



**26th ANNUAL GENERAL MEETING
8:00 P.M., WEDNESDAY, NOVEMBER 20, 2019
CEDAR HILL RECREATION CENTRE**

**MINUTES
PROVISIONALLY APPROVED BY THE BOARD**

ROUTINE BUSINESS:

1. Confirmation of attendance and quorum

The meeting was called to order by VBDS President and Chair, Steve Montgomery at 8:03 p.m.

Number of members in attendance, proxies and quorum was confirmed: 37 members in attendance (including 4 board members), 4 proxies. Quorum confirmed.

2. Adoption of the agenda

The Chair introduced the motion for adoption of the agenda.

MOTION:

THAT the agenda be adopted, as written.

MOVED BY: Bob Adams

CARRIED

3. Approval of the minutes of the last Annual General Meeting (November 28, 2018)

The Chair opened the floor to discussion of the minutes from the last Annual General Meeting. No comments received.

MOTION:

THAT the minutes of the November 28, 2018 Annual General Meeting be approved as written.

MOVED BY: Liz Frick, SECONDED BY: Thomas Webber

CARRIED

4. Business arising from the minutes

a. Variance between 2017/18 and 2016/17 financial statements

Thomas Webber, Treasurer, explained how a variance in the amount of \$707.21 between the 2016/17 financial statement (prepared by the accounting firm O'bara and Company) and the 2017/18 financial statement (prepared by former treasurer

Linda Ryder) occurred and explained the corrective action taken by the Board. He advised that the Board agreed to accept the O'bara and Company statement as is and to account for the variance in the financial statement, year ending August 31, 2019.

5. Reports

a. Report of the President - Steve Montgomery

Steve acknowledged and thanked each of the directors (Thomas Webber, Rolands Muiznieks, Lynne Jordon and Liz Frick) for their contributions over the past year. He indicated he has been on the Board for five years and described some of the changes implemented over the past three years related to technology, advertising, recruitment and classes. (See report attached.) Steve indicated there is still much work to be done and that he looks forward to assisting the new President and new Board in the coming year.

b. Report of the Treasurer - Thomas Webber

Thomas provided an overview of the financial statements for year ending August 31, 2019 noting that revenues were lower than last year and that expenses were also down when compared to year ending August 31, 2018. There is a loss of approximately \$10,500 this year compared to \$7,800 last year. An anomaly on how this loss is reported on the balance sheet in relation to the equity funds was brought to the Board's attention prior to the meeting and will be forwarded to the Finance Committee to review in the coming year.

c. Governance Committee Progress Report - Thomas Webber

Thomas reiterated that new Constitution and Bylaws were approved by the membership two years ago to align the Society with the requirements of the new *Societies Act*. Thomas noted that the Governance Committee will continue to review and update the Bylaws over the coming years.

A report of the Governance Committee was provided (see attached) and it was noted that a special resolution to replace Bylaw 14, Notice of Meetings will be discussed later in the meeting.

NEW BUSINESS:

6. Resolutions

ORDINARY RESOLUTION #1: *Setting the Annual membership dues for the Victoria Ballroom Dance Society*
(submitted by the Board)

Lynne Jordon advised that the Board is recommending a modest increase of \$2 to the annual membership fee.

The membership fees proposed were outlined as follows:

Membership Type	Fee as of November 21, 2019	Fee after January 1, 2020	Fee after April 1, 2020
Regular	\$72	\$52	\$32
Disabled	\$40	\$30	\$30
Students (over age 18 years of age)	\$40	\$30	\$30

MOTION:

BE IT RESOLVED that effective immediately, the annual dues for regular membership be set at \$72 per annum, and that the rate for eligible students and disabled persons be \$40 per annum, 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 January 1 the fee will be \$52 for regular members and \$30 for eligible students and disabled, and if they join after April 1 the fee will be \$32 for regular members and \$30 for eligible students and disabled.

MOVED BY: Lynne Jordon (on behalf of the Board)

CARRIED (one opposed)

ORDINARY RESOLUTION #2: *Annual Decision on appointment of an auditor*
(submitted by the Board)

A question was asked about the requirements of the *Societies Act* respecting appointment of an auditor. It was noted that VBDS is a member-funded society and that it is not a requirement to appoint an auditor under the Act.

MOTION:

BE IT RESOLVED that the Victoria Ballroom Dance Society not appoint an auditor for the 2018/19 fiscal year.

MOVED BY: Thomas Webber (on behalf of the Board). CARRIED UNANIMOUSLY

SPECIAL RESOLUTION: *Notices for General Meetings*
(submitted by the Board)

Thomas Webber acknowledged the work of the Governance Committee and in particular, Bob Adams in drafting the special resolution and provided an overview of the proposed changes and additions to the bylaw concerning notice of general meetings.

Governance Committee member Bob Adams, also spoke and acknowledged the VBDS members with legal and governance expertise who assisted the Committee in the

drafting of the special resolution. (See Governance Committee's Update Progress Report 2019 attached).

MOTION:

WHEREAS the new *Societies Act* includes changed requirements for notices of general meetings of all societies incorporated under the Act;

BE IT RESOLVED that the previous wording of Clause 14 in the VBDS Bylaws (regarding "Meetings of Members", Part 3) be replaced in full by the following wording:

14 (a) Notice of a general meeting shall include the date, time, and location of the meeting, as well as a proposed agenda and a list of all ordinary and special resolutions to be considered, and shall be made available to all members at least 21 days prior to the date of the meeting. Such notice may be sent by email and posted on a website accessible to all members as permitted by the *Societies Act*.

(b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

(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 28 days prior to the date of such meeting, together with an outline of the subject matter and proposed wording for all resolutions, subject to the provisions that:

(i) such prior notice is NOT required for procedural motions introduced at the meeting;

(ii) such requirement for prior notice does not preclude any amendments to the proposed wording of a resolution, as long as any such amendment is in accord with 14(d), and does not introduce an independent new question under cover of an amendment; and

(iii) the issue of whether an amendment to an ordinary or special resolution is in accord with 14(d), and does not introduce an independent new question shall be decided at a general meeting by ruling of the chair, subject only to an appeal approved by 2/3 of the votes cast.

(d) A notice of a general meeting must state the nature of any business to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

(e) Due to the annual cyclical nature of the number of members, for the purpose of interpreting Clause 77(2) of the BC *Societies Act*, the number of members of the Victoria Ballroom Dance Society shall be taken to be the number of members at the end of the preceding membership year as recorded in the register maintained by the membership coordinator.

MOVED BY: Thomas (on behalf of the Board)

CARRIED UNANIMOUSLY

7. Election of members of the Board

Lynne Jordon introduced the other Nominating Committee members Thomas Webber and Jacqueline Chubb and provided a brief description of the process for recruitment of members to the Board. Lynne advised of names of the members willing to stand for election to the Board and asked if there were any nominations from the floor. None were received.

MOTION:

BE IT RESOLVED that the following VBDS Members in good standing be acclaimed as Directors for a two-year term being November 2019 to November 2021 on the Board of the Victoria Ballroom Dance Society:

Ron Cain
Elizabeth Frick
Cathy Hodson
Brian Mason

And BE IT FURTHER RESOLVED that, as usual, the VBDS Board of Directors have power to second and approve additional Directors during the course of the year.

MOVED BY: Lynne Jordon (on behalf of the Nominating Committee) CARRIED

8. Announcement of the elected Board members

New Board members Ron Cain, Cathy Hodson and Brian Mason and returning Board member Elizabeth Frick are elected to the Board and will join continuing directors Lynne Jordon, Steve Montgomery and Rolands Muiznieks.

9. Election of the President

Steve Montgomery advised there is one nomination for president - Lynne Jordon. No further nominations received.

MOTION:

THAT Lynne Jordon be acclaimed as president of the Victoria Ballroom Dance Society for the usual one year term until the 2020 Annual General Meeting.

MOVED BY: Steve Montgomery CARRIED

10. Announcement of the elected President

New President, Lynne Jordon was acclaimed as president of the Victoria Ballroom Dance Society for a one year term until the 2020 Annual General Meeting.

11. Other business

The Chair opened the floor to general discussion. A comment was made that it would have been nice if more people had come to the meeting.

No further comments provided.

12. Call to destroy ballots and adjournment of meeting - No ballots were used. The meeting was adjourned by the Chair at 8:47 p.m.

The minutes were provisionally approved by the Board of Directors at the December 11, 2019 Board meeting.

VBDS President's Report 2019 AGM - by Steve Montgomery

Good Evening everyone!! I would like to thank everyone for attending this years AGM for VBDS. I would like to take a little time to thank my fellow Directors of this year's VBDS Board.

Thomas Webber has sat on the Board for a number of years and has done some great work as Treasurer and also sitting on the Governance committee. Thomas and his partner Dianne are always happy to help out with demonstrations at different events... thanks so much for all your hard work Thomas!

Rolands has sat on the Board over the past year, given that he is a wee bit of a snowbird we weren't sure how things would work out. When Rolands was enjoying the Arizona sunshine he called in to Board meetings on either Whatsapp or a phone call where he had many great contributions with decision making.

Lynne has taken on many roles over the past year especially including Membership Co-ordinator which is an onerous position and very time consuming! Lynne has been very involved with Intro workshops and Class registrations which are also very important for the future of the Club. I am very thankful for the work that she has done and pleased that she has put her name forward as President for this coming year.

Liz Frick has been on the Board for 2 years now and has always been willing to take on extra tasks when asked. Liz has done an amazing job as Secretary and Dance Co-ordinator over the past 2 years as well as VP this past year. Liz has really been an integral part of this year's Board - thanks so much Liz!!

I have sat on this VBDS Board for 5 years now and seen many changes. We implemented some significant changes about 3 years ago to help make a difference with bringing us up to date with technology and more awareness in the Victoria dance scene. There is still much more work to be done and I look forward to assisting the new President and the new Board with a continuation of increasing Membership and bringing Classes up to a financially viable position. Our goal is to maintain as many Classes to run as possible without having too much of a financial drain on the Society. We plan to continue using Facebook & Mailchimp advertising to fuel the Intro workshops to bring in as many new members as possible. Session 1 & 2 this Fall have proven to be very successful using these methods. It looks very promising in Session 3 & 4 to continue this positive trend.

VICTORIA BALLROOM DANCE SOCIETY

FINANCIAL STATEMENTS

FISCAL YEAR ENDING AUGUST 31, 2019

(Unaudited – See Notice to Reader)

NOTICE TO READER

I have compiled the statement of financial position of the Victoria Ballroom Dance Society as of August 31, 2019 and the statements of revenues and expenditures and changes in net assets for the year then ended.

These are unaudited financial statements.

RESPECTFULLY SUBMITTED by:

Thomas Webber, Treasurer

November 13, 2019

Victoria Ballroom Dance Society
Balance Sheet As at 08/31/2019

ASSET

Current Assets

Cash Floats	200.00	
VBDS Incorporated Chequing Account	106,798.30	
Term Deposit @2.5% Due Sep 11, 2020	30,750.00	
Accrued Interest - Term Deposits	682.40	
Undeposited Funds	371.50	
Cash and Term Deposits		138,802.20
Accounts Receivable		1,975.00
Prepaid Insurance		349.28
Prepaid Expenses		591.21
Total Current Assets		141,717.69

Capital Assets

Equipment -General	9,023.04	
Accum. Amort. - Equipment General	-6,379.74	
Net Equipment - General		2,643.30
Music, Tapes & CD's	8,714.92	
Accum. Amort. - Music, Tapes & CS's	-8,312.29	
Net Music, Tapes & CD's		402.63
Trophies	4,125.00	
Accum. Amort. - Trophies	-4,125.00	
Net Trophies		0.00
Dance Pacifica Risers	1,400.00	
Accum. Amort.-Dance Pacifica Risers	-1,287.23	
Net Dance pacifica Risers		112.77
Dance Pacifica Signage	1,391.00	
Accum. Amort.Dance Pacifica Signage	-1,391.00	
Net Dance Pacifica Signage		0.00
Website Development	8,748.02	
Accum. Amort. - Website Development	-6,006.13	
Net Website Development		2,741.89
Total Capital Assets		5,900.59

TOTAL ASSET **147,618.28**

LIABILITY

Current Liabilities

Accounts Payable		1,457.77
Unearned Revenue		7,776.50
GST Charged on Sales	3,124.82	
GST Paid on Purchases	-2,919.78	
GST Owing/Refund		205.04
Total Current Liabilities		9,439.31

TOTAL LIABILITY **9,439.31**

EQUITY

Member's Equity

Retained Earnings - Prev Year Gen	1,615.23	
Member's Equity - Development Fund	137,482.31	
Member's Equity - Pacifica Fund	2,497.45	
Member's Equity - Hodgson Fund	7,232.26	
Current Earnings - General Fund	-10,648.28	
Total Member's Equity		138,178.97

TOTAL EQUITY **138,178.97**

LIABILITIES AND EQUITY **147,618.28**

Generated On: 10/28/2019

Victoria Ballroom Dance Society

Comparative Income Statement

	Actual 09/01/2018 to 08/31/2019	Actual 09/01/2017 to 08/31/2018
REVENUE		
Revenue		
Class Fees	50,199.85	49,207.96
Membership Fees	17,195.00	19,720.00
School Program Fees	723.81	1,099.00
Intro to Ballroom Dance	1,532.16	2,150.00
Monthly Dance Revenue	6,450.99	5,380.37
New Year's Dance Revenue	1,834.99	3,795.00
Competitors Practices	688.57	1,561.00
Community Outreach	375.00	1,070.00
Misc. Revenue	48.00	11.61
Dancing in the Square	1,900.00	2,700.00
Net Revenue	80,948.37	86,694.94
Other Revenue		
Interest Income	15.72	2,551.13
Interest Income - term deposits	1,996.93	0.00
Thrifty Food Affinity Card	1,395.07	1,603.16
Total Other Revenue	3,407.72	4,154.29
TOTAL REVENUE	84,356.09	90,849.23
EXPENSE		
Payroll Expenses		
WCB Expense	52.19	122.45
Total Payroll Expense	52.19	122.45
Direct Expenses		
Music Licences	-591.21	927.18
Classes - Hall Rental	13,768.28	16,020.55
Classes - Instructors	31,683.25	31,598.07
Classes - Supplies	249.43	0.00
Total Class Expenses	45,700.96	47,618.62
Dancing in the Square	1,575.00	2,892.00
Dance Practice - Hall Rental	11,433.67	10,459.24
Dance Practice - Instructors	530.00	1,078.25
Total Practice Expenses	11,963.67	11,537.49
Intro to Ballroom Dance Hall Rent	660.00	285.00
Intro to Ballroom Dance- Instructors	292.00	537.00
Intro to Ballroom Dance - Promotion	0.00	343.52
Total Intro to Ballroom Dance Exp.	952.00	1,165.52
Monthly Dance - Hall Rental	1,647.50	1,988.19
Monthly Dance - Music/Band	0.00	109.98
Monthly Dance - Supplies	2,015.77	825.30
Total Monthly Dance Expenses	3,663.27	2,923.47
New Year's - Hall Rental	585.89	950.31
New Year's - Banquet Catering	345.70	1,527.07
New Year's - Decorations	11.12	679.10
New Year's - Music	0.00	175.00
New Year's - Supplies	249.98	308.64
Total New Year's Dance Expenses	1,192.69	3,640.12
School Program - Instructors	639.00	1,283.50
Community Outreach	1,171.50	851.89
Total Outreach Program	1,810.50	2,135.39
Total Direct Expenses	66,266.88	72,839.79
General & Administrative Expenses		
Accounting & Legal	2,960.00	1,040.00
Advertising General	859.13	568.03
Amortization	2,140.16	2,717.28
Bank Charges	0.00	55.00
Board and AGM Expenses	300.98	427.98
Board of Directors Meetings	474.40	222.61
Courier & Postage	350.28	166.00
First Data Service Charges	1,810.51	1,987.34
Authorize.Net	401.64	315.14
Insurance	2,173.26	1,873.31
Office Administration	13,151.47	12,363.65
Office Supplies	578.65	329.23
Licenses & Dues	63.84	70.00
Membership Expenses	55.64	0.00
Music/DVD/CD	14.96	98.44
Rent - Storage	2,295.00	2,234.00
Telephone	481.50	640.29
Website Expenses	573.88	665.13
Total General & Admin. Expenses	28,685.30	25,773.43
TOTAL EXPENSE	95,004.37	98,735.67
NET INCOME	-10,648.28	-7,886.44

VBDS Governance Committee
Report to the 2019 AGM of the Victoria Ballroom Dance Society
20 November 2019

UP-DATE PROGRESS REPORT FOR 2019

At the 2017 Annual General Meeting (AGM) VBDS Members approved a re-vamped Constitution and set of Bylaws, amended so as to meet the minimum requirements of the new *Societies Act* (under which VBDS is legally incorporated). As the VBDS Governance Committee noted in our report to the 2018 AGM last year, while the current VBDS Constitution and Bylaws (Revised as of 22 Nov 2017) meet the minimum requirements of the current *Act*, there are a number of new provisions in the *Act* that may, in the long run, be of some value to our club, and may be in the overall interests of Members, were they to be adopted. Some of these provisions, for instance, in the *Act* itself and in the *Regulations* since proclaimed under the *Act*, may allow for more flexibility and/or efficiency in conducting the business of the club.

Based on this, the VBDS Board has asked the Governance Committee to continue to systematically review the new *Societies Act*, and its *Regulations*, to check for additional areas where the club might want to consider incrementally updating or revising our Bylaws (and perhaps other policies), in line with provisions and changes in the new *Act* and the Regs. Our 2018 Report noted several areas where further improvements in our Bylaws and policies may be possible, and targeted to bring further recommendations to the Membership this year, at the 2019 AGM.

Over the past year, in close consultation with a range of Members and others with specialized interest in the field, the Committee has focused particularly on possible changes to our current Bylaws relating to the “notices” that are required for General Meetings (eg. related to the timing & nature of notices, potentially permitting email notifications, which under certain conditions are now allowing under the new *Societies Act*).

Later in this Meeting the Committee will be presenting a Special Resolution that would effect these changes, which the Board recommends the Membership approve at this time. The Board and the Committee is recommending that the wording of Clause #14 in the current Bylaws be replaced in entirety by amended wording that was circulated with the AGM Agenda. (See the Attachment to this Report for the current wording of Clause #14, last revised as of 22 Nov 2017. Since changing this Clause involves amendments to the Bylaws, it constitutes a “Special Resolution”, which requires at least a 2/3 majority-vote to pass.) In brief the changes being proposed would: (a) allow notices to be sent out via email to all Members, as well as via e-Newsletter and posting on the VBDS website; (b) clarify that the Board must make a detailed agenda, included proposed wording the all resolutions, available no later than 21 day prior to any General Meeting; (c) clarify that any Member or Committee wishing to submit a resolution to a General Meeting must make the wording of such available to the Officers of the Board no later than 28 days prior to any proposed General Meeting; (d) add two new sub-clauses that will help clarify intentions under the Act (viz the required clarity of wording in notices, & “the number of members” in the Society).

As noted in the Committee Report last year, there are several other areas of policy and components of the *Societies Act* that should also be further explored, where additional Bylaw amendments may in the interests of VBDS, after consulting with Members to try to ensure that, on balance, the advantages of any proposed changes are expected to outweigh any disadvantages, at least over time. The Committee intends to continue to carefully and gradually explore these matters, a process that should probably extend at least over the next several years, with fairly regular reports to the Board and Membership. Further amendments to the *Societies Act* itself can also be expected in future, and although it is difficult to predict either the exact timing or nature of what may come before the BC Legislature, the Governance Committee should continue to monitor this, and keep the Board advised accordingly.

The Committee would, of course, be pleased to answer any questions on these matters.

Respectfully submitted by the VBDS Governance Committee

ATTACHMENT
to
2019 VBDS Governance Committee Report

Current wording of Clause #14 in VBDS Bylaws, as of 22 Nov 2017

The **VBDS Bylaws** currently state as follows:

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.

(b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

(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:

(i) such prior notice is NOT required for procedural motions introduced at the meeting;

(ii) such requirement for prior notice does not preclude any amendments to the proposed wording of a resolution, as long as any such amendment does not introduce an independent new question under cover of an amendment; and

(iii) the issue of whether an amendment to an ordinary or special resolution introduces an independent new question shall be decided at a general meeting by ruling of the chair, subject only to an appeal approved by 2/3 of the votes cast.