Britannia Mine Museum Society
2015 Annual General Meeting

LOCATION: Britannia Mine Museum, First Aid Building.
Wednesday, June 10, 2015. 3:00 – 4:00 pm

Staff will be available to discuss the Museum and our activities before the meeting from 2:30 – 3:00. There will be light refreshments and social mingling.

The Date of the Annual General Meeting is posted on our website and notice was emailed to all members the week of May 25, 2015.

The Britannia Mine Museum Society welcomes guests to its Annual General Meeting. Only members can vote and members will be given priority for the printed materials to be handed out. If there are extra copies, non-members (guests) will be provided with a copy.

**Agenda**

1. **Confirmation of Quorum and Counting of Proxy Votes**  
   Leonie Tomlinson

2. **Approval of AGM Minutes of June 4, 2014**  
   Leonie Tomlinson

3. **Chairman’s Report**  
   Review of 2014. Highlights  
   Leonie Tomlinson

4. **Museum’s Executive Director’s Report**  
   (Museum staff will be introduced)  
   Kirstin Clausen

   Ledford Lilley

6. **Appointment of Auditor for 2015**  
   Ledford Lilley

7. **Nominating Committee Report 2015**  
   *refer to By-Law 4.03 and 4.04*  
   Rob McLeod

8. **Elections and thanks for outgoing Board Directors**  
   Leonie Tomlinson

9. **New Business**  
   Leonie Tomlinson

10. **Adjournment**  
    4:00 pm
The Annual Meeting of the Britannia Mine Museum Society  
Wednesday, June 10\textsuperscript{th}, 2015. First Aid Building. 3:00 – 4:00

If you can’t attend, please send your Proxy to:  
Fax: 1-604-896-2260. Email: james@bemm.ca Mail: PO Box 188, Britannia Beach. V0N 1J0

I; _______________________________________ (print), of ________________________________  
if representing corporation, please print

being a member in good standing of the Britannia Mine Museum Society, hereby appoint (choose one): Leonie Tomlinson, Presiding Chair ______  
Ledford Lilley, Treasurer ______  
Or ____________________________ (any member in good standing)

I hereby empower _____ ______ (choose one) to vote on my behalf at the annual meeting of members of the Society to be held on the 10\textsuperscript{th} day of June 2015 at the Britannia Mine Museum. Here is how I want my proxy to vote for me on the following issues:

Please indicate yes, no or abstain for each point below. Please refer to the ‘Bylaw Resolution’ sheet, included in this package.

Yes_____ or No_____ or Abstain_____ to accept the 2015 Nominations Committee slate for the Board of Directors for the period of 2015/2016 as supplied to members and posted on the Museum’s website (14 days before the AGM in accordance with Society bylaws).

Yes_____ or No_____ or Abstain_____ in the event that nominations from the membership are received, 7 days prior to the AGM in accordance with Society bylaws, I give my authority, with total discretion, to my proxy voter.

Yes_____ or No_____ or Abstain_____ to the Acceptance of the Housekeeping changes in the Bylaws

Yes_____ or No_____ or Abstain_____ in the event that motions pertaining to new or old business are made from the floor, I give my authority, with total discretion, to my proxy voter.

I, the undersigned member of the Britannia Beach Mine Museum Society, hereby accept this agreement of my voting rights, as I am unable to attend the AGM at the Britannia Mine Museum on Wednesday, June 10\textsuperscript{th}, 2015. I may revoke this proxy right should I be able to attend the AGM and I will inform the Museum staff of my attendance should I do so.

Signed: _______________________________ Date: ______ day of ________________, 2015.
MINUTES, ANNUAL GENERAL MEETING
Britannia Mine Museum Society
Wednesday, June 4th, 2014 First Aid Building. 3:00 pm

Chair David Lane called the Annual General Meeting of the Britannia Mine Museum Society to order.

1. Confirmation of a Quorum
   It was noted that a quorum was present for the meeting; there are 14 members and 6 proxy votes.

2. Approval of minutes of previous AGM, Tuesday, June 4, 2013.
   Minutes of the June 4, 2013 Annual General Meeting had been previously circulated and posted on the Britannia Mine Museum website for download.

   MOTION: To accept the Minutes of the 2013 AGM minutes.
   MOVED – George Poling, SECONDED – Mark Platt. CARRIED.

3. Chairman’s Report
   David Lane began his comments by thanking members for coming to the AGM noting that he was retiring this year from the Board of Directors. David gave a short review of his time with the Museum and being a Board Director and Chairman, commenting on what he had learned from people during this time. He was thoughtful in his reflections noting that he valued the insights he had gained on tourism, education and fundraising for a not-for-profit Museum. He had some words of wisdom for the Museum regarding where he saw success in the future – which he believes lives with achieving a balance between the value of functioning as a Museum and securing financial self sufficiency from diverse revenue sources including government. He singled out other individuals for personal thanks, including staff and Board Directors.

4. Executive Director’s Report
   Kirstin Clausen presented her annual review of the past year. She commented that she, like David Lane, was reflecting on 14 years with the organization. She commented on the importance of finding enthusiasm for the job of leadership from the people that are associated with the Museum – both staff and Board of Directors. She personally thanked David Lane for his support during his Chairmanship. She noted a couple of 2013/2014 highlights – that visitation is strong and showing signs of continuing and that we are diversifying our operations to include greater corporate membership. The Landsea tourism package coming daily is an important milestone – a tour every day. Operational frameworks are excellent and the relationships that we have solidified with community and educational teachers and partners are notable and worthy of celebrating. The 110 years since Britannia Mines started is a milestone that she pleased the Museum is celebrating – as well as 40 years of Museum operations. She introduced the staff, acknowledging their hard work and loyalty. She also thanked all the Board Directors for their generous support of her and the Museum.

5. Audited Financial Report
   Ledford Lilley introduced the 2013 Audited Consolidated Financial Statements to the Membership. It was noted that the auditors were not in attendance so if there were questions he would do his best to answer same. He commented on how the Museum staff are taking seriously the effort to move the Museum towards a more stable financial footing and that there are positive shifts to achieve this. In presenting the 2013 Audited Consolidated Financial he noted that they had been approved by the Directors at their May 15, 2014 Board meeting.

6. Approval of Auditors
The Board of Directors recommends the appointment of Smythe Ratcliffe LLP to continue as auditors for 2014.

**MOTION:** That SmytheRatcliffe LLP continue as the BBMS auditors for 2014 at remuneration to be determined by the Board of Directors.

**MOVED** – John Hamilton, **SECONDED** – Leonie Tomlinson. **CARRIED.**

David Lane thanked Ledford Lilley for being Treasurer and Mark Platt for sharing his financial management expertise and SmythRatcliffe’s for our 2013 Financials and auditing services.

7. **Nominating Committee Report and Elections for Board of Directors**

David Lane introduced Gavin Dirom, who on behalf of Rob McLeod, Chair of the Nomination Committee, presented the 2014 Nomination Committee’s report. Gavin’s introductory comments included welcoming Jason Calla and Adam Travis and noted John Robins, the third nominee, was unable to attend the meeting. He also shared his personal reflection that the Committee thoroughly reviewed the composition of the Board and the desirable skills to be added so that we could achieve our fundraising goals and strong education positioning.

The written report of the Nomination Committee had been circulated to members and posted on the website for review. Before the motions were executed Gavin thanked outgoing Directors David Lane (Chair), George Poling and Tom Doak-Dunelly.

**MOTION:** That the following Directors who agree to stand for renewal of a two year term be elected:

- Alan J. Hutchison, LLB, North Vancouver. Partner, Fraser Milner Casgrain LLP.
- Karina Brino, Vancouver. President and CEO, Mining Association of BC
- Michael R. McPhie, Vancouver. Managing Director, JDS Copper Ltd.
- Leonie Tomlinson, ICD.D, North Vancouver. Executive Vice-President, Hunter Dickinson Inc.
- Kea Barker, Gibsons. Leader Community Partnerships and Events, Teck Resources
- Rudy Buttignol, Vancouver. President and Chief Executive Officer, Knowledge Network Corporation
- Robert McLeod, North Vancouver. Vice-President Exploration and Director, Full Metal Minerals

**MOVED** – Leonie Tomlinson, **SECONDED** – Will Trythall. **CARRIED.**

**MOTION:** That the new nominees for a two year term be elected:

- Jason Calla, North Vancouver. Founder and Partner, Temixw Planning Ltd.
- John Robins, Lions Bay. Chairman, Kaminak Gold Corporation
- Adam Travis, Kelowna. President & CEO, Colorado Resources Ltd.

**MOVED** – Bob Dickinson, **SECONDED** – Ledford Lilley. **CARRIED.**

Gavin Dirom also presented the recommendation, with David Lane’s retirement as Board Chair and Director, that Leonie Tomlinson be elected the new Chair of the Britannia Mine Museum Society.

**MOTION:** That Leonie Tomlinson be elected the new Chair of the Britannia Mine Museum.
MOVED – Michael McPhie, SECONDED – Bob Dickinson. CARRIED.

A member commented that the Board now has 12 Directors with a 2 year term with 6 Directors on rotating year. This might be something that the Board look at to ensure smooth transition and reasonable succession planning as well as bylaw compliance.

8. Thanks To Outgoing Directors

Bob Dickinson took the podium to give thanks to David Lane. He said a few words of thanks and he and Kirstin Clausen presented David with a retirement gift of thanks. The gift included a certificate for a golf store, a newly published book by the Museum signed by staff and the glass commemorative Mill sculpture which is given to Directors who have more than five years of service. An honorary membership will also be recorded for David Lane.

Kirstin Clausen then presented to George Poling and in absence, Tom Doak Dunelly. Both Directors had served longer than 5 years so they too were given the glass Mill sculpture. John Hamilton was also presented his sculpture for his 2012 retirement.

A short break of 5 minutes was accepted by the membership to allow Kirstin Clausen to retrieve notes associated with New Business.

9. New Business

Honorary Membership for Drew Matheson. Drew’s father Bill Matheson recently made a bequest of $25,000 to the Museum and expressed his wishes that his son Drew Matheson stay involved with the Museum and be recognized for his family ties to Britannia Beach.

MOTION: That Drew Matheson become an Honourary Member of the Britannia Mine Museum Society.
MOVED - Leonie Tomlinson, SECONDED - Brenda Stibbard. CARRIED

Bylaw Housekeeping. Kirstin Clausen noted that the Bylaws have two small matters of editing and clarification. The particular articles were read aloud.

MOTION: That article 2.5 be changed to read:
The annual fees payable by the Members shall be determined from time to time by the Board who may establish annual fees for different categories of Members. Annual fees shall be paid by each Member in advance and are good for one year (12 months) from date of purchase. The single fee payable by life Members shall be such sum as may from time to time be determined by the Board. Honourary Members shall not be required to pay a fee.
MOVED – Ledford Lilley, SECONDED – Will Trythall. CARRIED.

MOTION: That article 3.7 be removed.
MOVED - George Poling, SECONDED - Gavin Dirom. CARRIED.

10. Adjournment

MOTION: “To adjourn the Annual General Meeting.
Moved John Hamilton.”. CARRIED: Time: 4:15 pm
2015 Report of the Nominating Committee of the Board of Directors of the Britannia Mine Museum Society (BMMS)

2015 Nominating Committee:
Rob McLeod (Chair), Leonie Tomlinson, Robert Dickinson, Gavin Dirom

The Nominating Committee’s recommendation is to proceed with the number of Directors at fifteen (15) for the 2015/2016 year.

The BMMS Bylaws state: “Until otherwise determined by a special resolution, the number of Directors shall not be less than five nor more than twenty.”

Members of the Board standing down this year and whom the Committee and the Board would like to thank sincerely for their years of service:
- Michael McPhie – Director since 2006.
- Terry Johnson – Director since 2001.
- Willoughby Trythall – Director since 2000.

Agreeing to complete their second year of a two year term:
- Alan J. Hutchison, LLB, North Vancouver. Partner, Fraser Milner Casgrain LLP.
- Karina Brino, Vancouver. President and CEO, Mining Association of BC
- Leonie Tomlinson, ICD.D, B.Ed, North Vancouver. Executive Vice-President, Hunter Dickinson Inc.
- Kea Barker, BA, Gibsons. Former Leader Community Partnerships and Events, Teck Resources
- Rudy Buttignol, Vancouver. President and Chief Executive Officer, Knowledge Network Corporation& President, BBC Kids
- Robert McLeod, P.Geo, North Vancouver. CEO, IDM Mining Ltd.
- Jason Calla, M.Sc. Econ, North Vancouver. Founder and Partner, Temixw Planning Ltd.
- John Robins, B.Sc., Lions Bay. Chairman, Kaminak Gold Corporation
- Adam Travis, B.Sc. Kelowna. President & CEO, Colorado Resources Ltd.

Nominated now for renewal of a two-year term:
- Gavin Dirom, M.Sc., P.Ag. Vancouver. President and Chief Executive Officer, Association for Mineral Exploration, British Columbia.
- Mark R. Platt, B.A. (Hons.), CA, North Vancouver. Partner, PricewaterhouseCoopers LLP.
- Brenda Stibbard, B.Ed. Kelowna. Community Development, JDS Energy and Mining