

CATCHACOMA MARINA GROUP  
ANNUAL GENERAL MEETING  
AUGUST 20, 2017  
CAVENDISH COMMUNITY CENTRE  
10:00 AM

MINUTES

**ATTENDANCE**

Forty-four people attended the meeting, including 28 voting members representing 35 WAO memberships. Five memberships were represented by proxy. Sixteen people, non-voting WAO members and family members, were also present. All current directors were in attendance, as were the independent accountant Nicholas Ralph and Marina Manager Steve Thornton.

**CALL TO ORDER/APPOINTMENT OF CHAIR AND SECRETARY**

The meeting was called to order at 10:03 AM by director John Herberman, who chaired the meeting. John welcomed everyone, introduced Nicholas Ralph, the other directors (Barb Lillico, Ron Nordin, Mike Turner), and new WAO members. Barb LaPerrière was appointed secretary for the meeting.

**APPOINTMENT/REPORT OF SCRUTINEERS**

John Herberman confirmed the appointment of Ann Turner-Murphy and Rilla Rhodes as scrutineers and received their report that the required quorum was present. He 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 OF THE 2016 ANNUAL GENERAL MEETING**

It was MOVED by Dennis Lyttle and SECONDED by George Biggar THAT the minutes of the 2016 AGM be approved. CARRIED.

There were no questions arising from the minutes.

**REPORT OF BOARD ACTIVITIES SINCE THE 2016 ANNUAL GENERAL MEETING**

CMG Chair John Herberman and President Barb Lillico presented the annual Board report, outlining the actions of the Board during the past year. These included a complete review of CMG financial policy and financial reporting documents, development of an Operations Manual, a Code of Conduct for Directors, and a Human Resources Policy and Procedure Manual, Board oversight of the repairs to the Manager's house, negotiated renewal of the mortgage with the Plugs, clarification of roles and responsibilities of the Board and the General Manager, work to become compliant with Canada's Anti-Spam Legislation, passing of resolutions pertaining to governance of CMG (e.g., allowing spouses of WAO members to be eligible for election as directors).

John Herberman introduced Norma Fisher and thanked her for her expertise that greatly assisted in improving the quality of CMG's financial reporting. Barb Lillico acknowledged the contributions of Ann Turner-Murphy, Sonia Turner, and Wendy Sue Lyttle in the development of the HR Manual.

### **TRIBUTE TO OUTGOING BOARD MEMBERS, COMMITTEE CHAIR**

John Herberman thanked Ian Brown and Ron Nordin, founding directors of CMG, for their significant work in securing the marina for the members and in guiding the on-going development of the marina since the purchase in 2012. David Turner, former director, thanked Barb LaPerrière for her role in member communications and record-keeping over the years.

### **SPECIAL RESOLUTIONS/BYLAW AMENDMENTS**

John Herberman read the following proposed Bylaw amendment:

"The Board wishes that Bylaw No. 1 be amended to:

- (a) allow the spouses of WAO Members to be eligible for election to the Board;
- (b) authorize the Board to allow for the election of up to 2 Directors for 2 year terms;
- (c) cap the terms of Directors to 4 consecutive years;
- (d) provide for a 2 year period during which a Director is not eligible to stand for re-election following 4 consecutive years in office except, subject to Board approval, when there are not enough candidates to elect 5 Directors; and
- (e) allow spouses of WAO Members to be appointed as proxies."

Ron Nordin outlined the rationale for the amendment. Ian Brown asked how "spouse" is defined. Ron indicated that it is broadly defined.

It was **MOVED** by Judith Turner and **SECONDED** by Jon Hobbs **THAT** the resolutions attached as Schedule A to the Notice of Meeting of Members of the Corporation dated August 9, 2017 be sanctioned. The motion **CARRIED** by the required margin.

### **ELECTION OF DIRECTORS**

John Herberman declared the meeting open for nominations for the election of directors. He introduced the declared candidates:

Barbara Lillico  
John Herberman  
Michael Turner  
Rob Botman  
Marilyn Clarke.

As there were no nominations from the floor, John Herberman declared those nominated to be duly elected directors of the Catchacoma Marina Group by acclamation for the ensuing year or until their successors are elected or appointed.

## **REVIEW ENGAGEMENT REPORT (Nicholas Ralph) and APPROVAL OF FINANCIAL STATEMENTS TO DECEMBER 31, 2016**

Accountant Nicholas Ralph spoke to the 2016 YE Financial Review. He noted that Accounts Receivable had dropped by half over the past year. He reminded members of the importance of cashing debenture repayment cheques. He addressed the ongoing issue of inventory control. No motion was required to approve the financial statements. Nicholas thanked Norma Fisher for providing a complete set of working papers in excellent order.

### **FINANCIAL STATUS REPORT** - delivered by Ron Nordin

Director Ron Nordin thanked Nicholas Ralph for his assistance to CMG since its beginning. He also thanked Norma Fisher for streamlining CMG's financial procedures and providing comprehensive reports. He reviewed changes to the financial status of CMG during 2016-2017 and addressed the status of the mortgage held by the Plugs and of the debenture repayments. Ron expressed a positive assessment of the financial position of CMG.

Questions arising from the Financial Report included the repayment of the mortgage and the relationship between the repayment of the mortgage and the granting of easements.

### **MARINA MANAGER'S REPORT** - delivered by Steve Thornton

Steve Thornton presented a report in which he highlighted the following: building of new gas docks and creation of an outdoor patio, provision of a increased variety of goods in the store, improvements in the overall appearance of the marina, increase in staff attentiveness to customers' needs, increase in the customer base, improvements in the Manager's house, installation of TESLA and universal charging stations, improved financial position, and development of operational policies and procedures.

Questions arising for the report of the Marina Manager concerned the costs and income related to the installation of the charging stations. On behalf of the Catchacoma Cottagers' Association, Wendy Lyttle thanked Steve and the marina for their support of CCA's events.

## **COMMITTEE REPORTS**

### **1. Governance and Legal (G&L) - Marc LaPerrière, Chair**

Marc introduced the other members of the committee and indicated that the focus of the committee's work over the past year had been on the drafting of documents to proceed with the transfer of CMG memberships. Supplementary Letters Patent were approved by the province late last year that broaden the Board's authority related to membership transfers. The transfer of memberships is now underway. The next major undertaking of the committee will be a complete review of By-law No. 1.

### **2. Communication and Member Services, Barb LaPerrière, Chair**

Barb introduced the other members of the committee. She thanked Rick Hay for his ongoing work on the website. The main focus of the work of the committee during the year was CASL compliance. She paid special thanks to Barb, Cam, and Bryce Lillico for providing their marketing and technical expertise to develop and implement the e-mail campaign related to CASL compliance.

### **3. Site Development Committee, Mike Turner, Board Liaison**

Mike thanked past committee members and volunteers who have worked on the committee. He reported that work on the majority of areas identified as needed by the committee has been completed. One area of focus for future work will be on dock improvement and dock requirements. Mike put out a call for volunteers to join the committee.

### **APPOINTMENT OF AUDITOR FOR 2017-2018**

It was MOVED by Ann Turner-Murphy and SECONDED by Dave Curtis THAT BDO Canada LLP be appointed as the external accountants of the Corporation until the next annual meeting or until its successor is appointed and that the directors of the Corporation be authorized to fix its remuneration for the current year in such amount as they may in their discretion determine. CARRIED.

### **FURTHER BUSINESS**

John Herberman announced that the next Annual General Meeting will be held on Sunday, August 19, 2018.

George Biggar thanked the Board of Directors for their contributions to CMG during the past year.

### **ADJOURNMENT**

It was MOVED by Ian Brown and SECONDED by Dennis Lyttle THAT the formal AGM be adjourned. CARRIED. Following a Post-AGM Information Session and Q & A, the meeting was adjourned at 12:05 PM.

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### **Q AND A SUMMARY**

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

- charges to members for boat slips and parking spots
- use of members' parking spots
- delivery of 100-pound propane tanks to water access customers
- availability of Board meeting minutes to members.