

Regular



We make a difference!

Official minutes of the 10th Regular Meeting of the Curacao Lions Club

The Regular Meeting of the Curacao Lions Club, held on February 18, 2010 at Fort Nassau. President FL Leo Lemmens called the meeting to order at 12.25 hrs. p.m. All present were requested to rise and face the flags to pay tribute by singing the Curacao anthem. Attendance, as shown on the Attendance Record.

Total members :
Attendance : **31**
Excuses :
Percentage :

1. Opening

FL Pres welcomes all members present, especially the Club's guest. Mr. Fred de Waal from the Lions Club of Waalwijk, the Netherlands, introduces himself. He thanks for the opportunity to attend this meeting. The members welcome the guest.

2. Curaçao Anthem / Tribute to the Flags

All rise to pay tribute to the flags.

3. Moment of Grace

A moment of silence is held.

4. Thought of the day

Simplicity is the ultimate sophistication.

-- Leonardo da Vinci--

5. Approval of the agenda

FL Maarten requests to add to the agenda the replacement of the current sound system. FL Pres suggests adding this point after the speaker, at point 9b.

FL Felipe corrects the topic, should read: Mindfulness.

FL Pres suggest adding after point 7, the situation of the Lions Dive Hotel. FL's Mike and Edgar were present at the meeting of shareholders held on February 17, 2010, which news reached the newspapers. The members will be duly informed what exactly is going on.

6. Raffle

FL Maarten assists with the raffle. Nr. 20 is called; FL Roy Ernandes wins the bottle of wine.

7. a. Corrections minutes last Regular Meeting

None

b. Matters arising from these minutes.

FL Pres requested the Leo Pres to inform the Club of the proceeds of the car wash. Leo Pres promised to inform conformingly after a meeting at the bank (today Feb. 18, 2010). The winner of the ticket to Bonaire is not known either.

The minutes stand as corrected.

8. Announcements and Correspondence

- FL Pres distributes information on the Zone Meeting in Bonaire; this information, together with air fare pricing has been sent by e-mail to the members. The ZM will take place on March 12th, 13th and 14th. Bookings should be done early through FL Secr.
- Next week, Feb 26th the official handing over of the chairs to the Blood Bank will take place. The exact time will be sent by e-mail.
- Feb 26th is also The Club's Charter Day. Probably there will be no lunch-meeting; this will be converted into a social meeting. All relevant information/exact location, will be sent by e-mail to the members.

9. Lions Dive Hotel

FL Mike gives a short report on the meeting held on Wednesday, Feb 17th on the situation of the Lions Dive Hotel, firstly with brief background information with regard to the CLC's participation in the hotel. FL Mike directs himself in Dutch to the membership.

The meeting was called to order by Mr. Rudy Pizziolo and a Dutch group, Egret International B.V. Together they own more than 50% of the votes.

Structure:

Over 4000 shares were omitted, of which 46 B-shares: priority shares, held by Stichting Lions Hotel Project (CLC Foundation). FL Mike is the president commissioner and commissioner of the Foundation, together with FL Stephen Secretary and FL Jacques van de Harten.

Rights:

The CLC appointed the President Commissioner: FL Edgar, and nominated a Commissioner B: FL Rinus, plus three other commissioners, appointed by the General Assembly. Read: the three others are appointed by Mr. Pizziolo and his men.

B-shareholders

De stichting heeft het recht, voor het geval men de statuten wil wijzigen: dat kan dan alleen na goedkeuring van onze aandelen. Het was ook de bedoeling om de statuten te wijzigen, maar de Club zal, door de ontstane situatie, deze wijziging heel goed moeten beschouwen. FL Mike speelt zelf een belangrijke rol van begin af aan als oprichter van de vennootschap toentertijd, nu als voorzitter van de stichting en als notaris was FL Mike bezig met de statutenwijziging. Dat gedeelte wordt nu, door de ontstane situatie, afgestoten, door het feit dat met verschillende "petten" opgetreden wordt. De statutenwijziging moet heel goed bekeken worden, wijziging kan niet zomeer gebeuren. Vaststaand feit is: men kan niet aan de Club's rechten komen.

Deze rechten houden met name in dat de CLC recht heeft op een winstbewijs, dat winstbewijs geeft recht op 7% van de netto winsten. Daar kan men nooit aan komen. Wat de meerderheids-aandeelhouders zouden kunnen doen is, besluiten om eventueel de kleinere aandeelhouders weg pesten, kunnen zeggen dat er geen dividenden meer uitgekeerd zullen worden, maar dat men gaat reserveren/investeren. Dat kunnen ze niet doen met de CLC, dat geldt alleen voor de Club's 46 aandelen, een relatief bedrag, vergeleken met de 7% waar de Club recht op heeft.

De vergadering is bijeen geroepen en de bedoeling was om commissarissen te ontslaan en om commissarissen te benoemen. Ontslagen zouden worden FL Tony (benoemd als Lion, met zakenman-ervaring, in de RvC) en mevrouw Toos Krediet. Rudy Pizziolo heeft zich teruggetrokken, maar heeft een stro-man naar voren geschoven, Mike Schoon. Verder zouden benoemd worden Suzy Camelia-Romer en Johan Schimmel.

Verloop van de vergadering:

De vergadering was een uur te laat begonnen. De kleinere aandeelhouders waren vrij geïrriteerd, ze moesten zich identificeren, wat voorheen nooit het geval was.

Belangrijkste punt:

Rudy Pizziolo moest uitleggen waarom de vergadering werd gehouden. Naar hij zegt: op basis van corporate governance, omdat de commissarissen die er zitten, te lang hebben gezeten. Hij kan geen oordeel vellen over de twee commissarissen van de CLC, maar vindt dat de twee anderen weg zouden moeten. Hij geeft het goede voorbeeld, hij trekt zich terug, doch er komt een stro-man voor in de plaats. Volgens Rudy Pizziolo gaat het echt alleen om corporate governance. Discussies werden heen en weer gevoerd.

Toos Krediet vertelde een heel ander verhaal. Ergens in December is een brief van Rudy Pizziolo uitgegaan waar gesteld wordt dat hij het niet eens was met het beleid van de commissarissen en dat deze commissarissen twee dagen de tijd kregen om op te stappen, zoniet, zou er een vergadering bijeen worden geroepen om de commissarissen naar huis te sturen.

FL Mike heeft het woord gevoerd en gesteld dat Rudy Pizziolo de verplichting heeft om de vergadering uit te leggen hoe het precies ziet, want aan de ene kant zegt hij dat het alleen gaat om corporate governance gaat en aan de andere kant is zwart op wit vastgelegd dat hij gesteld heeft niet eens te zijn met het beleid en dat hij die commissarissen naar huis gaat sturen. Hierop heeft de heer Pizziolo niet geantwoord.

FL Mike gives his point of view of the situation. The Club should not take any action; the Club should wait and see what will further come out. Rudy Pizziolo still has questions to answer/explanation to give.

FL Edger elaborates briefly on the situation, confirming the part brought forward by FL Mike. There is not much to be added. This situation brought great uncertainty. What is happening is against the law. FL Edgar refers to "Boek 2 van het Burgerlijk Wetboek" with regard to the sensibleness and fairness of the case.

The Club should prepare/consider a case. The reason the meeting was called to order, the reason for the dismissal of FL Tony and Mrs. Toos Krediet is not convincing.

Note: Newspaper Amigoe minuted the meeting of the Lions Dive Hotel on Wednesday, February 17th. From the Amigoe's web-site these minutes are copied on the last page.

10. a. Speaker: FL Felipe Croes

FL Robert introduces guest speaker, FL Felipe, with the topic "mindfulness".

FL Felipe elaborates on the definition.

Mindfulness refers to being completely in touch with and aware of the present moment, as well as taking a non-evaluative and non-judgmental approach to your inner experience. For

example, a mindful approach to one's inner experience is simply viewing "thoughts as thoughts" as opposed to evaluating certain thoughts as positive or negative.

The counter part of mindfulness is mindlessness. Both are powerful things to use to change situations.

FL Felipe highlights situations, samples out of his field: risk management, is mindfulness, part of insurances.

FL Felipe gives an interesting presentation of this topic, referring to books written by Ellen J. Langer, a professor of psychology at Harvard University who has studied the illusion of control, decision making, aging and mindfulness theory. Titles of the books are: Mindfulness and Counterclockwise.

Members ask questions a/o request FL Felipe's opinion about his experiences with the topic.

FL Felipe states that his speech is not about good and evil. His suggestion is that one should not try to change others, try to change oneself, be mindfull.

FL Pres thanks FL Felipe on behalf of the CLC for his presentation. The members give a huge applause for FL Felipe.

A certificate of appreciation is handed over to FL Felipe as the Club's speaker.

b. Sound system

A stated at the start of the meeting and on several occasions, the sound system is not working properly. FL pres suggests looking into the costs involved for a new sound system, by getting offers. If a new system is purchased, this will remain property of the Club at Fort Nassau. The system could be used also for other events of the Club, Lionesses events a/o Leo's events.

A discussion follows on the age of the current system, considering to repair or to buy.

This seems the Club's second sound system; buying a third system will give no guarantee that the system will not be damaged/spoiled. The installation is only used on Thursdays, not often.

Suggested is to first check/repair the system and look for a way to protect the system at Fort Nassau.

FL Pres highly recommends buying a new sound system to replace this one, to his opinion, older than five years.

FL Dino offers to check the current sound system, if it should be repaired or replaced. Should the system need replacement, FL Dino will look for a portable system and see for a secured way at Fort Nassau.

The membership approve the purchase of a new sound system up to an amount of Nafls. 2,000.00.

11. Report Tail Twister

FL Michael assists as Tail Twister fining members who arrived late, for a member's attendance at the meeting after a very long time and members being "quite too quiet".

Total of fines: Nafls. 10.19.

12. Free word

FL Pres informs that FL Robbert had an operation last week. FL Robert is back home, but needs more rest than expected.

13. Adjournment

The meeting was adjourned at approx. 13.35 hrs. p.m.

Newspaper Amigoe – Friday February 19th, 2010

Good governance versus dash for power

WILLEMSTAD — After a turbulent shareholders’ meeting, three of the five commissioners from the Lions Dive Hotel yielded their place for three new commissioners, as expected. This occurred at the proposal of main shareholder Rudy Pizziolo, who was supported by main shareholder Egret Investments and a number of other shareholders.

The management change took place under the pretext of ‘good governance’. Many other shareholders seriously doubted that argument, for the simple reason that Pizziolo decided not to elaborate on questions regarding the management change of such a successful hotel.

Furthermore, Mike Schoon’s appointment particularly raises questions. The new commissioner replacing Pizziolo in the board, holds positions in the management of the Dolphin Therapy Center, Dolphin Suites and Sea Aquarium. During the past years – and until this day – Lions Dive had encountered a conflict or two with neighbor Sea Aquarium, in particular due to damage caused for the hotel by continuous construction activities. A claim is still pending.

As commissioner, Pizziolo is authorized to call an extraordinary shareholders’ meeting. “Its quite simple”, explains the executive, who owns 23 percent of the shares. He also speaks on behalf of Egret Investments, worth 29 percent of the shares and thus forming the majority. “We were small-scaled when we started the hotel (in 1987, red.): 72 rooms with an investment less than 5 million.” We are larger now, having renovated and expanded twice. The character of the hotel is entirely different. In the meantime, we have run up a debt of 20 million with the bank, and this requires a change, especially in the framework of good governance. Commissioners should be appointed for a period of four years with an extension of maximum four years. I have been a commissioner for 20 years, which is why I am withdrawing. Toos Krediet and Tony Henriquez have been commissioners now for fifteen years. We need fresh blood in a changed hotel.”

Pizziolo (68) takes himself as an example. “I am not talking about age or expertise, because I still have these. There is no secret agenda. We are not going to change the management.” Upon inquiry, he states that he is not against the financial status of affairs. “I am happy with my return on investment.”

Others seek openness, but to no avail. Shareholder Carl Rienhart: “Why was this not discussed within the Board of Directors first?” Pizziolo: “Why would we?” “So there is a secret agenda”, Rienhart suggests. Pizziolo denies and remains silent.

Highest occupation

Hotel manager Will Vogels, also main shareholder, requested the entry in the minutes that 20 million is not much against an annual turnover of 14 million, “which is based on an issue”. On average, we have the highest occupation and the highest average room rate. We had a 90-percent occupation last year with average room proceeds of 152 dollars. The Board of Directors contributed towards that as well.” According to Vogels, this average remained dangling at respectively 61 percent and 96 dollars in the region.

Mike Alexander of the institute Lions Hotel Project, who statutory appoints a commissioner and the president-commissioner, was also dissatisfied. “The hotel is one of the best on the island, also regarding supervision. I do not understand why three commissioners should be dismissed.” This causes a soft applause. “Good governance is not the question here. Good governance means consultation.

Board-chairman Lotman then spoke up for the former commissioners. He endorsed that Pizziolo acted lawfully. “We are confronted with a *fait accompli*. It is not elegant, but you have every right. The new Civil Code II also speaks of sensibleness and fairness. I think a few question marks are in order here.” This is followed by an emotional argument and a speech of gratitude to the dismissed Toos Krediet and Tony Henriquez (Wimco). “This affects me.”

Krediet corrects Pizziolo with the statement that she had only been a commissioner since 2003 and reads an email from Jeanette Scheepbouwer (Egret Investments). The main shareholder does not agree with the policy and requests Krediet and Henriquez to submit their letter of resignation within two days. Krediet finds this “surprising”. Nobody has ever addressed us on our actions before. The results have never been that good. We have always promoted the interests of the hotel and can look everyone straight in the eye.”

Alexander takes the floor again. “Does it regard corporate governance or policy? Why do these shareholders not agree with the policy?” There is no response. Not from Pizziolo, nor from Ronald Voorn who represents Egret during the meeting. Alexander then leaves the meeting together with a few other shareholders. “We are not given any explanation. There is no point in attending the meeting any longer.” Rienhart then suggests to discontinue the meeting. “It is contradictory. We could also make a new policy with the current Board of Directors.” It is against one’s better judgment.

Nevertheless, Pizziolo is prepared to amplify on the new commissioners. “Suzy Römer. Everyone knows her. Honorable. Johan Schimmel is not widely known. He is with PWC. He is knowledgeable.”

The obvious question is then whether the new commissioners will also be nominated for a limited period. The Chairman answers that the statutes do not mention anything on this. Voorn (Egret): “We would prefer to determine periods of four years in the statutes.” However, that is not possible with retrospective effect.

Lotman asks whether the three new commissioners have any experience in the hotel system and tourism. “What is their creditableness?” Pizziolo: “I see no conflict of interest, also not regarding commissioner Mike Schoon.”

A discussion arises on the legality of the dismissals and nominations. Vogels and Lotman offer overt doubtlessness. “I think there may very well be a question of an invalid decision”, says the board-chairman.

The meeting was held last Wednesday evening in the theatre of the Sea Aquarium. Just like before the meeting, Pizziolo and his people are once again seated in the office of Sea Aquarium – of which Pizziolo is also a shareholder – visible for all other shareholders. In that respect, nothing is done secretly. The grand question, for example, remains whether the insurance claim of Lions Dive on Sea Aquarium would persist and what the further consequences are, now that Pizziolo has acquired a much stronger say in the management of Lions Dive, despite his withdrawal.

Authorized

Essentially, it was supposed to be a closed shareholders’ meeting. However, the Amigoe had been authorized to attend the meeting on behalf of a shareholder. Although the newspaper could have obtained the information on the meeting from those present, it was decided to report the information firsthand.