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**Burnaby Tennis Club Annual General Meeting Minutes**

**Thursday November 14TH 2018**

**Welcome and Call to Order at 7:03pm– George McLachrie, President**

* Appointed and Introduced Peter Buxton Q.C as Parliamentarian, Eliza Haight as recording Secretary and Kevin Mao as Scrutineer
* 44 members in attendance, quorum achieved and confirmed by Kevin Mao
* George recognized and thanked each Director for the work they did this past term
* George recounted accomplishments of the Board over the past two terms

**Adoption of Minutes from the 2017 Annual General Meeting**

* David Pel put forward the motion to accept the adoption of the 2017 AGM Minutes
* The minutes were adopted.

**Presentation of the Financial Statements for 2017-2018 and Accountant’s Report- Dave Pel, Treasurer and Lawrence Kumar, Vice President of BTC**

* Financial statements were reviewed
* Revenue increased to $328k. Wages and Utilities were higher. Net receipts were $40,940 down from $50,886 the prior year.
* The financial statements indicate a gross surplus; however, it is insufficient for bubble fund replacement. Last year we set aside $45k which is greater than what we earned. The extra funds came from our General Fund which effectively depletes our emergency funds and is down to $63k. On the surface the gross surplus may seem ok but it is not - we need to generate more revenue to save enough to pay for future costs of replacing the bubble which is estimated at around $750k - $800, including a new furnace, lighting, and grade beam. Four years ago the bubble fund was at $330K and since then we have diligently set aside funds yearly to build it up to $500K, however with increased costs, we are still $200-$300K short so BTC needs to save more than it currently is. We developed a 5-year replacement plan to close the gap but in order to execute the plan, we proposed to increase membership fees by 14%, however, due to push back from the membership, it was only increased by 7%. It is imperative to concentrate on building the bubble fund. Lab tests done on the strength of the bubble material showed 85% strength left, however, we just found a tear in the bubble which can indicate that the strength test may have been inconclusive to the bubble in its entirety. The bubble is approx. 20 years old and coming due for replacement.
* The club also spent $14K on capital expenditures to complete the office renovations and for cabling related to internet, wifi, and the alarm system. Investments are held as term deposits with Vancity earning almost 3%.
* A Motion was put forward by Louie Bortolazzo to approve the financial statements. The financial statements were approved.
* A motion was put forward by David Pel to accept Smythe & Co Chartered Accountants be appointed as Auditors for the 2018-2019 fiscal year, A motion was put forward by Paschal Agon to substitute ‘Auditor to Accountants’. The motion to vote on the motion as amended were approved.

**Adoption of Society Act changes for BTC Constitution and By-Laws**

* A Special Resolution of the Members transitioning the Society under the provisions of the Societies Act of British Columbia, authorizing the directors to file a transition application, and amending the Constitution and Bylaws of the Society.

WHEREAS:

1. The Society was incorporated under the Society Act of British Columbia on May 10,1972;
2. It is considered to be in the best interests of the Society that it transitions to the Societies Act of British Columbia (the “New Act”) pursuant to section 240 of the New Act;
3. It is considered to be in the best interests of the Society that it amend its Constitution and Bylaws to accord with the New Act;
* Be it resolved as a special resolution that:

1.The directors of the Society are authorized and directed to file a transition application under section 240 of the New Act (the “Transition Application”);

2. The existing Bylaws of the Society as filed with the Registrar of Companies, be cancelled, and the form of Bylaws presented to the membership at the membership meeting on November 14, 2018, with such further amendments as may be required by the City of Burnaby, be adopted as the Bylaws of the Society in substitution for, and to the exclusion of the existing Bylaws of the Society, to be effective as of the date of filing the Transition Application with the Registrar of Companies;

3. Any one of the officers and directors of the Society is authorized to take all such actions and execute and deliver all such documentation that are necessary or desirable for the implementation of this resolution.

* Anthony Mazzucco put forward the motion that the updated By-laws and Constitution be accepted to comply with the New Society Act. The motion was passed.
* Member asked a question regarding changes to the By-laws:
	+ *Miscellaneous 16.1*- concern that it allows the board to not allow members to view minutes and records. Peter Buxton - it empowers the board to define limits of inspection and this bylaw is not unusual. This bylaw exists to create limits to prevent members from harassing the board to frustrate it by making unreasonably frequent demands to view the records. Minutes are generally not posted but BTC Minutes are available online and upon request. BTC records and minutes are open to any member by request.
	+ *Proceedings of the Board 6.2*-concern that only a few directors can fix the quorum to conduct business. Peter Buxton- board may fix quorum, which means that allows the board flexibility to make emergency decisions if they can’t gather the board. It is uncommon to have concerns about the board acting suspiciously – Peter Buxton suggests to be careful to elect only people you trust and who will serve the best interest in the society.
	+ *Directors 5.3* –concern that the board will act without consulting members. David Pel - there are judicial rulings that board members have the authority to act in the best interest of the society, and that the long term interests of a society may not be the same as the short term interests of members. As determined by the courts, the legal liability rests on the directors. Duty of care for professionals is substantially higher than for those without professional designations. The duty of the members, is to elect directors you trust. Directors have the legal obligation to act in the best interest of the Society. Peter Buxton- absolutely correct - courts have routinely said that in private societies, they are in the hands of the Board - that’s why you elect directors. Question by a member: Wasn’t this motion brought up at the last meeting? Is there a limit on dollar value that the board can decide? Peter Buxton – No. Elect people you trust. There is a provision for ‘Removal of Directors’ if you have such concerns.

**Election of Directors**

* President- there were no nominations at this meeting- remains vacant
* Vice President- Lawrence Kumar – was elected by acclimation
* Treasurer- there were no nominations at this meeting- remains vacant
* Secretary- Frank Kusmer – was elected by acclimation
* Operations Director- there were no nominations at this meeting- remains vacant
* Women’s League Director - Michelle Sing- – was elected by acclimation
* Men’s League Director- Peter Upper- elected by acclimation
* Jr Development Directors- there were no nominations at this meeting- remains vacant
* Tournament Director- Nick Lee- – was elected by acclimation
* Social Director- there were no nominations at this meeting- remains vacant
* Director at Large- Gary Sutherland (1 year term remaining)
* Membership Director- Mike Hopkins (1 year term remaining)

**President’s message**

Good evening, thank-you for taking an interest in your club. You will have read all the Directors’ reports and mine, I will assume.

I have been your President for almost 5 years and been fortunate to have a dedicated, loyal and ethical Board of Directors to support me and each other. Seldom did any Board member not attend the monthly 2 hour meeting, having come prepared after reading each Director’s monthly report to discuss past Board business issues.

They put “Club business and Member issues first”, and their personal club concerns second. As I’ve stated on many occasions that each Board member joined the Board thinking they could bring improvement to this Club. They recognized that things can always be improved.

They don’t get recognition for their efforts so I am going to name each Board Member now, provide a couple of Comments and then ask each one of you to stand up and receive recognition for your efforts by asking our members present to applause you!!!

Lawrence Kumar VP, David Pel Treasurer, Val Cuthbert Secretary, Mike Hopkins Membership Director, Graham Youde Operations Director, Beverly Olson Ladies League Director, Carolyn Tuhten Junior Development Director, Peter Upper Men’s League Director, Anthony Mazzucco Tournament Director, Gary Sutherland Director at Large,

At this time I’d like to give recognition to the following former Directors and our current Staff: Staff Management, Eliza Haight Club Manager, Assistant Manager Eugene, Past Assistant Manager Barb Crowley, Barbara Docherty, Eng Choo, Ron Leung, Mary Flynn, Kenny Wong, Barry Pendergast, Rae Smith, Kirk Piper- Farley Group and Glenn Richards – Head Pro

All of these people had to endure my leadership and push to get things done. I have appreciated their assistance and loyalty to their commitments to this club. All of these people/Volunteers devoted their time so you could play tennis without worry and the Club affairs were handled very well.

I am not going to spend any time on the number of members who expressed pessimism about the future or their contempt for me or some other members on this Board.

Instead it is my wish that they will embrace the fact that the future holds a great deal of opportunity for tennis as a sport, it is on the rise!! Competition increases: Larry at Surrey is now in Coquitlam and Langley. Global Tennis looked at Burnaby. Tennis Canada has talked for years about wanting a National Training Center in the West and in particular in the Lower Mainland. They announced it will be in Burnaby in August of this year. All of these things are competition for the Burnaby Tennis Club.

Burnaby Tennis Club will survive, the City of Burnaby will be supportive of this 50 year old Burnaby Club, but it will likely survive in a different form and continue as a valued institution. It will take an open minded Board and Membership to guarantee this. You shouldn’t bury your heads in the sand. I am confident you won’t.

Our lease is up June 30, 2019 and we must give notice and the end of this year to begin negotiations of a new term. It will be 3 to 5 years. We have had discussions at the City to prepare, but obviously Tennis Canada will have an effect on our future.

My advice is to remain positive, be open minded to ideas and options, create opportunities, prepare for all options and do not be negative!!! Change can enhance good situations.

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Going forward, as I said to the Board in a recent meeting, I debated with myself whether to share this article and its message to them or with you tonight, but I believe I should. I believe some if of the author’s comments apply to BTC in my opinion.

I will quote/read the first two paragraphs from this Tri-City News Article titled: Coquitlam Scholar busts tennis myths.

I Quote: Swathes of the sport are hobbled by an old boys club and myth-making that favors insiders with connections and perpetuates tired ideas and that can make it difficult to cultivate change (I add new ideas) and inject energy to the game said Rob Lake, an instructor at Douglas College.

Opportunities are being squandered due to the lack of forward thinking. This Board, even though it had done its research and analysis to create a new coaching model and on another occasion was blocked increasing the dues to minimize the risk of replacing our Bubble, by a membership that didn’t trust the Board they elected to do its duty according to its own Constitution. The membership didn’t try to find out if the Board had in fact done its due diligence but instead members covertly petitioned without knowing the facts. This Board took the challenge to improve the Club in its view, understanding all the risks involved and risked friendships to do its proper duty.

This is a new age and Boards have new highly visible responsibilities and it is my wish that the newly elected Board can answer the challenges ahead that BTC faces. I challenge the membership to talk to your Board, get involved, ask them to provide information when you wonder what might be happening instead of creating rumours without facts.

I stand before you to say thank you for allowing the opportunity to be involved with dedicated Board members to continue to keep this Club on a sound footing. I stand by to assist the new Board in any way. Thank-you.

**Questions & Comments**

* Member asks if board can fill positions by appointment? The Society Act allows Boards to fill vacancies created by resignation or removal. Best way is to find interested members to put their name forward to the Board. BTC constitution allows Board to appoint directors in between meetings for up to 1 year term until next AGM.
* Member B. Docherty, former Junior Development Director, speaks – BTC as a club is unwelcoming to Junior programs. Coach Shelley has been here 13 years – when she began had to give 10% of her earnings, then 20%, and then up to 30% to the Head Pro. She is a former WTA Player who should have court rights to give lessons without going through an intermediary. Member G. Youde speaks, says that this is the reason he is resigning as Operations Director and cannot in good conscience be a member of a board that allows this to happen.
* Member T. Mazzucco speaks – it is for that very reason we do not have a cohesive coaching team that works together to organize clinics. The current model creates friction. Coach Shelley is willing to organize clinics and even free clinics for new members. He feels that we are going backwards in our club, not moving forward.

**Motion to Adjourn the Meeting**

* Member E. Choo complains that these topics were not on the agenda.
* Motion to adjourn the meeting, all in favour. The meeting was adjourned at 8:45 p.m.
* All Directors reports were emailed and will be available online or upon request