

Minutes of the Annual General Meeting of the Members of
Spirit of Rasputin's Arts Society
Held February 13, 2011
At Westboro Masonic Hall, 430 Churchill Ave (at Byron) in Ottawa

Present: 16 members in person and 8 members represented by proxy.

Present in person: Sylvia Bogusis, Heather Evenchick, Mark Evenchick, Katherine Gunn, Linda Hume-Sastre, Suzanne Johnson, Pat Moore, Kate Morgan, Hollis Morgan, Stan Neathery, Bob Nesbitt, Michel Sastre, Edgar Schmidt, Lynn Stevenson, Tony Turner and Chris White.

Represented by proxy (person to whom proxy given in parentheses): Sjef Frenken (Hollis Morgan), Alrick Huebener (Hollis Morgan), Roberta Huebener (Hollis Morgan), Greg Kelly (Kate Morgan), Kathy Kennedy (Lynn Stevenson), George Laing (Lynn Stevenson), Richard McGrath (Lynn Stevenson) and Arthur McGregor (Chris White).

The meeting was chaired by Lynn Stevenson.

1 Call to order and report on year's activities

Lynn called the meeting to order and reported on the activities of the year.

2 Financial report

Mark Evenchick presented a financial report with a financial statement.

Moved by Michel Sastre and seconded by Sylvia Bogusis

THAT the financial report and the unaudited financial statement be corrected with regard to the amount stated as the revenue from t-shirt sales and be accepted with that correction.

Unanimously approved.

3 Membership Committee

Katherine Gunn reported on behalf of the Membership Committee.

4 By-law amendments

a) Dues for 2011

Moved by Michel Sastre and seconded by Sylvia Bogusis as follows:

WHEREAS annual dues assist the Corporation to pay for unavoidable fixed costs such as liability insurance and assist the Corporation to establish new programs such as new artist development; and

WHEREAS the membership has expressed a willingness to pay modest annual dues; and

WHEREAS the members do not wish the level of dues to be an impediment to membership or participation for anyone; therefore

BE IT RESOLVED that BY-LAW No. 1, paragraph 3 be amended as follows:

"3. Membership in the corporation is limited to persons interested in furthering the objects of the Corporation. Anyone is a member who has applied to be a member; and whose application is accompanied by the annual dues specified in these by-laws or by a request for forgiveness of dues, and whose application has been approved by the board of directors of the Corporation."

BE IT FURTHER RESOLVED that BY-LAW No. 1 paragraph 4 be amended as follows:

“4. Annual membership dues are \$20 Canadian funds payable ~~by cash or check~~ at the beginning of the Corporate fiscal year. The rights of membership are suspended for any member whose dues remain delinquent for 90 days or more. The board of directors at their sole discretion have the authority to forgive any member's dues in full or in part and subsequently to restore a member's rights of membership.”

BE IT FURTHER RESOLVED that the board of directors consider allowing the payment of annual dues using the Corporations PayPal account and the Corporations website, and to establish such a mechanism for payment if so desired.

Amendment moved by Edgar Schmidt and seconded by Pat Moore

THAT the words “by cash or check” be deleted from proposed paragraph 4.

Amendment unanimously approved.

On the question of whether to approve the motion as amended:

Unanimously approved.

b) Notice of member's right to vote by proxy

Moved by Heather Evenchick and seconded by Suzanne Johnson as follows:

WHEREAS notification of member's right to vote by proxy is currently optional, therefore

BE IT RESOLVED that BY-LAW No. 1 paragraph 11 be amended as follows:

“11. Notice of each meeting of members where a vote is anticipated shall contain a reminder of the member's right to vote by proxy and directions on how the member may obtain a proxy form.”

Unanimously approved.

c) Gender neutral wording

Moved by Heather Evenchick and seconded by Pat Moore as follows:

BE IT RESOLVED that BY-LAW No. 1, paragraph 40, be amended to replace both references to “He” with “The treasurer”.

Unanimously approved.

d) Number of directors

Moved by Hollis Morgan and seconded by Heather Evenchick as follows:

WHEREAS the size of the board of directors is not currently specified, therefore

BE IT RESOLVED that BY-LAW No.1 paragraph 15 be amended as follows:

“15. The property and business of the Corporation shall be managed by a board of ~~directors with a minimum of three directors and a maximum~~ of five directors.”

Amendment moved by Pat Moore and seconded by Michel Sastre to delete the words “of directors with a minimum of three directors and a maximum”.

Amendment unanimously approved.

On the question of whether to approve the motion as amended:

Unanimously approved.

e) Electoral process

Moved by Hollis Morgan and seconded by Pat Moore as follows:

WHEREAS there is a legal requirement for three directors to retire each year; and

WHEREAS the electoral process for directors as worded is approximate; therefore

BE IT RESOLVED that BY-LAW No. 1 paragraph 17 be amended as follows:

“17. At each annual general meeting of members, the members shall elect the number of directors required to re-establish a board of five directors. Two directors elected at each annual meeting will serve a two year term. All others will serve a one year term. Newly elected directors will decide among themselves the distribution of one and two year terms and communicate their decision to the members. A director is eligible for re-election. The purpose of this approach is to enhance continuity, while still providing for annual elections.”

Unanimously approved.

f) Governance: requirement for a president and other officers

Moved by Kate Morgan and seconded by Heather Evenchick as follows:

WHEREAS the Corporations Act of Ontario requires the election of a president by the board of directors from among themselves; and

WHEREAS the normal duties of a president are to chair all board meetings and to provide strategic guidance and inspiration to the board and membership; and

WHEREAS the duties prescribed for the office of general manager in BY-LAW No.1 paragraph 38 include the normal duties of both an operational manager and a president which is too extensive for one office or person; and

WHEREAS the involvement and recognition of the large numbers of volunteers and the coordination of volunteers is not adequately recognized in the description and duties of officers, therefore

BE IT RESOLVED that BY_LAW No.1 paragraph 35 be amended as follows:

“35. The officers of the Corporation shall be a president, ~~operational~~ volunteer coordinator, assistant coordinator, secretary, treasurer and any other officers that the board of directors, by by-law, determines. Except for the president, officers need not be members or directors. The president shall be a member and a director.”

BE IT FURTHER RESOLVED that BY-LAW No 1 paragraph 38 be amended to replace the office of general manager with the office of president as follows:

“38. The board of directors shall elect a president from among themselves who shall chair all board, annual and special meetings, and shall see that the orders and resolutions of the members and board of directors are carried out. The president shall assume an active leadership role in the Corporation and be available for public events and to represent the Corporation as necessary.”

BE IT FURTHER RESOLVED that BY-LAW No. 1 paragraph 39 be amended to describe the offices of operational coordinator and assistant coordinator as follows:

“39(1) The ~~operational~~ volunteer coordinator shall assure that sufficient volunteers are in place to plan and carry out all events authorized by the board. The ~~operational~~ volunteer coordinator has the authority to establish teams and assign team leadership to assure that tasks required for the success of events are fulfilled in an efficient manner with due regard to workloads imposed on individual volunteers.”

39(2)The assistant coordinator, in the absence or disability of the ~~operational~~ volunteer coordinator, performs the duties and exercises the powers of the ~~operational~~ volunteer

coordinator and performs such other duties as are from time to time imposed by the board.”

First amendment moved by Hollis Morgan and seconded by Lynn Stevenson that “operational” be replaced by “volunteer”.

Amendment unanimously approved.

Second amendment moved by Lynn Stevenson and seconded by Hollis Morgan that the words “The board of directors shall elect a president from among themselves” in proposed paragraph 38 be replaced with the words “The members shall elect a president from among the directors”.

Amendment to the second amendment moved by Suzanne Johnson and seconded by Hollis Morgan that the following sentence be added to proposed paragraph 38: “If the office of president becomes vacant for any reason between annual general meetings of the members, the board of directors shall appoint a president from among them.”

Amendment to the second amendment unanimously approved.

On the question of the second amendment as amended, (i.e. the amendment to have the president elected by the members and directors to fill vacancies between AGMs), on a show of hands the motion was defeated.

On the original motion as amended (“operational” replaced by “volunteer”):

Unanimously approved.

5. 2011 Audit Committee

Moved by Michel Sastre and seconded by Heather Evenchick as follows:

WHEREAS Paul Slater is a member in good standing and has agreed to serve, and
WHEREAS Sylvia Bogusis is a member in good standing and has agreed to serve, therefore
BE IT RESOLVED that Paul Slater and Sylvia Bogusis be appointed as the 2011 Audit Committee for the Corporation.

Unanimously approved.

6. New Artist Development Program

Moved by Michel Sastre and seconded by Suzanne Johnson as follows:

WHEREAS ~~new~~ artist development is a core objective for Spirit of Rasputins; and
WHEREAS ~~new~~ artist development has not received adequate attention in our formative year; therefore

BE IT RESOLVED that the board of directors seek a volunteer to lead an ~~New~~ Artist Development Program with the goal of establishing workshops, concert opportunities, mentorships, and other assistance to ~~emerging young~~ artists in the Ottawa area.

Amendment moved by Hollis Morgan and seconded by Mark Evenchick that the words “new” and “emerging young” be deleted from the motion.

Amendment unanimously approved.

On the question of the motion as amended:

Unanimously approved.

7. Thank yous

The meeting expressed its heartfelt thanks to the founding directors of the corporation and to the volunteers who had given of their time and energy to the establishment of the corporation and its programs. A special note of thanks was expressed to George Laing for his leadership over the last years.

8. Election of the directors

There were five candidates who agreed to stand for election as directors. There being five vacancies, no election was required and the five were acclaimed. The five were (in alphabetical order): Mark Evenchick, Pat Moore, Hollis Morgan, Edgar Schmidt and Chris White.

9. Life memberships

Moved by Katherine Gunn and seconded by Pat Moore that the board of directors be asked to consider the issue of honorary life memberships and in particular such life memberships for Dean Verger, Ruth Stewart Verger and George Laing.

Unanimously approved.

10. Adjournment

The meeting was adjourned.

Minutes recorded by Edgar Schmidt.