

**Ladysmith Maritime Society
Virtual 35th Annual General Meeting
December 9, 2020**

President Dan Lutz called the meeting to order at 7:00 pm and introduced Board Members.

It was determined that a quorum was present with 40 members-in-good-standing signed into the virtual meeting. The meeting was properly constituted.

The Agenda was approved as circulated.

Moved: by Marnie Craig to dispense with reading of the draft minutes as circulated from the December 14, 2019 AGM. **Carried**

Moved: by Marnie Craig that the Minutes of the 2019 AGM be approved as circulated. **Carried**

Treasurer Alan Newell reviewed the financial position of the 2019-2020 fiscal year and presented the 2020-2021 budget. Leslie Palmer of Palmer Leslie Chartered Professional Accountants presented the independent review of the financial statements for the year ending September 30, 2020.

Moved: by Alan Newell that the Treasurer's Report and the Independent Financial Review be approved. **Carried**

Moved: by Alan Newell that Palmer Leslie Professional Accountants be appointed to conduct an Independent Review of the Ladysmith Maritime Society for the 2020-2021 fiscal year. **Carried**

Executive Director Richard Wiefelspuett reviewed his report which was circulated in the meeting documents. Due to COVID-19 this has been a very unusual year. Although all the festivals were cancelled a very successful Kids' Pirate Days was held on line. With appropriate protocols the marina was able to stay open, the c-dock and cc- dock replacement project was completed, work continued on boat restoration, new banners were painted, and the Harbour Heritage Centre was packed up in preparation for the Machine Shop upgrades. The Harbour tours were cancelled and the display areas were closed, however the Oyster Bay Café was able to open for a short season with reduced seating. Several grants were applied for with announcements scheduled for the spring

The results of member votes for the Board and the special resolution were submitted prior to the virtual meeting.

Peter MacHardy, Chair of the Nominating Committee, announced that 69 ballots were received to fill 3 vacancies from the six nominated candidates. Bob Hogberg resigned from the Board after the ballots were sent out resulting in 4 available positions

Jeff Reichert, Allison Brind, Kelly Daniels and Nadine Wong were elected. .It was announced that as per the bylaws, the officers will be decided by the Directors from amongst themselves at the first board meeting after the AGM (December 10, 2020)

Background on the special resolution was provided in the AGM Package along with the ballots.

Background on the Special Resolution – LMS AGM December 9, 2020

Whereas the Canada Revenue Agency has written to the Society on July 22, 2020, and offered guidance in regards the Society Constitution and Bylaws:

- that Constitution Article 5 is considered a non-profit clause, i.e.,
5. operating as a non-profit Society under the B.C. Societies Act
- that Constitution Article 6 is not a purpose, i.e.,
6. operating as a registered charity recognized by the Government of Canada
- that Constitution Article 7 is considered a power clause, i.e.,
7. holding and operating properties and facilities of the Society
- that the bylaws of the Society must include a non-profit clause, i.e.
“the organization will be carried on without purpose of gain for its members, and any profits or other gains to the organization shall be used in promoting its purposes”

Whereas the Society obtained legal advice on September 20, 2020, confirming the guidance of the CRA,

- confirming that the Charter can only contain the purposes of the Society, and providing wording for a non-profit clause.

Special Resolution from the Board: Be it resolved:

- that items 5, 6 and 7 be deleted from the Society Constitution,
- that the following clause be added to the Bylaws:
No Distribution of Income to Members: No part of the income of the Society will be payable to, or otherwise available for the personal benefit of any Members, and any income, profits or other accretions to the society will be used in promoting the purposes of the Society.

Vote: **Yes 64** **Incomplete 3** **Non-vote 2** **Carried**

No old business was brought forward to the meeting.

There was a call for any new business which members wished to bring forward. There was none.

President Lutz thanked staff, volunteers, members and the board for all their service during the past year.

Moved: by Dan Lutz to adjourn at 8:37 pm. **Carried**

