

Cowichan Wooden Boat Society

Annual General Meeting
Cowichan Bay Maritime Centre
Tuesday 13 November, 2012

Present: 48 members and guests

Meeting called to order: 7:07 pm Questions were invited after each item.

1. **Motion: To approve the Agenda as presented**

(M) Sue Weinberg (S) Lisa Doberthien

Motion Carried

2. **Motion: To approve minutes of the AGM held on 15 November, 2011** as amended-corrected omission as follows: - Item 7 New Business- should read "The CWBS form a committee to review the society's constitution purposes".

(M) Steven Garner (S) Peter Edgar

Motion Carried

3. **Financial Report**

Peter Holmes (Treasurer) presented an overview of the Society's financial activities for the year ending 31 August, 2012. Income from daily fees charged for ways increased by \$8,000. Boat sales were down by over \$30,000 in revenue. The Prawn Festival and Boat raffle outcomes were positive. However based on a profile of future projections a severe shortage of funds is predicted for the ensuing year.

Gerald Cross, Chartered Accountant, volunteer accountant for the Society, presented the Financial Statements (Balance Sheet and Statement of Operations). There was an excess of revenue over expenses of \$9,174 compared to \$50,556 in 2011. Whilst overall sales for 2012 were slightly increased, the cost of program delivery was significantly higher. Administrative expenses were similar to those in 2011. The HST rebate is in dispute with CRA and an appeal is pending. The stated deferred Income of \$3,500 relating to 'Seabreeze' was clarified at the meeting as work already carried out and the balance sheet will be adjusted accordingly.

Gerald Cross affirmed that the financial statements are unaudited and are not a stability indicator.

Motion: To accept the financial report

(M) Steven Garner (S) Glenn Terrell

Motion Carried

4. **Business arising from the minutes**

None

5. **Reports**

a) **President's Report – Dave Knott** outlined that the year had been interesting, changeable and challenging. Successes and highlights included the Ways, hiring of Shipwright, tool room improvements, new covered outside storage area, Prawn and Boat Festivals, outdoor motor repair service, the continued support of some very committed and hardworking volunteers whilst more would always be welcome as a dwindling volunteer base is the current trend.

On the other hand, serious financial uncertainty and future sustainability were the topics that dominated the board meetings. The traditional means of funding cannot be relied on. Gaming funding is not definite, the market is slow for boat sales and whereas there have been some successful courses; others have been cancelled through lack of take-up. The Board's focus for the coming year will be one of review and change, re-examining goals, strategies and trying to develop revenue-generating ideas. Dave affirmed that the viability of the Society depended on income and current projections indicate very little in reserve and a deficit situation is foreseeable by the spring unless there are changes. After many hours trying to find a solution to the serious financial situation the Board, in carrying out its duty to the members and donors to prudently manage the funds, has taken the very hard decision to reduce costs by serving notice of temporary lay-offs to the two staff effective on 30 November 2012 for the Shipwright and on 21 December 2012 for the Executive Director. The centre will close on 21 December 2012. This decision is regretted but is deemed fiscally prudent and it is hoped that it will only be a temporary situation. Dave assured members that the Board as a team will work very hard to make beneficial organizational changes and is committed to planning and restructuring during the closed period. Dave thanked everybody involved over the year. Following the report discussion ensued, questions and concerns were expressed by the membership and further discussion was agreed under New Business at the end of the Agenda. (see 7g below).

b) Executive Director's Report – Suzan Lagrove

Suzan talked via a PowerPoint presentation about the year's activities including the following: Halcyon II donated, volunteers' spring clean up, workshops, Art by the Sea, art sessions, temporary and special displays, 'Tedora' (1913) restored and gone to Ladysmith, outboard engines donated which were restored by Tony Owen, events with musicians, art shows, Verse and Vision, Cowichan Valley Artisans, Sue Coleman Artwork Fundraiser with limited edition prints, 2 summer students employed, Boat Festival including activities on the water. Suzan closed by saying that the aim is always to look at new things to bring money into the centre.

c) Shipwright's Report – Tim Doyle

Tim started work at the Centre in mid-May 2012 as shipwright and shop supervisor. Thirty five boats were hauled in six months making it a very busy ways season. Internal alterations were made for a new office and stairs to attic storage area. Courses undertaken were described with more planned. A metal lathe has been donated. Boat repairs are on-going along with promotion of boat building courses and the idea of having a 12 passenger tour boat. There are plans to build a dinghy for a raffle. A maintenance program was outlined with planned upgrades including roof repairs. Volunteers continue to be needed for restoration work and outstanding projects.

d) Bingo Representative's Report- Len Mayea

As CWBS representative to the Duncan Dabber's Bingo Society Len reported that Bingo Revenue is down and due to recent refurbishments there was no dividend paid in the last period.

e) Other Committee Reports - Tony Owen – Outboard Shop Tony reported sales of \$1,500 since July 2012 raised from motor repairs.

Member Glenn Terrell chaired and led on items 6 & 7a&b of the Agenda as below:

6. Election of Directors

Glenn Terrell declared that the meeting was properly constituted, the notice was sent out to members in accordance with the Society Act and a quorum was present. There were nine nominees for five positions. There were no declarations of interest or impediments from the nominees. There was lengthy discussion on the number of available positions and on the role of the Past President under the current constitution/bylaws but agreement was reached that the election should proceed as proposed.

Motion: To proceed with election of five Directors

(M) Sue Weinberg **(S)** Peter Edgar

Motion Carried

Motion: To increase the number of Director nominations to six

(M) Len Mayea **(S)** Lew Penney

Motion Failed

The nominees were:

Bruce Dickinson, Lisa Doberthein, Steven Garner, Lori Fasullo, Jack Ensign, Len Mayea, Kelly Murphy, Larry Peck, Bob Weinburg. Further nominations were invited from the floor, Lew Penney was nominated but declined to stand. A ballot was properly conducted and the results were as follows:

Five new Directors:

Lisa Doberthein; Steven Garner; Lori Fasullo; Jack Ensign; Bob Weinburg

Current Directors Alma Owen, Peter Holmes and Gloria Craig start the second of their two year term and David Knott will serve an additional year in his capacity as past-president making a total of nine Board members. Whilst the current bylaws do not currently specify, the traditional practice of the Board electing the President will be followed again this year. The Board will then review and seek to clarify the bylaws and consult members in readiness for next year's AGM.

7. New Business

a) Voting on bylaw proposed changes/revisions- 2 Special Resolutions

Glenn Terrell informed that a change to a bylaw required 75% majority to pass.

Resolution # 1 Part 3 – Meetings of Members

That #10 be amended to read " A minimum of four general meetings of the society, plus the AGM, must be held each year at the time and place, in accordance with the Society Act, that the Directors decide".

Rationale: By having a minimum of four general meetings a year, plus the AGM, members will be kept better informed as to what is happening in the Society. They will also be able to participate in the decision-making process thus encouraging them to become more involved.

Motion: To propose resolution # 1 as above

(M) Len Mayea **(S)** Lew Penney

Motion Failed

Resolution #2

That 26(d) be amended to read: “Effective January 1, 2013, a Director may serve no more than four (4) consecutive (2-year) terms of office. After an absence of two years, a member may once again be elected as a Director”.

Rationale: Going to eight years as a Director will bring the Society into line with the Duncan Dabber Bingo Society which has a time limit of eight years for all Directors, including the President.

Motion: To propose resolution # 2 as above

(M) Len Mayea (S) Lew Penney

Motion Failed

b) Voting on bylaw proposed changes/revisions Constitution

Glenn Terrell informed that a change to a bylaw required 75% majority to pass.

Resolution # 1 Article 2 (the Purposes of the CWBS) to be rescinded and replaced with:

“The Mission of the Cowichan Wooden Boat Society is to preserve for present and future generations the Maritime Heritage and Culture of Wooden Boats”

The Cowichan Wooden Boat Society has as its purposes:

- (a) Providing a facility and equipment for wooden boat building, restoration and maintenance;
- (b) Offering programs, workshops and training in boat building, restoration and maintenance;
- (c) Involving members and volunteers in the activities of the society;
- (d) Restoring and displaying wooden boats;
- (e) Increasing resident and visitor awareness and appreciation of our wooden boat heritage;
- (f) Creating interpretive and interactive displays that support our marine heritage;
- (g) Maintaining a Maritime Museum and Library;
- (h) Encouraging the participation of families and young people;
- (i) Fundraising to support the purposes of the CWBS;
- (j) Engaging in activities that support the continued work for the CWBS;
- (k) Participating in community functions, activities, initiatives and events.

Rationale: to make our Constitution more precise and relevant to what the Society does. Also it brings the Society more in line with the Mission and purposes of other Maritime Societies.

Motion: To propose resolution #1 as above:

(M) Gloria Craig (S) Alan Patterson

Motion Carried

c) Presentation to Harry Stamhuis –Halcyon II

Following a background PowerPoint presentation Suzan Lagrove thanked Harry for his very generous donation of his boat Halcyon II to the CWBS and presented him with a gift and thanks on behalf of the CWBS.

d) Announcement of Life Time members 2012

Suzan Lagrove presented Life Time Member certificates to the following in recognition of support, work and time given to CWBS over the years: -

Ron Lindsay, Len Mayea and Lew Penney

e) Acknowledgement of Volunteers 2012

Suzan Lagrove thanked and presented the Volunteer awards to the following: -

Sue Weinberg, Beverley McCloud, Len Mayea, Tony Owen, Win Teague, Lew Penney, Bob Weinberg and Dewis Roselle.

f) Announcements

None

g) Discussion on Board's Decision re: staff lay-offs (item 5a above)

Following lengthy discussion and interaction the following motion was proposed: -

Motion: Recommendation to the Board to postpone their decision on the closing of the centre and staff lay-offs until 31 December 2012 in order to review their decision and to explore in depth solutions to the serious financial position of the Society.

(M) Mike Tansley

(S) Victor Lironi

Motion Carried

President Dave Knott affirmed and as previously stressed in his report (item 5a above) that the Board has not made the difficult decision lightly, but the new Board will be meeting on 19 November and will take note of the members' recommendation.

8. Adjournment – at 10.16 pm

Acting recording secretary: Liz Best, non-member.