

False Creek Yacht Club  
Annual General Meeting

Minutes of the Meeting of December 4, 2019  
Club Lounge, FCYC

**1. CALL TO ORDER**

The Commodore called the meeting to order at 19:00.

**2. PROOF OF NOTICE**

The Secretary reported that twenty-one day notice of the meeting had been given by posting to the web and by email to members. The notice included the complete text of all special resolutions.

It was moved that the report of proof of notice be adopted. The motion carried unanimously.

**3. PROOF OF QUORUM**

The Secretary reported that forty-two members eligible to vote had registered. Quorum is twenty-five voting members.

It was moved that report of proof of quorum be adopted. The motion carried unanimously.

Club staff subsequently informed the Secretary that fifty voting members had registered.

**4. ADOPTION OF THE AGENDA**

It was moved that that the agenda be adopted. The motion carried unanimously.

**5. APPOINTMENT OF SCRUTINEERS**

The Secretary reported that Olf Avall and Peter Klein had agreed to serve as scrutineers. It was moved that that the scrutineers be appointed. The motion carried unanimously.

**6. REVIEW OF THE STANDING ORDERS**

The Secretary read the Standing Orders.

## **7. ADOPTION OF THE MINUTES OF MARCH 19 AND MAY 15, 2019**

It was moved that the minutes of the General Meetings held on March 19, 2019 and May 15, 2019 be adopted. The motion carried unanimously.

## **8. BUSINESS ARISING FROM THE MINUTES**

There was no business arising from the minutes.

## **9. DIRECTORS' REPORTS**

The Commodore summarized his report and added a description of member benefits negotiated with local businesses. He also emphasized that volunteers are welcome. He closed with an overview of the Club's financial position.

There was no further discussion of the Directors' reports.

## **10. AUDITOR'S REPORT**

It was moved that the auditor's report be adopted. The Treasurer made several clarifications in discussion. The question was put to a vote and the motion carried.

It was subsequently moved that the Club commission an independent accounting review in lieu of an auditor's report for the 2020 fiscal year. Members weighed the potential cost savings against the merits of a higher level of scrutiny at a time of transition. The question was put to a vote, the ayes were not in the majority, and the motion failed.

Accordingly, it was moved that D&H Group LLP be reappointed as auditors for fiscal year 2020. The motion carried unanimously.

## **11. TREASURER'S REPORT AND BUDGET**

The floor was opened for discussion. The Treasurer noted that the Club has a deficit in fiscal year 2019. He distinguished one-time expenses associated with essential updates to Club infrastructures, including the physical plant as well as IT systems. A balanced budget for fiscal year 2020 has been proposed, assuming an increase in moorage rates, membership dues, and assessments. Members discussed historical trends in the Club's finances. It was pointed out that the Club is using initiation fees as operating revenues and some members expressed a desire that initiation fees be allocated to future capital replacement costs.

It was moved that the Treasurer's recommendation of a moorage fee increase of \$2.50 per foot be adopted starting April 1, 2020. The question was put to a vote by secret ballot upon the request of four members. The ayes were in the majority and the motion carried.

It was moved that the Treasurer's recommendation of membership fee and assessment increases be adopted immediately. Current members' dues and assessments will increase on October 1, 2020. The question was put to a vote. The ayes were in the majority and the motion carried.

It was moved that the capital and operating budgets be adopted. The question was put to a vote. The ayes were in the majority and the motion carried.

It is noted for the record that the decision to proceed with an audit puts the budget in deficit by \$15,000.

## **12. BYLAW AMENDMENTS**

### **1. HOUSEKEEPING AMENDMENTS**

Be it resolved by a two-thirds vote of Club members in General Meeting to amend the Bylaws of the Club as follows:

- (a) Move Article 1.1(l) to follow Article 1.1(g) and reorder subsequent clauses as required
- (b) In Article 3.3(b), strike by "by a General Meeting of the Club" and append to the end of the sentence "by ordinary resolution of a simple majority of votes cast by the Club members in General Meeting."
- (c) In Article 7.3, paragraph one, strike "nine (9)" and replace with "ten (10)."

Having been moved and seconded and there being no further discussion, the resolution carried unanimously.

### **2. AMENDMENTS FOR CLARITY**

Be it resolved by a two-thirds vote of Club members in General Meeting to amend the Bylaws of the Club as follows:

- (a) Strike Article 3.2 and replace with "3.2 Abrogated."
- (b) Strike Article 7.5, paragraph two in its entirety.

Having been moved and seconded and there being no further discussion, the resolution carried unanimously.

### 3. AMENDMENT FOR LEGAL COMPLIANCE: NOTICE

Be it resolved by a two-thirds vote of Club members in General Meeting to amend the Bylaws of the Club as follows:

- (a) In Article 4.5, strike the final paragraph.

Having been moved and seconded and there being no further discussion, the resolution carried unanimously.

### 4. AMENDMENT FOR LEGAL COMPLIANCE: DISCIPLINE

Be it resolved by a two-thirds vote of Club members in General Meeting to amend the Bylaws of the Club as follows:

- (a) Strike paragraphs two and three of Article 3.9 and replace with:

At least 14 days prior to passing a Board Resolution under Bylaw 3.9, the Board must provide notice of the proposed expulsion, suspension, reprimand, fine or other disciplinary action to the Member in question, accompanied by a brief statement of the reasons for the proposed disciplinary action and the date, time and place at which the Board proposes to consider the Board Resolution in question.

At any time prior to the date and time set out in the notice provided under Bylaw 3.9, a Member who is the subject of a proposed Board Resolution under Bylaw 3.9 may provide an oral or written response to the Board, and the Board must consider any such response that is received.

Having been moved and seconded and there being no further discussion, the resolution carried unanimously.

### 5. AMENDMENT FOR LEGAL COMPLIANCE: REMOVAL OF A DIRECTOR

Be it resolved by a two-thirds vote of Club members in General Meeting to amend the Bylaws of the Club as follows:

- (a) In 7.12, strike “subject to Bylaw 3.9. See above 7.5.” Append as a new paragraph at the end of 7.12, “A Board Resolution for removal of a Director must be based on reasonable grounds, in accordance with such policies as may be established by the Board.”

Having been moved and seconded and there being no further discussion, the resolution carried unanimously.

## **6. AMENDMENT CONCERNING BORROWING**

Be it resolved by a two-thirds vote of Club members in General Meeting to amend the Bylaws of the Club as follows:

- (a) In Article 10.5, strike “special” and replace with “ordinary.”

Having been moved and seconded and there being no further discussion, the resolution carried unanimously.

## **13. CRESSY AWARD**

Commending his outstanding service to the Club, the Commodore presented the Cressy Award to Mr Bob Ingratta. The members acknowledged the recipient with a round of applause.

## **14. ELECTION AND INSTALLATION OF DIRECTORS**

The floor was opened to discussion of the Nominating Committee report. There being no discussion, Commodore Minielly thanked the committee and declared the slate elected by acclamation. Thanking Roger Walsh, Lee Boyden, Simon Gould, and Jamie Arens for their service, Commodore Minielly dismissed the Board and vacated the chair.

Commodore Anne Graham took the chair and called up the new Board. The 2020 Directors are: Anne Graham, Commodore; Tim Slater, Vice Commodore; Dominic McIver Lopes, Secretary; Arsineh Garabedian, Treasurer; Alan Maddox, Rear Commodore House; Theresa Villars, Rear Commodore Marina; Phil Beatty, Fleet Captain; Pierre Plourde and Doug Anderson, Members at Large; and Craig Minielly, Past Commodore.

## **15. COMMODORE’S COMMENTS**

The Commodore articulated her priorities and asked the new Directors to introduce themselves.

## **16. ANY OTHER COMPETENT BUSINESS**

No further actions were moved.

## **17. ADJOURNMENT**

There being no further business, by unanimous consent, the meeting adjourned at 21:40.