

**LADYSMITH MARITIME SOCIETY
EXTRAORDINARY GENERAL MEETING
7:00 PM THURSDAY OCTOBER 11, 2018
LMS WELCOME CENTRE**

6:30 Arrival and sign-in

7:00 The Extraordinary General Meeting was called to order by the Society's President – Mr. Dan Lutz.

Mr. Lutz confirmed quorum with 37 members in attendance.

Mr. Lutz called for a motion to adopt the agenda for the extraordinary general meeting of October 11, 2018.

Moved: R. Mac Neil **Seconded:** P. MacHardy
Motion carried.

7:10 Bylaws Presentation and Discussion

Mr. Allan Gould provided information about the Government of BC's new *Societies Act* that came into effect on Nov 28, 2016. All BC societies have until November 28, 2018 to transition to the new Act. Mr. Gould further explained the LMS Board of Directors made a decision to prepare a new set of Bylaws to better fit with the new Act. The draft Bylaws are not all that different and are based on the model Bylaws established by the Government.

The key proposed changes to the LMS Bylaws include:

- updated language in the 'definitions' section – retain most of what was there before,
- Part 2 – same as before except for eliminating the section dealing with members on incorporation; having the Board set the membership fees rather than at the AGM; and changing the time period for 'member not in good standing' from 12 to 6 months. This is the time period suggested by the model Bylaws,
- Part 3 – deals with meetings of members. The old language of 'extraordinary meetings' will be eliminated. Any members' meeting is a general meeting and one of those is the Annual General Meeting. In the event of a general meeting where special business is to be transacted; i.e. requiring a special resolution, notice of that fact needs to be given and passed with a 2/3 majority (not ¾ as is the present threshold),
- Part 4 – A change in the number of directors – proposing a minimum of 5 and a maximum of 11, not 12. The number of directors should be an odd number. When appointed to fill a

- vacancy, the term of the appointment of the incoming director will be for the remaining unexpired time of the departing director,
- Part 7 – Section 7.1 confirms that directors can not be paid for being directors but can be paid for other services. The Act covers payments for expenses. Section 7.2 sets out the signing authority which is consistent with LMS' current practices. This will also do away with the necessity of passing such a resolution at each AGM. Section 7.3 affirms that LMS will not have a seal,
 - the 'Auditor' piece has been eliminated. LMS has never had an auditor as it has always used an accounting firm to conduct a financial review. There is nothing to prevent the Board from deciding to have an audit if deemed necessary,
 - Section 9.2 – sets out that notices by e-mail or fax are considered instantaneous, and
 - the last Part deals with winding up or dissolution of the Society. This had been in the Constitution and considered unalterable. In the transition process this needed to be moved to the Bylaws. This can now be changed by special resolution.

Mr. Gould read the following proposed Special Resolution:

As a Special Resolution, that the draft Bylaws presented to a special meeting of members of the Ladysmith Maritime Society this 11th day of October 2018 by adopted.

After responding to questions from the floor, the vote on the Special Resolution was held.

Moved: Allan Gould **Seconded:** Betty Pearson
Carried Unanimously

7:30 President's Comments

Mr. Lutz reminded members that LMS continues to evolve and thrive:

- this is the 30th year that LMS provided Harbour Tours, and it's the 1st year that LMS had a float in the LMS Days Parade (LMS took 5 ribbons),
- all Dine on the Docks events were sold out, Talk on the Docks, Music on the Docks and Movies on the Docks were all a big success,
- attendance at the Heritage Boats, Pirate Day and the Sea Life Festivals were equal to or greater that 2017,
- at the Wooden Boat Festival (Port Townsend) the LMS representatives heard from many visitors to the Saravan, positive

comments about the quality of the LMS Marina and the quality and thoughtfulness of the LMS staff,

- John Dul is implementing an on-line booking system for the Harbour Tours therefore improving efficiencies for guests, staff and tour operators.

While the 2017/18 season went very well, challenges remain:

- bringing the new Executive Director on board,
- planning and budgeting for the replacement of C-Dock
- finding coordinators/leads for Pirate Days, lead and volunteers for Dine on the Dock,
- continuing to work on longer term priorities such as the Waterfront Area Plan.

7:35 LMS Celebration of Summer Programs

Ms. Shirley Blackstaff provided an informative presentation summarizing some key Maritime Museum and Heritage and Waterfront activities she led this summer:

- 3,000 visitors attended the Museum and Heritage Centre,
- acknowledged the hard work of 2 students (Amy Sennett and Emery Urquhart), the greeters and the volunteers,
- school programs were a big success. 12 school groups (from Victoria, Ladysmith, Chemainus, Stz'uminus and Nanaimo) attended along with 4 local community groups, and
- 60 volunteers gave 2,500+ hours of their time this year. Without this generous donation of time and expertise to the programs, the Museum and Heritage Centre would not be what they are today – a critical part of the Ladysmith Maritime Society.

Ms. Blackstaff provided a slideshow that briefly demonstrated what her team accomplished for the community this year.

Again, while the 2017/18 season went well, Ms. Blackstaff highlighted the current challenges:

- reduction in space available in the machine shop,
- the Maritime Museum needs serious maintenance (floatation)
- difficulty in recruiting volunteers, and
- Ms. Blackstaff is unable to continue to LMS at her current level.

7:50 Mr. Lutz called for a motion to adjourn the meeting.

Moved: Mr. Thompson **Seconded:** Mr. MacHardy
Motion Carried.