

Agenda Package for the Flamenco de la Isla Society Annual General Meeting

Date of AGM: Saturday, February 17, 2024, 9:30 – 10:30am, online.

<https://us06web.zoom.us/j/92384314825?pwd=WnVReUtoZW03dXVpRkh6UmRSZzJuZz09>

Meeting ID: 923 8431 4825

Passcode: 266316

January 24, 2024

Dear Flamenco de la Isla Society members, and greater Victoria flamenco community members:

The Flamenco de la Isla Society is holding our AGM online at 9:30am on Saturday February 17, 2024. While attendance is normally only for active Society members, the Society board has agreed to open up attendance to the larger flamenco community this year, in a non-voting capacity. This is because the Society no longer has a governing board effective the end of the AGM on February 17th, 2024.

If a new board is not elected at this AGM, the Flamenco de la Isla Society must dissolve, effective immediately, at the conclusion of the AGM.

The broader Victoria flamenco community is therefore invited to attend the AGM, in the hopes that a new board may be elected. We hope you will still consider attending in case there is interest from the broader flamenco community in forming a new board.

We will review and celebrate our 2023 year, and hope you can join us. To all attending the AGM, please review all material in this agenda package thoroughly prior to the meeting. The AGM will focus exclusively on reviewing the 2023 year and determining if a new board wishes to carry on and keep the Society alive.

The Flamenco de la Isla Society has supported the flamenco community in greater Victoria for many years, and the outgoing board remains hopeful that the Society may continue to exist under new leadership going forward.

Thank you, and hope to see you at the AGM on February 17th.

Sincerely,

Cat Moores
Board Chair
Flamenco de la Isla Society

Flamenco de la Isla Society
AGENDA
2024 Annual General Meeting
Saturday, February 17, 2024, 9:30-10:30am

Chair: Cat Moores

Call to Order

Housekeeping

- Use 'Raise Hand' function to have your opportunity to speak

Attendance

- Confirmation of voting members and how they vote
- Several outgoing board members are not lifetime members and do not have 2024 membership. It is requested that outgoing board members be granted permission to vote at the AGM, in recognition of their past service and to ensure quorum. Lifetime members please decide if this is acceptable. If not, all outgoing board members without a 2024 or lifetime membership must recuse themselves from voting.
- Voting members are to write "In favour" OR 'Not in favour' in the meeting chat

1. Review of Minutes from the March 11, 2023 AGM (attached)

- a. Motion: Move to accept the 2023 AGM minutes

2. Review of 2023 Events

- a. Co-production fundraiser at Langham Court Theatre
- b. 11th annual Victoria Flamenco Festival

3. Financial Report - available when ready: <https://www.flamencodelaisla.org/agm/>

- a. Motion: Move to accept the 2023 financial statements

4. No events for 2024 as the board voted for a fallow year

5. Waive the appointment of an auditor for 2024

- a. Motion: Move to waive the appointment of an auditor for the 2024 fiscal year

6. New board election or dissolution of Society – must be decided during AGM

- Cat Moores (Chair), Trudie Begbie (Past Chair), Jayne Weatherbe (Membership), Emily Murphy (Grants), and Amity Skala (Artistic Advisor) are resigning from the board effective February 17, 2024
- The Society no longer has a Treasurer
 - The Society is presently paying for financial services from CanWest accounting on an emergency basis to ensure necessary payments and financial documents are completed. This service can continue with a new board if needed. The new board must have a Treasurer, but the financial tasks can be outsourced until the new Treasurer and board decide if it's no longer necessary.
- As per the [Societies Act](#), a society in BC must have at least 3 directors, one who is ordinarily a resident in BC
- The Flamenco de la Isla Society bylaws state the Society must have a Chair, Vice-Chair, Treasurer, and Secretary
- Please review the attached documents to familiarize yourself with what is required to form a board
 - FDLI Bylaws
 - Information for FDLI Board Members
 - Functions of Directors
 - Changes to the Societies Act of BC 2023
- Please note: the onus on understanding what is required of a board is the responsibility of those interested in forming a new board. AGM meeting time will not be spent educating attendees on what they need to do to form, or run, a board.
- The Society membership has 3 options to choose from:

Option A

- *A new board is elected and the Society continues*
- As per the Society bylaws any elected board members who are not lifetime members must purchase a \$20 Society membership for the 2024 year – this is an administrative piece to be handled by the new board

Option A Recommended Motions

- Be it moved that [Name] be voted in as [Role on board], assuming all legal responsibilities for the board going forward
- (repeat motion for all names)

Option B

- *An emergency interim board is elected*
- As per the Society bylaws any elected board members who are not lifetime members must purchase a \$20 Society membership for the 2024 year – this is an administrative piece to be handled by the new board
 - This is only an option if some members of the community don't want to see the Society dissolve and want to give themselves more time to find people willing to truly serve as the Society's board
 - **An emergency interim board is still legally responsible for the board** and must complete mandatory tasks as required under the [Societies Act](#), including filing an annual return and holding an AGM
 - If the interim board cannot find people willing to truly serve as the Society's board, **the emergency interim board is legally responsible for completing the dissolution of the Society**

Option B Recommended Motions

- Be it moved that [Name] be voted in as [Role on emergency interim board], assuming all legal responsibilities for the board going forward
- (repeat motion for all names)

Officers:

Chair – REQUIRED

Vice Chair – Iminah Amal-Hill (nominee)

Secretary – Rem Kirby (incumbent)

Treasurer – REQUIRED

Director – Member-at-large – Sandi Berry (incumbent)

Director – Artistic Advisor – Veronica Maguire (incumbent)

Director – Membership (optional)

Director – Volunteer Coordinator (optional)

Director – Grants (optional)

Advisor: Library – Lori-Garcia-Meredith (incumbent, non-voting member)

Option C

- *The Flamenco de la Isla Society is dissolved effective immediately*
 - The Society must appoint a record keeper, responsible for maintaining the records, without damage or loss, for a period of three years following the dissolution. Records must be kept or electronically accessible at a location in BC.

- In the event that the Society should, at any time, be wound up or dissolved, the remaining assets and payment of all debts and liabilities shall be turned over to a recognized charitable organization with purposes similar to the Society, or if this cannot be done, to another recognized charitable organization of the Province or elsewhere in Canada as directed by members.
 - The term “recognized charitable organization” in Article 3 of the *Act* means a charitable organization or charity that the Canada Revenue Agency or its successor, recognizes as such under the provisions of the Income Tax Act (Canada) from time to time in effect.
 - The BC Registry Office confirmed that asset disposal means that as long as Society members are not profiting from the assets and that assets are disposed of properly (e.g. not dumping them by the side of the road) then we are at liberty to make our choices of asset disposal within the intent of the *Act*.

Option C Recommended motions

- **Resolution 1** (dissolution of Flamenco de la Isla) Motion: Be it moved that on the 17th of February 2024 the membership supports the dissolution of the Flamenco de la Isla Society on the grounds that a functional board was not able to be formed for the 2024 year. The Society must file a copy of the resolution to dissolve and in the form state "the Registrar of Companies for the Province of British Columbia be requested to dissolve the Society".
- **Resolution 2** (appointment of a record keeper) Motion: Be it moved to appoint [NAME] as a record keeper for the dissolved Flamenco de la Isla Society and keep custody and control of all the records the society is required to keep under Section 20 of the *Societies Act* for a period of 3 years following the date of this dissolution.
- **Resolution 3** (Scholarship funds) Motion: Be it moved to appoint [NAME] to hold and distribute the total funds collected for the Kat McCann 2024 Memorial Scholarship to a flamenco student or students who held 2023 or lifetime Flamenco de la Isla Membership and is/are in need of tuition support to use towards lessons with one or more recognized Vancouver Island-based flamenco instructors. This distribution must take place prior to April 30, 2024.
 - i. *Total funds are not known at the time of agenda preparation, but will be available to share verbally at the AGM for attendee awareness.

- **Resolution 4** (Payment of debt) Motion: Be it moved that funds required to cover the expenses of dissolving the society be taken from the society's current funds. It is unknown at this time what the total costs would be, but the outgoing board members will keep records of the invoices and receipts for this work as part of the Flamenco de la Isla Society historical records.
- **Resolution 5** (Distribution of assets) Motion: Be it moved that after all liabilities are paid, any remaining assets of the Flamenco de la Isla Society will be given to **Flamenco Rosario** to use or dispose of as seen fit in their role of a recognized charitable society.
- **Resolution 6** (Administration of dissolution) Motion: Be it moved that Cat Moores as outgoing Chair of the Society be the lead person responsible for filing the dissolution, ensuring all necessary signatures are obtained for the required affidavit, overseeing the distribution of assets, and all other items related to the dissolution of the Society. Cat will seek support from other outgoing board members as required, and ensure a final record of dissolution activities is documented and given to the appointed record keeper.