

CATCHACOMA MARINA GROUP
ANNUAL GENERAL MEETING
AUGUST 21, 2016
CAVENDISH COMMUNITY CENTRE
10:00 AM

MINUTES

ATTENDANCE

60 people attended the meeting, including 45 voting members (WAO) and 15 non-voting members (non-WAO). All current directors were in attendance, as were accountant Nicholas Ralph and Marina Manager Steve Thornton.

CALL TO ORDER

The meeting was called to order at 10:10 a.m. by director David Turner, who chaired the meeting. David Turner welcomed everyone, introduced the independent accountant Nicholas Ralph, the other directors, and scrutineers Barb LaPerriere and Rilla Rhodes. John Herberman was appointed secretary for the meeting.

Director David Turner received the report of the scrutineers that the required quorum was present and declared that the meeting was properly constituted for the transaction of business. He confirmed that the scrutineers' report would be annexed to the minutes of this meeting, and that all of the materials had been delivered to Members on time. Therefore, the Notice of Meeting could be dispensed with. The voting procedure was reviewed, and it was confirmed that only members were allowed to vote, ask questions, or otherwise take part in the formal part of the meeting.

APPROVAL OF MINUTES

MOVED by George Biggar, SECONDED by John Holmes that the minutes of the 2015 AGM be approved. CARRIED.

A question relating to the status of the TSSA litigation (member Jon Hobbs) was deferred by the Chair to later in the meeting.

A question relating to written committee reports being included with the AGM Minutes (member Ann Turner-Murphy) was responded to by the Chair indicating that these could be distributed.

There was also a question regarding including detailed minutes of the post-AGM Q and A with the official AGM minutes. The Chair responded that this did not belong with the official AGM minutes, as these are a matter of public record.

DIRECTORS' REPORT - delivered by Ian Brown

CMG President Ian Brown presented the annual Board report, outlining the actions of the Board during the past year. These included a review of the CMG membership, a review of committees and committee chairs, a review of financial matters including the new membership fee structure, status of debenture repayments and changes to accounting and billing procedures, transfer of memberships, the status of the TSSA litigation, and capital expenditures made in 2015/16.

A question regarding the TSSA litigation was deferred by the Chair to later in the meeting.

PRESENTATION OF FINANCIAL REVIEW - presented by Nicholas Ralph

Accountant Nicholas Ralph spoke to the 2015 YE Financial Review. He expressed his opinion that the Review Engagement he undertook showed the CMG's financial position to be healthy, and that an audited financial statement was not, in his opinion, warranted at this time. No motion was required to approve the financial statements.

Tim Eddis (member) asked for clarification of the ongoing inventory review. Mike Turner (member) asked for clarification of a line item in the Financial Statement.

FINANCIAL REPORT - delivered by Ron Nordin

Director Ron Nordin reviewed changes to the financial status of CMG during 2015-16, including accounting updates and the hiring of Robin Wrightly CGA Professional Corporation. He also spoke to the mortgage which is scheduled to come up for renewal in May 2017, and reviewed the capital expenditures undertaken in 2015/16. Ron expressed a positive assessment of the financial position of CMG and of our ability to finance the remainder of the mortgage.

Questions arising from the Financial Report included the transfer of new memberships, the establishment of a Finance Committee, capital expenses relating to the Manger's house (deferred), and the allocation of surpluses to future capital projects and the reduction of annual member fees.

MARINA MANAGER REPORT - delivered by Steve Thornton

New Marina Manager Steve Thornton presented a brief preliminary and informal report, as he had only been in the position for 5 weeks. He discussed proposed changes to A/R processing, staff training procedures, service and repair protocol for members and the inventory review planned for the winter of 2017.

There were no questions arising for the report of the Marina Manager.

COMMITTEE REPORTS

1. Communication and Member Services, Barb LaPerriere, chair.

Barb introduced the other members of the committee, and outlined the work done in 2015/16, including Dockfest 2016, efforts to encourage non-WAO members to join the committee, and plans to research an electronic meeting platform for the 2017 AGM. She also paid special thanks to Rick Hay for his ongoing work on the CMG website.

There were a number of questions arising from the report relating to the storing of the Catchacoma fireboat at CMG, marketing to potential non-WAO members, and the possibility of reinstating the Catchacoma regatta. To the latter, Chair David Turner responded that there were liability issues with CMG hosting the regatta. He also requested any information that anyone had regarding the whereabouts of the original Catchacoma Regatta trophies.

2. Site Development Committee, Jon Hobbs, chair.

Jon introduced the other members of the Site Development committee. He reviewed the work of the committee during the past year which included the installation of the commercial septic system, and repairs to the manager's house. He also reviewed the priorities of the committee going forward.

A question about the repairs to the house was responded to by the Chair. A question regarding specific priorities of the committee was deferred to the Q and A following the AGM.

3. Governance and Legal (G&L) - Marc LaPerriere, chair.

Marc introduced the members of the G&L committee. He then reviewed the issues currently before G&L, including transfer of memberships, Supplementary Letter Patent, new member activation and repayment of debentures. On the transfer of memberships, questions from the members present resulted in a more in-depth review of the status of this issue and the process required to properly include provisions in the Bylaw.

A question arose regarding proper handling of memberships in personal wills. Chair David Turner indicated that although the CMG would provide guidelines, individuals would need to seek outside legal advice for doing so.

A MOTION to confirm the SPECIAL RESOLUTION to authorize the Board of Directors to submit an application for Supplementary Letters Patent, requiring a 2/3 majority of members present to pass, and previously distributed to members (attached to these minutes) was MOVED by Barb Lillico, SECONDED by Mike Turner. The motion CARRIED by the required margin.

ELECTION OF DIRECTORS

Chair David Turner declared the meeting open for nominations from the floor. None were put forward. The declared candidates were;

Ian Brown,
John Herberman,
Barbara Lillico,
Ron Nordin,
Ann Turner-Murphy
Mike Turner.

Each candidate was allotted 2 minutes to address the members. Questions were allowed from the floor, but none were asked.

Following his allotted address, John Herberman thanked resigning director Steve Pleune for his service to the board and contribution to the success of CMG.

Voting for directors was by secret ballot, which were collected, and the scrutineers retired to count the votes.

APPOINTMENT OF AUDITOR FOR 2107

MOVED by Dennis Lytle that Nicholas Ralph be appointed as the auditor of the Corporation until the next annual meeting or until his successor is appointed and that the directors of the Corporation be authorized to fix his remuneration for the current year in such amount as they may in their discretion determine. SECONDED by George Biggar, CARRIED.

NEW BUSINESS

George Biggar (member) thanked the current Board of Directors, and in particular resigning director David Turner, for their contribution. Mike Turner (member) asked regarding the separation of accounting and the Review Engagement and the legal requirement to do so. Leith Rhodes (member) expressed appreciation for the CMG staff and the training they have received. Barb LaPerriere delivered a formal and heartfelt thanks to David Turner for his outstanding service to the CMG.

Pending the announcement of the outcome of the election of directors, it was MOVED by Mike Turner (member) and SECONDED by Leith Rhodes (member) to temporarily adjourn the formal AGM to allow for Q and A. CARRIED (see below for a summary of the Q and A)

Following the temporary adjournment, Chair David Turner called the AGM back to order, and the election results were announced. The 2016/17 Board of Directors to be comprised of;

Ian Brown
John Herberman
Barbara Lillico
Ron Nordin
Mike Turner

A MOTION was put forward to have the ballots destroyed by Ann Turner-Murphy SECONDED by Jason Faulkner (member). CARRIED.

ADJOURNMENT

It was MOVED to adjourn the formal AGM by Jason Faulkner (member). SECONDED by Jon Hobbs. CARRIED. The 2016 AGM was adjourned at 12:30 PM.

Q AND A SUMMARY

The following was discussed during the Q and A portion of the meeting;

- proper procedure for addressing concerns with staff
- proper procedures for initiating a boat repair request
- the sourcing of seasonal temporary workers, particularly for the Fall boats-out
- legal costs of the TSSA litigation and Supplementary Letters Patent legal fees to be shown on a separate line in Financial Statements
- committee members' and volunteers' indemnification under the current CMG D&O policy

**SPECIAL RESOLUTION
OF
CATCHACOMA MARINA GROUP**

WHEREAS the *Corporations Act* provides that a corporation may, by a special resolution, apply to the Lieutenant Governor for the issue of supplementary letters patent to vary any provision in its letters patent;

NOW THEREFORE BE IT RESOLVED, as a special resolution, that the Corporation is authorized to apply for Supplementary Letters Patent to delete section 5.6 of the Amalgamation Agreement contained in the Letters Patent of Amalgamation which reads:

“Upon the death of a member, membership in the Corporation is not terminated but is transferred to the spouse or the surviving residual heirs of the deceased member to whom the property owned by the member on the Catchacoma Lake system is passed, subject to the discretion of the Board and the by-laws of the Corporation.”

and replace it with the following:

“5.6 Memberships in the Corporation are transferable subject to the provisions related thereto set out in the by-laws of the Corporation from time to time.”