over time;
- C) report back to the Board and to the membership on the preliminary results of this research, no later than the end of February 2016;
- D) organize and publicize at least one special planning meeting, open to all members, to discuss the relative merits of proposals received – the date and place for such at least one such meeting to be set & announced no later than end of February 2016, with at least one such meeting to be held before the end of March 2016.

And BE IT FURTHER RESOLVED that the following Ordinary and Special Resolutions also be

REFERRED to the said “Special Committee on VBDS Long-Term Planning”, for further research, and discussion at the special planning meeting to be held before March 2015: Resolutions #s 4, 6, 7, 11, 12, and 14.

Subject to Referral:

- d) Ordinary Resolution #4: Youth Program
- e) Ordinary Resolution #6: Removal of Paso Doble from 11-week multi-dance terms
- e) Ordinary Resolution #7: Verifying Membership at Practices
- f) Ordinary Resolution #11: Development Fund Usage
- g) Ordinary Resolution #12: Non-member Beginner Classes
- h) Ordinary Resolution #14: Paid Practices

Procedural Motion #2

Be It Resolved that Ordinary Resolution #9, on “Conflict of Interest”, and Ordinary Resolution #13, on “Non-confidence Vote”, be REFERRED to a Committee of the Board on GOVERNANCE, to consist of both VBDS Directors and non-directors, with instructions to:

A) conduct further research, analysis and consultations on relative pros and cons of these proposals, including, but not limited to, taking into account any implications of the new BC Society Act (expected to come into effect in 2016);

B) undertake a general review of all current and proposed VBDS Bylaws, and of the VBDS Constitution, in light of forthcoming changes expected to the BC Society Act;

C) conduct regular review of VBDS governance procedures and “succession planning”, for both the VBDS Board of Directors and the Officers of the Board;

D) report back to the Board on the results of this research, and prepare a report to be presented to the membership in September 2016 and discussed at the 2016 AGM, with any recommendations that the Committee and/or the Board may see fit to make.

And BE IT FURTHER RESOLVED that the following Resolutions also be REFERRED to the said Committee on VBDS Governance for further report back: Resolution # 3

- j) Ordinary Resolution #13: Non-confidence Vote
- k) Special Resolution #3: Rescinding Bylaw 22. (d)
- l) Special Resolution #4: Amendment to Bylaw 30

Subject to time constraints:

- p) Special Resolution #1: Instructional Members
- q) Special Resolution #2: Bylaw 14, Amendment to (a) and (c)

Board Procedural Motions, addressed at Board level:

- Ordinary Resolution #3: Standards & Classes Committee Minutes
- Ordinary Resolution #5: Music for Wednesday and Friday Practices
- Ordinary Resolution #8: Procedure for Answering Correspondence

10:00 PM

7. Adjournment of the meeting

PROPOSED RESOLUTIONS
for the 2015 VBDS Annual General Meeting

Ordinary Resolution #1: Setting the Annual Membership Dues for VBDS (submitted by the Board)

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

BE IT RESOLVED that, effective immediately, the annual dues for regular membership be set at \$60 per annum, and that the rate for eligible students and disabled persons be 50% of that amount, with the exception that members who are joining for the first time, or former members rejoining after an absence of more than 1 year from the expiration of their last membership year, may have their memberships 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 1 the fee will be \$20 for both the full rate and the student/disability rate.

Ordinary Resolution #2: Annual Decision on Appointment of an Auditor (submitted by the Board)

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 2015-16 fiscal year.

Ordinary Resolution #3: Standards & Classes Committee Minutes (submitted by Jenn Jackson)

BE IT RESOLVED that VBDS require the Standards and Classes Committee, due to the nature of the decisions they make and in the interest of openness and transparency, be required to keep detailed minutes of all committee meetings to include attendance, discussions had, and decisions made, that must be submitted in writing at the next proceeding board meeting.

Ordinary Resolution #4: Youth Program (submitted by Jenn Jackson & Steve Montgomery)

BE IT RESOLVED that VBDS designate an amount not to exceed \$5000 per year for the next 3 years from the development fund to be put towards the developing of a subsidized youth ballroom dance program to begin September 2016 and to run for no less than 3 years as long as there is enrollment. This program will be separate and independent from the current schools program, and all schools program participants should be encouraged to participate in the VBDS Youth program. The program will be developed and administered by the Youth Outreach Committee under supervision from the board, and will have as its goal to nurture and encourage youth to participate in ballroom dance from a young age through to becoming VBDS adult members and dancers. The use of the development fund for this is in accordance with AGM 2010 Resolution #3 (C)(3)(iii) (text provided below for reference).

Building Fund [Source: AGM 2010, Resolution #3]

Be it resolved that AGM Resolution #A2 of 1997 concerning a Building Fund be replaced by the following set of resolutions:

(A) That the Building Fund Account established by AGM Resolution #A2 of 1997 shall be renamed the VBDS DEVELOPMENT FUND ACCOUNT, with an expanded mandate as set out in Section (C) of this Resolution, which Account shall be maintained separate from the General Fund Account, at the level of the Building Fund Account at the end of the fiscal year 2009-10, unless funds are subsequently deposited by Resolution of the Board, or funds are withdrawn in line with a resolution approved at a General Meeting of the Society;

(B) That if at the end of any fiscal year, the Society has funds in excess of \$35,000 in the GENERAL FUNDS ACCOUNT on its Balance Sheet, and a Positive Net Income on the Income Statement, the Board be required to deposit said excess monies into the VBDS Development Fund Account;

(C) That:(1)the monies in the VBDS Development Fund Account shall not be used to cover shortfalls in the General Fund, unless approved by resolution at a General Meeting of the Society;
(2) the Board may withdraw monies from the VBDS Development Fund Account only for specified purposes approved by Resolution at a General Meeting of the Society, and only up to amounts approved in said Resolution;
(3) such specific purposes referred to in (C.2) may include, but not be limited to, the following: (i) special, strategic promotion of the Society (excluding Dance Pacifica); (ii) special, strategic promotion of Ballroom Dancing in the Greater Victoria area, (iii) special promotion of youth participation in Ballroom Dancing in the Greater Victoria area; (iv) establishing a permanent location for the Society; and/or (v) investing in improved facilities for the Society.

Ordinary Resolution #5: Music for Wednesday and Friday Practices (submitted by Patrick Brown)

WHEREAS the current music for Wednesday and Friday practices does not consistently meet the standards of strong beat and strict tempo for ballroom music,

BE IT RESOLVED that the VBDS Board of Directors revert to the old tried and true music for the Wednesday and Friday practices.

Ordinary Resolution #6: Removal of Paso Doble from 11 week multi-dance terms (submitted by Steve Hutchings)

Discussion: Over the last year or so the board has made many adjustments to the organization, structure and pricing of the classes. This initiative included adjusting the class structure from 11 week multi-dance terms to 6 week single dance term and then back to the 11 week multi dance structure . As a part of the 6 week single dance classes, I believe the class for Paso Doble was cancelled due to insufficient enrolment. This strongly suggests the majority of VBDS members have little interest in learning this particular dance. This sentiment is also reflected in the few people who dance Paso Doble at practices. It is also evident in classes by the increased absence of members in classes when Paso Doble is scheduled to be taught during the 11 week format classes. For the most part, the average VBDS member is a social dancer where there is little opportunity to use this dance and as such they have little interest in learning the dance.

Nothing in the policies guiding the board in the conduct and structure of the classes preclude dropping Paso Doble. Therefore it is suggested that Paso Doble be dropped from the 11 week classes. The 11 week class term would not be shortened with the dropping of Paso Doble as the time would be used for the other dances. Should members show sufficient interest in having a Paso Doble class the board can offer it as a stand alone 6 week series.

Resolution: BE IT RESOLVED that the Board remove Paso Doble from the 11 week series of latin dance classes and attempt to satisfy those few members who are interested in learning Paso Doble by offering a series of 6 week classes. This resolution is not intended to require the board to offer such a class if there is insufficient members interested in learning Paso Doble.

Ordinary Resolution #7: Establish a means of verifying membership at practices and levying a fee for those non-members (submitted by Steve Hutchings)

Discussion: When I was a member of the Board and had access to the current membership list I, too frequently, noticed there were people attending practices who were not members. In some cases these people were from out of town while in others they were former members who had simply not renewed their membership. As our membership continues its decline the story becomes about giving away, for free, our most prized benefit of membership – free attendance at practices.

There is nothing which I am aware of in the club's bylaws or policies nor within the BC Societies Act prohibiting collecting a fee for attending the practices. In fact Nanaimo Ballroom Dance Society has a lower membership fee but charges a fee for attending their practices – I have no idea if the fees are scaled for members

and non-members but the members price is \$2.50 for a 4 hour practice. In Victoria there are few places to practice ballroom dancing. One I am aware of is organized by McGregor Dance Studio with a fee of \$5 for a 1 1/4 hour practice however, there is someone there to help out with steps taught during McGregor Dance Studio classes. As a starting point for a fee for non-members to attend VBDS practices may I suggest \$3 per person with no recognized reciprocal privileges and no discounts of any sort.

Should such a fee be established the Board may waive the fee for special promotional events.

Resolution: BE IT RESOLVED that the Board consider the membership's direction to establish a means of verifying membership at practices and levy a fee for non-members with the provision that the Board may waive the fee for special promotional events.

Ordinary Resolution #8: Establish a policy and procedure for acknowledging and answering members' correspondence (submitted by Steve Hutchings)

Discussion: Several years ago I attempted to contact the Board on a couple of matters and sent them an email. I am a bit of an introvert and found the medium of email more comfortable than simply talking with one of the Board members. As well, I did not want just one Board member's personal opinion but wanted all Board members to be aware of the content and in return I would receive an "official" Board response after they had to consider my correspondence. I was somewhat disillusioned and frustrated when no acknowledgment or answer was received.

Move the clock forward and when I was considering running for the Board and started asking questions about the management of the club a long serving Board member informed me that often no acknowledgment or answer was given on the basis that if the person who submitted the correspondence felt it was really important then the person would ask again. I vowed not to let that happen during my watch. I can only hope that during my time on the Board that all correspondence sent to me was not only acknowledged but an answer provided ... although it may not have been the answer that was desired.

Again move the clock forward to the near present time. I again have submitted correspondence by way of email to the Board and yet again the situation seems to be ignore correspondence. Such action is quite disenfranchising for members of a small club where pretty much everyone knows one another and should be treated with respect.

Resolution: BE IT RESOLVED that the Board establish a policy and procedure for both acknowledging and answering member's correspondence.

Ordinary Resolution #9: Creating a Policy on Conflict of Interest (submitted by Carmen Galang)

WHEREAS VBDS has a substantial amount of money which should work towards the benefit of members and our mandate of promoting ballroom dancing, and whereas there is potential for an unhealthy environment around decision-making, it is very important to protect the Society's interests.

THEREFORE BE IT RESOLVED that the Board put together a policy on conflict of interest, and have it ready for discussion and voting at next year's AGM.

Ordinary Resolution #10: Discontinuation of Dance Classes (submitted by Christine Kinghorn)

Discussion: We are a non-profit society, administered and operated by volunteers, apart from one part-time administrative assistant. Let's relieve ourselves of the burden of advertising classes, recruiting students, scheduling, booking classroom space, collecting fees & balancing leads/follows? I know that a lot of time and energy at Board and Committee level is devoted to the Class Scheduling and recruiting of students. Historically, there is ongoing dissatisfaction with the Board decisions. Whatever decisions are made re: class scheduling seem to cause dissention. I feel confident that dancers will still take classes with the instructor of their choice. Currently many VBDS members take classes outside the VBDS offerings. We would remain a social club for

practices, dances and workshops and continue with our outreach programs.

This would not preclude the Society from providing some instruction— see CONSTITUTION clause 2c “to provide instruction at a variety of levels of ballroom dancing”. We could continue to offer our Program in Schools, Beginner workshops, workshops at dances and Dancing in the Square. We could also investigate bringing in instructors occasionally to teach specialty workshops and classes at a variety of levels.

Resolution: BE IT RESOLVED that the membership of the Victoria Ballroom Dance Society requests that the Board of Directors discontinues administering and offering dance classes.

Ordinary Resolution #11: Development Fund Usage (submitted by Robert Colwill)

Discussion: VBDS has gathered a large amount of monies from its members and placed it into a fund called "Development Fund" and those monies have no current focus for use. The monies in the development fund were built up during a time when dance classes and other VBDS operations were profitable and the membership was much larger.

The VBDS mission is to promote ballroom dancing in Victoria. VBDS has a recent record of substantial reduction in membership and in VBDS members taking classes, therefore the monies gained from VBDS members should be put back into the re-vitalization of ballroom dancing and to invest in the future of ballroom dancing and VBDS in Victoria. This will provide the much needed boost in ballroom dance awareness, attendance and VBDS memberships. It is hoped that these extra monies will increase VBDS promotion and allow extra classes to be scheduled, all with the goal to get as many VBDS dancers in classes and on the dance floor as possible.

As VBDS simply needs more dancers to make the society function, to build up its membership should be of primary importance, therefore VBDS should use the monies it has accumulated to do that.

Resolution: BE IT RESOLVED that the board is authorized to spend up to a fixed dollar amount to be decided each year at the AGM, and that this amount of monies is to be taken from the development fund, and used to extensively and very actively promote ballroom dancing within Victoria, specifically:

For the year, 2015/2016, the amount to be spent will be \$10,000. As part of this promotion, monies will be spent on all forms of VBDS Ballroom dance activities, education, and awareness to better inform the public of all of the various VBDS programs, classes, competitions, social dances, practice options and other activities available in Victoria. VBDS will not use the monies to discount ballroom dances classes below what is currently charged within Victoria in such a manner as to unreasonably undercut other dance classes and instructors. As part of this promotion extra VBDS dance classes may be held to increase location availability or to appeal to new groups of dancers. With extra classes it may be required to reduce class attendance minimums below the profitable level for VBDS, the goal being that the monies afforded by this resolution from the development fund will offset all non-profitable class attendance.

As part of this promotion, VBDS may choose to offer special membership incentives.

Ordinary Resolution #12: Non-member Beginner Classes (submitted by Ron Smailes)

Discussion: VBDS actively promotes ballroom dancing that includes dance classes for beginners to try out the world of ballroom dancing for themselves. However the society demands that these beginners belong to the society and pay membership fees. It has been well established that VBDS full membership benefits more experienced dancers and that beginner dancers do not take advantage of what VBDS offers its membership. High VBDS membership fees for beginner dancers is a deterrent to many would-be dancers.

Potential "new members" to VBDS normally take classes for the first time with VBDS at either Beginner Level 1 or Level 2. These people should be allowed to take the beginner class without becoming members. However, as an incentive, it is suggested that class fees be discounted for members, and that those choosing not to purchase a membership, pay the full amount.

The requirement that people take out a membership in order to register for a class is not a VBDS bylaw. If it is in writing that people must be a member to take a class it is within "policy guidance" (which are determined by the board and/or the membership) and not the bylaws, therefore I present the following resolution for the 2015 AGM:

Resolution: As VBDS policy guidance states that people must be members to take classes with VBDS, and because this is only a guidance which are determined by the board, be it resolved that the board will now allow non-members to attend the beginner 1 and beginner 2 classes. VBDS beginner classes will now have a non-member price and a member price. Also the non-member price includes the beginner only practice time, as beginner practice is already restricted to persons taking VBDS beginner level or intermediate classes, so the membership requirement for these practices can also be waved. The board shall determine the cost difference between non-members and members taking beginner classes each year.

Ordinary Resolution #13: Non-confidence Vote toward a VBDS Board Member (submitted by Ron Smailes)

Discussion: In any organization there is a potential for perceived lack of confidence that arises with a specific board member if it becomes apparent that the board member is not following the society act or the board member is acting in a way that causes dissension within the board or membership. I think it is very important to protect the society's interests, especially because we do have quite a substantial amount of money, which should work towards the benefit of members, the society's interests, and our mandate of promoting ballroom dancing. More important it also removes the potential for an unhealthy environment around decision-making that is done by board members and the influence that one board member may have over the entire board.

Once the procedures are in place, a VBDS member including board members, can follow the process that will be outlined for a non-confidence vote, including each of the steps to present the non-confidence proposal and eventually lead to a vote. If another board member submitted the non-confidence the vote can be by the board. If a member at large submitted the non-confidence the vote will be by the membership.

The proposal should also state what will take place if the non-confidence vote is passed. My suggestion would be that the board member would be given the opportunity to voluntarily resign immediately. If the member refuses to voluntarily resign, this non-confidence vote has the power to remove them from the board. Once a board member has resigned or been removed from the board due to a non-confidence vote, then that individual cannot serve on a future board unless they are voted in, in other words, they no longer can be a board member by acclamation.

Resolution: This resolution is directing the Board to draft a policy and resulting proposal for the next year's AGM, on how to handle a non-confidence vote toward a member of the board. This will give the Board some time to study and research what other organizations have in place, and how a non-confidence vote can be defined for our context, and what process we need to follow.

Ordinary Resolution #14: Paid Practices (submitted by Ron Smailes)

Discussion: It is often said that the VBDS practices are not warm and new members feel that they are not welcomed. Also many times there is no one person to address member or non-member questions about the VBDS.

The current VBDS dance practices require VBDS volunteers to open and play the music, and close the hall in most cases, but there are other tasks that are not performed that could make VBDS practices more enjoyable for everyone.

VBDS membership has several advantages and privileges. One of the privileges is to attend several weekly dance practices for free. VBDS practices are not open to the public per say, but do allow a person to try them out for 1 or 2 times without being a member.

As not all members take advantage of all the dance practices they are effectively paying for a service that they do not use. It would be more fair if the practices were paid for by those who actually do make use of them.

It is common for groups to have a membership fee, and also charge separately for each practice per person. A separate charge for dance practice is commonplace at other dance practices in both Victoria and Nanaimo. With a separate practice fee the VBDS membership fee could be reduced, and that would put VBDS in line with the dance community including the Nanaimo Ballroom Dance Society.

It should be noted that this is intended to reduce the yearly membership fee, but that is not discussed in the proposal.

Resolution: BE IT RESOLVED that the Board start to charge a per-member fee for the dance practices. The administration and collection of this fee is to be done by a paid position of the VBDS, and should include a method that allows the person to pre-pay for a number of practices, or pay one time at the door. Each practice may be handled, collected and charged differently. Example the Wednesday and Friday practices are charged the same fee amount and collection methods, while the Sunday silver & up practices may only use the pre-paid fee option. The beginner practice time is seen as an extension of the beginner & intermediate classes and are not charged a separate fee.

BE IT ALSO RESOLVED that the dance practice administrator will be paid to:

- open the hall on time
- setup music system
- setup up VBDS information station - displaying the latest information about VBDS and handouts for VBDS, and be able to discuss simple questions about VBDS
- setup fee collection station
- the dance practice administrator must man the fee collection station 100% for the first 45 minutes of the practice, and thereafter is fully responsible to attend to everyone entering the practice, but they may dance provided it does not interfere with this job.
- welcome everyone to the practice
- insure each person attending the practice is a member of VBDS
- collect fees using any number of means like monies/stamps/punch cards/visa
- Play music for the practices
- insure there is a line dance leader that knows the line dance selected, or lead the line, or do not do a line dance
- at the request of members, flag some of the songs played for review. One a song is flagged for review it will not play again until it has been reviewed by a board/music committee member
- do the VBDS announcements
- stop music, pack up music system, and transport music system
- clear hall as required
- close hall as required
- accept new & reviewed songs from a board/music committee member, and add these songs to the music selection to be played at the practices
- provide the board with attendance numbers and break down of fees collected for each practice.

BE IT ALSO RESOLVED that the paid practice fee will cover the cost of the paid position and hall etc, and as such so that the fee covers all cost of the practice and that the board will recommend a fee to be charged for the practices each year at the AGM, and the membership will discuss this and vote on this fee.

Set the dance practice fee for the 2015/2016 year at \$2 per member per practice session.

Special Resolution #1: Instructional Members (submitted by Jenn Jackson)

BE IT RESOLVED that VBDS create a new class of membership, Instructional Members, to be included in the Bylaws as item 4 (e) and herein described:

Instructional Members: Instructional 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, chair or serve on any committee in an

advisory capacity. The term of an Instructional Member shall expire at the end of August each year. Instructional Membership will be offered by the board to any person applying as a regular member who is found to meet any one of the following criteria:

1. Any person who receives compensation for the teaching of ballroom and/or latin dance.
2. Any person who is certified by a recognized organization in the teaching of ballroom and/or latin dance.
3. Any person who is a member of a professional dancesport association or professional division of an amateur dancesport association.
4. Any person to whom items 1, 2, or 3 was true within the previous 5 years.

Regular VBDS members who volunteer to teach VBDS line dances on behalf of the society shall not be considered for Instructional Membership.

Special Resolution #2: Bylaw 14, Amendment to (a) and (c) (submitted by Steve Hutchings)

Discussion:

14. (a) Notice of a general meeting shall be in writing, shall include the proposed agenda, and shall be posted at all club functions at least 14 days prior to the date of such meeting.

14. (c) Notice of all ordinary and special resolutions to be proposed by any member at a general meeting must be provided to the officers of the society at least 10 days prior to the date of such meeting, together with an outline of the subject matter and proposed wording for any such resolution, subject to the provisions that:

The present bylaws for notice of a general meeting and the handling of special and ordinary resolutions are in conflict or contradiction with other bylaws and the BC Society Act (BCSA). The BCSA requires special resolutions to be included in the notice of a general meeting and that notice must be given at least 14 days prior to the general meeting. The bylaws indicate that notice of the general meeting must be made at least 14 days prior to the meeting but this apparently presumes that the notice consists only of the date, time and venue of the meeting and the agenda; the BCSA specifies that special resolutions are to be included in the notice of the meeting.

As well, bylaw 14. (c) treats special resolutions and ordinary resolutions the same in that members are to submit them to officers of the society at least 10 days prior to a general meeting. Unfortunately this bylaw contradicts the BCSA on two counts: it implies (by being provided to officers 10 days prior to a general meeting) that there is no requirement to notify members of a special resolution and such provision is insufficient to meet the BCSA requirement of at least 14 days notification to members.

For the purposes of conducting the business of VBDS both types of resolutions, special and ordinary, should be treated the same with respect to notifying the members in preparation for a general meeting. Given in advance of the meeting the members will have ample opportunity to discuss the resolutions with other members allowing them to become better informed of the various opinions, pros and cons and weigh the importance of participate in the general meeting.

The proposed changes to the bylaws are summarized as:

- defines “notice” of a general meeting as including: date, time and venue of meeting, agenda, special resolutions and ordinary resolutions;
- the method of notifying members of a general meeting has been better defined to include the possibility of electronic dissemination;
- treats special resolutions and ordinary resolutions the same for the purpose of notifying members 14 days in advance of the meeting;
- the requirement for members to provide proposed resolutions specifically to “officers” rather than “directors” of the board is not understood so it has been changed to read “directors” (note: officers of the society are only the president, vice-president, treasurer, membership chairman and secretary); and
- the number of days in advance of the general meeting when resolutions are to be provided to the “officers” of the board has been increased to 21 to allow the board to receive the resolutions, review them and turn them around in time for the required 14 day notice to members.

Resolutions:

Amend Bylaw 14. (a) Notice of a general meeting shall be in writing, shall include the proposed agenda, and shall be posted at all club functions at least 14 days prior to the date of such meeting.

To read:

13. (a) The notice of a general meeting shall receive as wide a dissemination as possible to reach all members at least 14 days prior to the date of such meeting. Avenues for the dissemination shall include posting or announcement at club functions, posted on the VBDS website, included in the VBDS newsletter and, if necessary, provided in an email to members. Should the website, newsletter and email become obsolete or discontinued the board shall consider alternatives to ensure the widest distribution possible to members. Notice of a general meeting shall include: the date, time and venue of the meeting; the proposed agenda; and all proposed special and ordinary resolutions.

Amend Bylaw 14. (c) Notice of all ordinary and special resolutions to be proposed by any member at a general meeting must be provided to the officers of the society at least 10 days prior to the date of such meeting, together with an outline of the subject matter and proposed wording for any such resolution, subject to the provisions that:

To read:

11. (c) Notice of all ordinary and special resolutions to be proposed by any member at a general meeting must be provided to the directors of the society at least 21 days prior to the date of such meeting, together with an outline of the subject matter and proposed wording for any such resolution, subject to the provisions that:

Special Resolution #3: Rescinding Bylaw 22. (d) (submitted by Steve Hutchings)

Discussion:

22. (d) *“In the event of a resolution concerning the amendment of the constitution and bylaws, the directors shall be empowered to collect unlimited proxies from the membership.”*

Bylaw 22. (d) empowers the directors to collect unlimited proxies from members for special resolutions concerning the amendment of the constitution and bylaws. Personally, I have no idea of the reasoning or history for this particular bylaw but I do know that it seriously undermines the voting process. Understand that there are two types of proxies: general and directed. A general proxy is where the member, quite literally, surrenders her or his vote to the proxy holder who is now empowered to vote how she or he (the proxy holder) wishes. A directed proxy is where the member gives the proxy holder his or her vote to use but specifies how he or she (the member) wishes to vote. Nowhere in VBDS bylaws, where proxies are permitted, is it specified what type of proxies are authorized. Further, allowing directors to collect unlimited proxies, whether or not the type of proxy is specified, gives those directors a most unusual power in that there are no checks or balances to ensure the stack of proxies are not used to sway the vote in one direction. Quite emphatically it is undemocratic!

Resolution:

Rescind Bylaw 22. (d).

Special Resolution #4: Amendment to Bylaw 30 (submitted by Ron Smailes)

Discussion:

30. (a) At the first annual general meeting following the coming into force of these bylaws one half of the directors shall be elected for a term of one year; the remaining directors shall be elected for a term of two years.
- (b) Subject to the provisions of subsection 30.(a), a director elected by the members shall hold office for a two year term.
- (c) A separate election shall be held at each annual general meeting to select the president from amongst those directors who wish to run for this office. This position shall be for a one year term.
- (d) The remaining positions on the board shall be decided by the directors amongst themselves.
- (e) An election may be by acclamation, otherwise it shall be by secret ballot.

- (f) A director shall retire from office at the conclusion of the annual general meeting at which his or her successor is elected.
- (g) The president shall retire from office at the conclusion of the annual general meeting at which his or her successor is elected, but shall remain a director if his or her term has not expired.
- (h) The president, upon completing his or her term of office, shall remain on the board in the position of past president. The position of past president shall be for a term of one year. If the past president's term as director expires at the same time as his or her term as president, he or she shall ex-officio serve another year on the board with full voting rights.

VBDS is a society driven by its members and all members should be given a chance to be on the board of VBDS to present and test out their ideas. It is recognized that board members can contribute a vast amount of time and energy, and that VBDS wishes to limit their time as a board member to insure that they do not burn out or resent VBDS in any way.

New VBDS board member recruiting is sometimes difficult. It is very important all members can see that being on the VBDS board will allow their new ideas and different ways of looking at opportunities to be accepted with excitement.

Limiting board service will keep the board new and exciting, with new board members full of ideas and willing to take those ideas to task in the way they envision.

It is important to realize that a static and unchanging VBDS board can create a paradigm which resists the changes required to keep VBDS growing, vigorous and relevant. Many organizations impose limits on terms of service for this reason.

Resolutions:

Amend Bylaw 30

To read

- 30. (a) At the first annual general meeting following the coming into force of these bylaws one half of the directors shall be elected for a term of one year; the remaining directors shall be elected for a term of two years.
- (b) Subject to the provisions of subsection 30.(a):
 - 14. a director elected by the members shall hold office for a two year term;
 - 15. a director must take 2 year break by resigning from the board during the AGM once they have served for 6 consecutive years (start counting a directors years of service dating from the AGM 2015)
 - 16. exceptions to the limits may be considered by the current board should it become not possible to recruit a minimum of 5 new board members; and
 - 17. any members of the board who exceed the term limits of this resolution will be asked to resign from the board during the AGM provided that a minimum of 5 eligible members are standing for election to the board.
- (c) A separate election shall be held at each annual general meeting to select the president from amongst those directors who wish to run for this office. This position shall be for a one year term.
- (d) The remaining positions on the board shall be decided by the directors amongst themselves.
- (e) An election may be by acclamation, otherwise it shall be by secret ballot.
- (f) A director shall retire from office at the conclusion of the annual general meeting at which his or her successor is elected.
- (g) The president shall retire from office at the conclusion of the annual general meeting at which his or her successor is elected, but shall remain a director if his or her term has not expired.
- (h) The president, upon completing his or her term of office, shall remain on the board in the position of past president. The position of past president shall be for a term of one year. If the past president's term as director expires at the same time as his or her term as president, he or she shall ex-officio serve another year on the board with full voting rights.