

MEMO

To: National Citizens Inquiry Board of Directors

From: Shawn Buckley - updated February 23, 2024

Re: CIC Hostile take over - Documenting history of non-profit set up by the NCI Board to receive and disburse funds.

1. December 19, 2023 political meeting - a change of history

The NCI Board has always run the National Citizens Inquiry

As will be set out with clarity below, the NCI Board¹ has always been the *sole authority setting up and running the National Citizens Inquiry*. The NCI Board set up a not-for-profit corporation called Citizens Inquiry Canada (“CIC”) for the sole purpose of collecting and disbursing funds for the NCI Board. The NCI Board continued as the sole managing authority for both the National Citizens Inquiry and the CIC. We were meticulous in documenting this to avoid any future confusion.

Prior to the December 19, 2023 political meeting, all parties involved were clear that the NCI Board was the authority over *both* the National Citizens Inquiry *and* the CIC.

The December 19, 2023 political meeting that changed everything

There was a meeting on December 19, 2023, that has changed the course of history. It has changed the course of our lives.

In my opinion it will be clear after a reading of this memo, that *the current take down of the NCI is a direct result of a political meeting of four Conservatives on December 19, 2023.*

As is documented below, prior to the political meeting David Ross was clear that the NCI Board had all legal authority over the National Citizens inquiry and over the CIC.

It was only after the December 19, meeting that David Ross adopted the new contrary narrative. We cannot confirm it but the actions of David Ross and Ches Crosbie are consistent with a direction to them to ensure that the Conservative Party has control over the NCI.

2. Actions do not lie - David Ross transferring ownership of the NCI website to Ted Kuntz cannot be reconciled with David Ross now saying the CIC is in charge

¹*The NCI Board had been named the Steering Committee. Because the Commissioners were to be independent of the NCI Board, a decision was made to publicly use the term “Support Group” so that it would not appear like the NCI Board had authority over the Commissioners. When documents use the term “Support Group” that is the NCI Board.*

As documented in detail below, the NCI Board set up the CIC for the sole purpose of collecting and disbursing funds for the NCI Board. A deliberate decision was made that the NCI Board would remain the sole governing authority.

The NCI website is the most important asset to own to control and to manage the National Citizens Inquiry. It links to all of the testimony, our history and the Inquiry Rules. The email and social media accounts are linked to the website.

When we voted David Ross off of the NCI Board on December 13, 2023, David Ross was the registered owner of the NCI website (nationalcitizensinquiry.ca). A couple of days later, ***David Ross transferred the ownership of the NCI website to the new NCI Board chair, Ted Kuntz.***

At the time of the website transfer David Ross was a director of the CIC. Ted Kuntz has never been a director of CIC, he is Chair of the NCI Board.

The transfer of the website ownership ***is irreconcilable with the assertion that the CIC, and not the NCI Board runs the NCI.*** “If” David Ross believed the CIC ran the NCI, it is not conceivable that he would transfer ownership of the website to the NCI Board Chair, Ted Kuntz.

3. Truthful words by David Ross prior to the political meeting

Prior to the December 19 political meeting David Ross’ communications were clear that it was the NCI Board (not the CIC) that ran the NCI.

On December 15, 2023, two days after he was voted off of the NCI Board David Ross sent an email to Ches Crosbie and Ted Kuntz which includes:

Fourthly, and this also is essential to a proper legal transition to a new structure for NCI/CEC by the time our initial Annual General Meeting is required to be held on or about Feb 22, 2024, ***would you please make it an urgent priority for the SG [the NCI Board] to confirm the appointment of Andrej Letvinjenko and TAAG Law as NCI’s corporate lawyers to guide the needed restructuring?*** I believe that Andrej and I are the only two in the entire organization who have intimate knowledge of our organization’s setup, and currently identified gaps that need urgent attention. This was on our last SG agenda but we didn’t get that far.

(emphasis added)(Attachment 8).

The annual general meeting is referring to the CIC annual general meeting. ***David Ross is literally begging Ted Kuntz to have the NCI Board appoint counsel for the CIC.*** This cannot be reconciled with David Ross’ new assertion that the CIC is in charge. If the CIC was in charge ***he would not be begging the NCI Board to appoint counsel for the CIC.***

On December 17, 2023, David Ross sent an email to Ryan and Ted Kuntz which included:

Hi again gentlemen. Just thinking further about this, and especially Ryan's latest email. To be clear, I am NOT ok with my financial and personal identity remaining in place in any way, shape or form for NCI operations ***if I am not in operating management (which I am now already not in operating management)***. So, I think that Ted needs his own Infomaniak account so that mine can be closed (by you Ryan; I didn't have the technical smarts to open it, and I haven't gained them to close it!). Ryan, we would need you to

supervise and execute all this so that nothing goes awry on transfer. Thanks both for your anticipated cooperation in this; my best to you both, Dave.

(Attachment 9).

At the time of this email, David Ross is a director of the CIC Board. His saying:

...if I am not in operation management (which I am now already not in operational management)..

is inconsistent with David Ross' new assertion that the CIC has all operational authority. This could not be more clear.

4. Is this is a political Conservative Party take over of the NCI?

For the following reasons I am forming the opinion that we are experiencing a political Conservative Party take over of the National Citizens Inquiry.

Indeed, I am embarrassed to admit that I am thinking the "conspiracy theorists" were right. Early in the NCI's history, because of Preston Manning's involvement, there were "conspiracy theorists" saying the NCI was run by Conservatives. I disagreed with this as my experience was all of us working together to get the project done without any political discussions until the timing of the Alberta hearings came up. When Brian Peckford was saying the NCI was flawed, I thought he was not being fair to volunteers like myself who were not politically motivated and which were striving to put on an independent inquiry. Maybe Mr. Peckford knew things that we are now just discovering.

It has been suggested to me that the National Citizens Inquiry has become inconvenient for the Conservative party. In 2023 it was "convenient" for the NCI to hold hearings that examined the actions of the federal Liberal Government. In 2024 and beyond it is "inconvenient" to have a popular and independent National Citizens Inquiry to examine the actions of the expected federal Conservative Government. I have no direct evidence to support this. Because of the factors set out below I am forming the opinion the suggestion is correct.

4.1 Every single person involved in the hostile take over is connected to the Conservative Party

The current NCI Board does not have any members who belong to the Conservative Party.

Every director of the CIC which is attempting to get control of the NCI is connected to the Conservative Party. The current directors are:

David Ross - regular director;

Ches Crosbie - regular director;

Preston Manning - director emeritus with voting rights, and

Andrej Litvinjenko - director emeritus with voting rights.

4.2 The hostile take over began after the December 19, 2023 meeting of the four Conservatives

As set out above and below, all parties involved consistently represented (in word and deed) that the NCI Board was the governing body until David Ross was voted out of the National Citizens Inquiry on December 13, 2023.

The four directors of the CIC (David Ross and Ches Crosbie as regular directors, and Preston Manning and Andrej Litvinjenko as directors emeritus) met on December 19, 2023. After this meeting the CIC began the hostile take over of the NCI from the NCI Board. We learned that the meeting happened and that these four Conservatives would end the NCI from a December 19, 2023 email from Ches Crosbie to Ted Kuntz which reads:

On Dec 19, 2023, at 9:49 AM, Ches Crosbie <chescrosbie@chescrosbie.ca> wrote:

The Board of Citizens Inquiry Canada met this morning. This was composed of Andrej, Preston (who were entitled to attend), David and me. Efforts must be made to clean up the financial side, obviously. A resolution is under consideration which will provide for:

- Reorganization of the structure and purposes of CIC, prior to or at the next Annual Meeting of the members on February 24, 2024, *upon the condition that a new slate of directors satisfactory to the current Board* is nominated and appointed.
- If a new slate of directors for CIC, capable of moving the organization and the work of the NCI forward, cannot be agreed upon, and/or current internal disagreements continue to detract from the distribution and promotion of the work of the NCI, ***the current directors of the CIC will take steps to wind up the organization.***

The object of the reorganization is to enable the inquiry mission to proceed with the confidence of all those who wish to make a substantial contribution. If this object cannot be attained, then the way would be open for others to reconstitute the organization.

(emphasis added)(Attachment 10).

4.3 David Ross said he would take down the National Citizens Inquiry for political reasons

As set out in a separate heading below, a year ago David Ross communicated he would take down the NCI if necessary to get Danielle Smith elected. This strongly suggests that David Ross is willing to put the interests of the Conservative Party ahead of the interests of the National Citizens Inquiry.

4.4 Ches Crosbie has communicated he does not want an ongoing inquiry into government

On the Lavigne Show on February 2, Ches Crosbie stated:

11:22 I think that, personally, and I think many would agree with me that ***we don't want the National Citizens Inquiry need to become an open ended, ongoing, you know, inquiry into the state of government in Canada...***

This is supportive of the National Citizens Inquiry now being “inconvenient” for a future Conservative Government.

4.5 David Ross and Ches Crosbie are wanting to ensure the CIC “cannot” support future hearings

The directors of not-for-profit corporations are supposed to advance the purposes of the not-for-profit. They are elected by the members who entrust them to do this.

The current purpose of the CIC set out in the articles is:

To support civil society efforts that uphold public accountability, transparency, and the rule of law.

It is clear that the directors, without any discussion with the members, want to prevent the CIC from supporting further hearings. We know this as on February 7, 2024 David Ross sent the Agenda for the March 1, 2024 CIC annual meeting. Included in this Agenda under Item 8 is:

2. That the articles of the Corporation be amended to place the following Restrictions on the activities that the corporation may carry on:

1. ***No further hearings involving sworn testimony taken before Commissioners shall be held***, except as may be desirable to receive testimony from public officials who failed or refused to answer summonses to testify at the hearings held during 2023...

(Attachment 12).

4.6 David Ross and Ches Crosbie have stacked the membership of the CIC to ensure the CIC cannot support future hearings

With the recent stacking of the CIC membership, we can be confident that the above resolution to prevent the CIC from supporting future hearings will pass.

The original members of the CIC were the original NCI Board members. The NCI Board decision was that the NCI Board membership and the CIC membership should be the same.

David Ross was voted out of the NCI on December 13, 2023. According to the Agenda sent out by David Ross for the annual general meeting, the members of the CIC prior to December 13, 2023, were all appointed on September 9, 2022. They are:

Andrej Litvinjenko;
David Ross;
Jonathan Bower;
Kari Simpson;
Preston Manning;
Ryan Penn;
Scarlett Martyn;
Shawn Buckley, and
Ted Kuntz.

For fifteen months from September 9, 2022, until David Ross was voted off of the NCI Board and the CIC became a weapon against the NCI Board, there were no additions to the CIC membership.

Since December 13, 2023 the CIC directors have decided to add seven new members.

None of the seven new members are members of the NCI Board (although two are past members). No current members of the NCI Board that have joined since September 9, 2022 have been added as members of the CIC.

The new additions to the CIC voting membership are:

Ches Crosbie added December 19, 2023;
Dale Anderson added December 19, 2023;
Garrett Melee added January 29, 2024;
Josiah Martinoski added January 29, 2024;
Michelle Leduc Catlin added January 29, 2024;
Philippe Meloni added January 29, 2024, and
Jerry Manegre added February 5, 2024

Four of these are former contractors for the NCI that likely are now being paid by the CIC for services using funds belonging to the NCI. This creates a conflict of interest.

In my opinion, all seven of these new members will side with David Ross and Ches Crosbie in the management dispute with the NCI Board. Because of this I view these appointments as a clear tactic to prevail in the dispute with the NCI Board.

After 15 months of no members being added, the membership has been almost doubled with persons who support David Ross and Ches Crosbie.

See Attachment 12 as the source of this information.

4.7 While they were with the NCI David Ross and Preston Manning prevented us from preparing for more hearings

After the hearings concluded in May 2023, a Planning Committee was formed to determine if the NCI should continue holding hearings. The Planning Committee was unanimous in recommending that there should be future hearings. On June 12, 2023 this was communicated to the NCI Board by email, along with a list of restructuring items to address in order to hold more hearings.

As you are aware, David Ross controlled the NCI Board meeting agenda and although this was our most pressing issue to address, it kept getting put off. Refer to the Meeting Minutes for June 14, June 26, July 12, July 24, August 8, and August 21. You will see that the issue was continually put off. When it was finally discussed on August 21, the June 12, email items were still not on the agenda. Preston had been brought in and together Preston and Dave had the issue deflected again by saying we needed to set up a "Task Force" to look into the exact issue the Planning Committee had already dealt with in June. Prior to David Ross leaving the NCI on December 13, we had been prevented from planning for, let alone running future hearings.

We should be proud that since December 13, 2023, we have already organized for three sets of hearings in 2024. The one starting in May in Regina, and the B.C. and Ontario hearings. This has happened because we are no longer being internally blocked from holding hearings.

5. David Ross said he would take down the National Citizens Inquiry for political reasons

In early 2023, David Ross communicated to John Graff that David would take down the NCI for political reasons. Mr. Graff's notes of the conversation include:

[David Ross] The most important thing is to get Danielle Smith elected, NCI is not as important as keeping Notley out because she would destroy the economy of Alberta which is the driver of Canada.

None of us were aware that a year ago David Ross was willing to take down the NCI for a political purpose.

If David Ross was willing to take down the NCI a year ago for political reasons, is it difficult to believe he would take down the NCI today for political reasons?

6. The CIC claim they are “legally correct” is curious as they are relying on lawyer Michael Collins who has communicated in writing that the NCI Board runs the NCI and the CIC

My understanding is that the narrative by David Ross is that the CIC is legally correct and that we are basically the “illegal” rebels. This narrative is gaining ground. Anyone reading this Memo in its entirety will quickly see this narrative is false.

There is also some irony in the “legal authority” for the CIC’s claim being lawyer Michael Collins. *Michael Collins earlier made it clear to me that the NCI Board runs the NCI and the CIC.*

Michael Collins, Ches Crosbie and myself worked on drafting the Inquiry Rules.

On February 14, 2023, I sent an email to Michael Collins which included as an attachment a copy of the Rules with the changes made by me highlighted with red text. Some of these changes included:

The National Citizen's Inquiry ("Inquiry") is a citizen-led and citizen-funded initiative that is completely independent from government and operates without legal compulsion or coercion. *Legally, it is organized as a non-profit corporation with a Board of Directors to manage financial and compliance issues; however, the Inquiry is led by a Support Group [the NCI Board] and Commissioners.*

The Support Group [the NCI Board] is an all-volunteer citizen committee represented across Canada by Regional Subcommittees. Its role is primarily administrative and logistical. It drafted the Inquiry's Terms of Reference ("Terms of Reference") and these Rules of Practice and Procedure (the "Rules") and appointed the Commissioners. *The Support Group [the NCI Board] will continue in its role in running the administration of the Inquiry, and as necessary adjusting the Rules to ensure the Inquiry responds to the demands of Canadians to have a fair and inquiry. The Commissioners have the role, independent of the Support Group [the NCI Board] of running the Inquiry hearings, approaching all evidence with an open mind, and independently finding facts and making recommendations.*

2. *If the Commissioners believe a change in these Rules is necessary, they are to request the change in writing to the Support Group [the NCI Board]. During an actual*

hearing day, the Commissioners may deviate from a Rule as they deem necessary to ensure that the Inquiry is complete, fair and timely.

8. In these Rules,

"Support Group [the NCI Board]" means the collection of individuals forming the Support Group [NIC Board] which started and manages *both* the National Citizens' Inquiry *and* the non-profit corporation started for the management of National Citizens' Inquiry funds.

(emphasis added - colour in original)(Attachment 7).

In a February 14, 2023 email Michael Collins responded to the above changes as follows:

Hi All,

Sean's changes make sense and are well drafted.

It's good for the Support Group's [the NCI Board's] role to be in the open like this. It does differ from the "classic" public inquiry model, and to that extent may open you up to some political attacks about independence. But you are not hiding anything, and every possible course of action has some risks.

Regards,
Michael

(emphasis added)(Attachment 11).

There can be no confusion. Michael Collins was aware of the text in the Inquiry Rules making it clear that the NCI Board "manages *both* the National Citizens' Inquiry *and* the non-profit corporation started for the management of National Citizens' Inquiry funds." Michael Collins would have been aware of the other text making it clear that the NCI Board, and not the CIC was the governing mind.

Indeed, the CIC is not even mentioned by name in the Inquiry Rules. It is only mentioned as a non-profit organization the two times reproduced above.

How can a lawyer who has acknowledged in writing that the NCI Board is the controlling authority over the CIC credibly say the opposite, that the CIC is the controlling authority?

Having worked for the NCI Board on this very issue, I am also of the opinion that Michael Collins is in a conflict of interest which raises questions about the integrity of his new opinion.

7-A. The opinion of Michael Collins is flawed because there is no contract with the NCI Board

A fatal flaw in the opinion of Michael Collins is that a company can only have authority over a person if there is an enforceable contract between the company and the person. The

Emperor has no clothes.

For example, I have a company that operates my law practice. My company has no authority to compel the reader of this Memo to wear a baseball cap advertising my law office. The following actions *would not give my company authority over the reader*:

- me telling you that you must wear the hat;
- me telling you I am a director of the company so you must wear the hat;
- my lawyer sending a you demand letter commanding you to wear the hat and exclaiming the law demands it;
- the directors passing a resolution that you must wear the hat;
- the members changing the bylaws making it clear you must wear the hat.

The only way a company can get control over you is by a contract. The only way my company can compel you to wear a hat is if you contract with the company: you agree to wear the hat in exchange for getting paid to do so. ***A company only has authority over a person under a contract.***

There is no contract between the NCI Board members and the CIC. ***This alone tells you the new narrative that the CIC is in control is false.*** If the intention was to give the CIC any authority over the NCI Board or NCI Board members, there would have been a contract as a contract is the only way the CIC could get control over the NCI Board members.

There is no contract as there was no intention to give the CIC any say in the operation and management of the NCI.

Again, the only way a company has authority over a person is by way of a contract between the company and the person.

I would look forward to any legal authority Michael Collins can point to putting Canadian Citizens under the direction of a company without a contract between the company and the Citizens. There is no such contract between the NCI Board and the CIC. As demonstrated below, all documentation shows the CIC is controlled by the NCI Board.

7-B. The opinion of Michael Collins is flawed because he fails to acknowledge companies can be incorporated for limited purposes.

Michael Collins fails to acknowledge that groups, whether incorporated or not, can incorporate companies for limited purposes. The most common example is to manage buildings.

If a wealthy benefactor gave a building to the NCI Board so that we could use the rent to fund the NCI, we would likely have incorporated a company to own and manage the building for us, ***but not to manage the National Citizens Inquiry.*** Indeed, it would be odd to have a property management company managing a National Citizens Inquiry. But we would have put into the bylaws that we were setting up the company for the limited purpose of owning and managing the building on our behalf.

That is what we did with the CIC. To ensure there was no misunderstanding we put into the bylaws its limited purpose. We included that it was set up for the limited purpose of collecting and managing funds and other incidental matters for the NCI Board. That is why the bylaws include:

BACKGROUND

- The Corporation *was incorporated by the National Citizens' Inquiry Support Group [NCI Board] on September 9, 2022 for the purposes of holding and managing funds raised by and needed for the National Citizens' Inquiry, as well as other incidental legal liability, legislative, and, regulatory compliance matters.*

(Attachment 6).

8. We have to solve this, people are getting hurt

I have been volunteering full time since July 2022 because I want us to stop injecting children with the Covid-19 vaccines. I believe we are harming and killing our children. I saw the NCI as an initiative that could help. I had no idea that the NCI would be as successful as it was. Prior to the hostile political take down we were growing exponentially. We were getting 2000 **new** visitors to our website a day.

Since the take down, including:

- the taking of the NCI social media accounts, and
- sending emails looking like NCI emails causing mass confusion,

we have become ineffective. . David Ross and Ches Crosbie have never been involved in the day-to-day running of the NCI. Their taking of the social media accounts have taken those vital tools away from the volunteers that are involved in the day-to-day running of the NCI. ***You cannot convince me that this will not lead to children being vaccinated that we could have prevented. I am beside myself with grief over what is happening.*** We need to solve this as quickly as possible

If David Ross and Ches Crosbie do not want to participate in pushing the Commissioners' Report and having more hearings, they don't have to. There was no reason for them to take the NCI social media accounts after they were voted out of the NCI.

There is no reason for them to take control of funds donated to the NCI. The funds should be returned.

There should also be an independent audit of the finances. The fact that David Ross has not provided any financial statements since the October 2022 ones raises a concern. Ches Crosbie's December 15 email includes:

Efforts must be made to clean up the financial side, obviously.
(Attachment 10).

This also raises a red flag. Because of the trust put on us by the citizens funding the NCI it is imperative that there be an independent audit.

9. Reason for Memorandum

The majority us are original NCI Board members. As such we recall that the NCI Board set up the not-for-profit company, Citizens Inquiry Canada (the “CIC”), solely for the purpose of collecting and disbursing funds for the NCI Board. We recall that the CIC was to have no authority over the NCI Board or the National Citizens Inquiry. The NCI Board had all the authority to continue to set up and run the National Citizens Inquiry. The sole authority given by the NCI Board to the CIC was to collect and disburse funds for, and at the direction of, the NCI Board.

There are, however, some members of the NCI Board who joined the NCI Board after the CIC was formed. Setting out and attaching the documentation concerning the limited role of the CIC is needed in light of the current attempts by the CIC to take over the National Citizens Inquiry.

10. History of the NCI Board and the CIC - Initial documentation

The first meeting of what became the NCI Board was held on July 15, 2022. This meeting was the first between members from two different main groups that wanted to put on a citizen led inquiry. It was a feeling out meeting.

A second meeting was held on July 22, 2022. It was decided to draft terms of reference. Working on terms of reference led members from the two groups to form a single group called the Steering Committee. The first meeting where the Steering Committee started as a unified group with the original membership was July 29, 2022.

The “Steering Committee” changed it’s name on July 29, 2022 to the “Support Group” [the NCI Board]. The reason for the name change was to ensure it did not appear that the group running the NCI administration had control over the independent commissioners.

I am attaching the meeting minutes for the July 29, 2022 meeting. These minutes show how the NCI Board had set itself up to run, right down to quorum and voting. As of July 29, 2022, the NCI Board was an unincorporated association dedicated to setting up and running the National Citizens Inquiry.

The first mention of setting up a non-profit corporation to collect and disburse funds was at the August 11, 2022 NCI Board meeting. I am attaching the minutes of that meeting. These minutes include:

- Section J – Committee Role & Responsibilities amended to include establishing a not-for-profit entity *to receive and manage funds*
- **Inquiry Budget**
 - Members briefly discussing funding matters.
 - Suggested and agreed that a not-for-profit entity be established *to receive and manage the inquiry’s funds* / create a bank account.
 - David and Andrej to develop and propose to the Committee the necessary by-laws /corporate structure for said entity.

(emphasis added).

We needed to collect funds and realized we should set up a not-for-profit to do so. Now we

faced a management decision. Should we all become directors of the not-for-profit and continue the NCI project with the directors managing it. Or, should the NCI Board continue as the managing body, setting up the not-for-profit for the sole purpose of collecting and disbursing funds. For two reasons we decided to have the NCI Board continue as the managing body. First some of us were afraid to be publicly named as directors, a legal requirement for directors. We were still in the dark days. Second, we had an appearance problem. For example, Ted Kuntz was president of Vaccine Choice Canada. We worried that the media would mock us saying we could not put on an independent inquiry as we were biased.

Once we chose to continue to have the NCI Board as the governing body and the CIC limited to collecting and disbursing funds, *we were meticulous in documenting this so that there could be no future confusion.*

After we decided to have the NCI Board as the governing body, David Ross and Andrej Letvinjenko were tasked with putting our decision in writing as a written proposal for us to adopt at the next meeting. This was to correctly document our decision.

The next meeting was on August 24, 2022. I am attaching a copy of the meeting agenda. The agenda includes:

For Approval...

- **NCI Not-for-Profit - Proposed Corporate Structure**

Please see details in attached *proposal*

(emphasis added).

I am also attaching a copy of the “proposal”. It includes:

A. Purpose

As discussed by the Support Committee [NCI Board], a legal entity is required *to receive and manage the Inquiry's funds*. Furthermore, a central legal entity shall be better situated to hold and protect the Inquiry's intellectual property, as well as to provide liability protection to its members, volunteers, and participants.

It has been proposed that a not-for-profit (NFP) corporation be established to accomplish this objective.

The NFP would strictly act as a legal "organ" for the Inquiry and shall not be used as a decision making mechanism. The Support Committee [NCI Board] shall retain authority over all administrative, logistical, and financial matters, instructing the NFP's Board to action as needed (e.g., to release funds).

B. Proposed Name

The proposed name is "Citizens Inquiry Canada". A NUANS report has been generated and confirmed the name's availability.

D. Directors and Formal Roles

Per Section A above, *the NFP merely acts as a necessary legal "organ" and has no formal authority to make administrative, logistical, or financial decisions on the Inquiry's behalf.*

It is proposed that the NFP have the legally required minimum of three (3) directors. Specifically:

- Preston Manning (NFP Board Chair)
- Andrej Litvinjenko (NFP Board Secretary)
- David Ross (NFP Board Treasurer)

These three individuals shall be responsible for actioning the Support Committee's [NCI Board's] directions and otherwise ensuring that the NFP remains compliant with applicable laws.

These directors would be appointed by the Members set out in Section C above.

(emphasis added).

This proposal could not be more clear in setting out that the not-for-profit is to be set up solely to collect and disburse funds on behalf of the NCI Board. It could not be more clear that the not-for-profit, the CIC, was to take all of its direction from the NCI Board. It accurately set out the decision we made at the prior meeting. David Ross and Andrej Letvinjenko accurately recorded the decision in this proposal which they drafted to accurately set out the management decision.

I am attaching the minutes from the August 24, 2022 NCI Board meeting. At that meeting, the "proposal" was adopted without any changes. The minutes include:

6. NCI Legal Entity - Corporate Structure

- Members agreed *to proposal* to create federal NFP corporation and for Directors to be Preston (Chair), Andrej (Secretary), and David (Treasurer)

(emphasis added).

There was full attendance at the August 24, 2022 meeting, including the attendance of David Ross and Andrej Litvinjenko.

So that there is no confusion that David Ross and Andrej Litvinjenko drafted the proposal, refer to the August 11, 2022 NCI Board meeting minutes which include:

David and Andrej to develop and propose to the Committee the necessary by-laws /corporate structure for said entity.

For clarity, the NCI Board set up the CIC according to the "proposal" which makes it clear the CIC has no authority over the NCI Board or the running of the NCI. Rather the CIC is to take all direction from the NCI Board.

11. History of the NCI Board and the CIC - Incorporation documents

Following the "proposal" adopted by the NCI Board on August 24, 2022, the CIC was incorporated on September 9, 2022. I am attaching a copy of the Directors' Resolution and the

Members' Resolution adopting the bylaws for the CIC. Included in these documents are:

BACKGROUND

- The Corporation *was incorporated by the National Citizens' Inquiry Support Group [NCI Board] on September 9, 2022 for the purposes of holding and managing funds raised by and needed for the National Citizens' Inquiry*, as well as other incidental legal liability, legislative, and, regulatory compliance matters.
- *As agreed upon by the Support Group [NCI Board]*, the Corporation's initial directors shall be Andrej Litvinjenko, David Ross, and Preston Manning. Similarly, the Corporation's membership shall consist of the Support Group's [NCI Board's] membership as of September 9, 2022...
- The Corporation requires a standard By-Law enacted to facilitate good governance. The proposed By-Law has already been reviewed and unanimously approved-in-principle *by the Support Group [NCI Board]*.

DUE DILIGENCE AND CONSULTATIONS

The Corporation's corporate structure, purpose, and constating documents have been discussed, reviewed, and *unanimously approved-in-principle by the Support Group [NCI Board]*.

(emphasis added).

David Ross and Andrej Litvinjenko signed two separate resolutions with the above text.

The resolutions did not require the above background information to be included. That information was added *to deliberately document that the NCI Board and not the CIC was in charge of the NCI*.

12. History of the NCI Board and the CIC - NCI Board Minutes

Prior to December 13, 2023, all members of the NCI Board, including David Ross and Andrej Litvinjenko always followed the adopted "proposal". Ches Crosbie who joined the NCI Board after the CIC was incorporated also followed the "proposal".

In other words for the entire history of the National Citizens Inquiry prior to December 13, 2023, it was clear that:

- the NCI Board was the authority in running the NCI, and
- the CIC was restricted to receiving and disbursing funds at the direction of the NCI Board.

All of the NCI Board minutes from meetings after August 24, 2022 to December 13, 2023 will be in line with this. They show that *all management decisions have been made by the NCI Board*.

The sole exception is when the NCI Board agreed on one occasion that the CIC Directors could decide how to exclude a specific individual from the NCI Board. The decision was to have the

NCI Board members vote on the issue by email.

You can review all of the NCI Board minutes which confirm this.

13. History of the NCI Board and the CIC - Inquiry Rules

The National Citizen Inquiry Rules are on the National Citizens Inquiry website for public review. The Rules govern the conduct of the National Citizens Inquiry.

The Rules include:

Introduction

The National Citizen's Inquiry ("Inquiry") is a citizen-led and citizen-funded initiative that is completely independent from government and operates without legal compulsion or coercion. *Legally, it is organized as a non-profit corporation with a Board of Directors to manage financial and compliance issues; however, the Inquiry is led by a Support Group [NCI Board] and Commissioners.*

The Support Group [NCI Board] is an all-volunteer citizen committee represented across Canada by Regional Subcommittees. Its role is primarily administrative and logistical. It drafted the Inquiry's Terms of Reference ("Terms of Reference") and these Rules of Practice and Procedure (the "Rules") and appointed the Commissioners. *The Support Group [NCI Board] will continue in its role in running the administration of the Inquiry, and as necessary adjusting the Rules to ensure the Inquiry responds to the demands of Canadians to have a fair inquiry. The Commissioners have the role, independent of the Support Group [NCI Board] of running the Inquiry hearings, approaching all evidence with an open mind, and independently finding facts and making recommendations.*

8. In these Rules,

- "Support Group" [NCI Board] means the collection of individuals forming the Support Group [NCI Board] *which started and manages both the National Citizens' Inquiry and the non-profit corporation started for the management of National Citizens' Inquiry funds.*

(emphasis added).

The Inquiry Rules make it clear that the NCI Board manages **both** the National Citizens inquiry **and** the non-profit corporation (the CIC) started for the management of National Citizen Inquiry funds.

The CIC is not even mentioned by name in the Inquiry Rules. It is only mentioned as a non-profit organization the two times reproduced above.

It should be noted that both Ches Crosbie and Andrej Litvinjenko participated in the drafting of the Rules. I am attaching a February 14, 2023 email going to both Ches Crosbie and Andrej Litvinjenko asking for comments on a draft of the Rules including changes to include the text

reproduced above. The draft Rules are attached to the email. This is one of two emails sent to Ches Crosbie and Andrej Litvinjenko on February 14, 2023, with the above text set out in red in the attached draft.

Both Ches Crosbie and Andrej Litvinjenko knew full well that the Rules included the text reproduced above as they participated in the drafting of the Rules.

The March 6, 2023 NCI Board Minutes include:

- d. Commission Rules: A final version was shared with the SG, Commissioners, Regional Teams and posted online.

The NCI Board deferred to the Legal Committee for the text of the Rules. But the NCI Board read the Rules, including the text set out above. No objections were raised.

My understanding is that David Ross sent the Rules to the regional sub-committees as authoritative and binding.

14. History of the NCI Board and the CIC - Operational History

I was more involved in the setting up and running of the NCI up to the end of the hearings than any other single person. I was on the Administrative Committee which was tasked with keeping track of all operational aspects of the NCI. I set up and directly managed many of the operational aspects of the NCI.

I have never been given a single direction at any time from a person acting as a director for the CIC or from the CIC. I only took direction from the NCI Board.

Because I was an original NCI Board member and knew of the history set out above, I would have refused any direction from the CIC had it occurred (which it did not).

The idea that the CIC has any operational authority over the NCI Board or the NCI is inconsistent with the operational history of the National Citizens Inquiry.

15. History of the NCI Board and the CIC - David Ross December 15, 2023 and December 17, 2023 emails - transferring the website

At the April 11, 2023 NCI Board meeting David Ross replaced Preston Manning as chair of the NCI Board.

David Ross served as chair of the NCI Board from April 11, 2023 until he was voted off of the NCI Board on December 13, 2023. Ted Kuntz became the new chair of the NCI Board on December 13, 2023.

On December 15, 2023, two days after he was voted off of the NCI Board David Ross sent an email to Ches Crosbie and Ted Kuntz. I am attaching a copy of the email. The email includes:

Fourthly, and this also is essential to a proper legal transition to a new structure for NCI/CEC by the time our initial Annual General Meeting is required to be held on or about Feb 22, 2024, *would you please make it an urgent priority for the SG [NCI Board] to confirm the appointment of Andrej Letvinjenko and TAAG Law as NCI's*

corporate lawyers to guide the needed restructuring? I believe that Andrej and I are the only two in the entire organization who have intimate knowledge of our organization's setup, and currently identified gaps that need urgent attention. This was on our last SG agenda but we didn't get that far.

(emphasis added)(Attachment 8).

The annual general meeting is referring to the CIC annual general meeting. David Ross is asking the NCI Board to appoint counsel for the CIC. This is consistent with the entire history of the National Citizens Inquiry where the NCI Board was the guiding body for all decisions, including for things such as the appointment of counsel for the CIC.

This email is inconsistent with David Ross' new assertion that the CIC has all authority over the NCI Board.

On December 17, 2023, David Ross sent an email to Ryan and Ted Kuntz. This email included:

Hi again gentlemen. Just thinking further about this, and especially Ryan's latest email. To be clear, I am NOT ok with my financial and personal identity remaining in place in any way, shape or form for NCI operations *if I am not in operating management (which I am now already not in operating management)*. So, I think that Ted needs his own Infomaniak account so that mine can be closed (by you Ryan; I didn't have the technical smarts to open it, and I haven't gained them to close it!). Ryan, we would need you to supervise and execute all this so that nothing goes awry on transfer. Thanks both for your anticipated cooperation in this; my best to you both, Dave.

(emphasis added)(Attachment 9).

At the time of this email, David Ross is the Chair of the CIC Board. His saying:

...if I am not in operation management (which I am now already not in operational management)..

is inconsistent with David Ross' new assertion that the CIC has all operational authority. This could not be more clear.

The real smoking gun is David Ross transferring ownership of the website to Ted Kuntz.

When David Ross was voted off of the NCI Board the ownership of the website, nationalcitizensinquiry.ca was in his personal name. A few days later he transferred ownership of the website to the new NCI Board Chair, Ted Kuntz. At the time David Ross was a director of the CIC.

This transferring of the website cannot be reconciled with the assertion that the CIC and not the NCI Board runs the NCI. Actions speak louder than words.

16. There is no documentation to support the new claims by the CIC directors that the CIC and not the NCI Board run the National Citizens Inquiry

After the December 15, 2023 email from David Ross referenced above, some of the directors of the CIC began communicating the "new idea" that it is the CIC and not the NCI Board that has operational authority over the National Citizens Inquiry. The directors making this claim are David Ross, Ches Crosbie as regular directors and Andrej Litvinjenko as a director emeritus. I

am not sure what a director emeritus is as there is no provision for such director in the CIC bylaws we were sent by David Ross, or which can be obtained online.

Other than verbal and email communications from the Directors of the CIC *after* David Ross was voted off of the NCI Board on December 13, 2023, I can find no documents to support this “new idea”. If any of you are aware of any documents prior to December 13, 2023 asserting this new claim, please forward them to me so that I can update this Memo.

17. All of the documents and practice prior to the December 13 removal of David Ross from the National Citizens Inquiry are inconsistent with the new position taken by some of the directors of the CIC.

Ches Crosbie, David Ross and Andrej Litvinjenko have pushed this “new idea” that the CIC runs the NCI. One or all of them have convinced our social media contractor, Garrett Melee, to break with the NCI Board.

Email addresses were collected on the NCI website. Consents to receive emails were given on that site always operated by the NCI Board. Indeed, the Inquiry Rules include:

8. In these Rules...

Commission website means the website of the National Citizens Inquiry or any other website set up by the Support Group [NCI Board] as the Commission website.

For the record the only website has been nationalcitizensinquiry.ca. It is illegal to copy the NCI emails and send them from an email account that is not linked to nationalcitizensinquiry.ca. Yet David Ross and Ches Crosbie are now sending emails looking like NCI emails from our email list.

As a consequence the National Citizens Inquiry is facing:

- the loss of all of our original social media accounts. These accounts were funded by citizens donating to the National Citizens Inquiry. Those donations paid for Garrett Melee’s wages to post on social media. Those donations provided funds for pushing the accounts on social media. The accounts belong to the National Citizens Inquiry. Control of them should be returned by Garrett Melee to the NCI Board;
- messaging by Ches Crosbie and Garrett Melee on the original social media accounts that are inconsistent both with our former messaging and with proper messaging for an independent inquiry;
- Ches Crosbie and Garrett Melee putting out messages as if they are the National Citizens Inquiry when they are no longer connected to the National Citizens Inquiry in any way (the NCI Board having relieved them of all duties and titles);
- the public being confused and angered by two groups sending emails on the NCI email list;
- loss of the funds donated to the National Citizens Inquiry that the NCI Board trusted the directors of the CIC to manage.

The documentation set out above and attached to this Memorandum are so clear that it is not necessary for me to offer an opinion (legal or otherwise) on the merits of the “new claim”.

What is the most striking, is that the three directors advancing their “new idea” were so heavily involved in establishing that it was the NCI Board that had all authority over the CIC, not the other way around (as they are now asserting).

I think we should share this Memorandum with the public so that they can make up their own minds.

Attachments

1. July 29, 2022 NCI Board Minutes.
2. August 11, 2022 NCI Board Minutes.
3. August 24, 2022 NCI Board Agenda.
4. August 18, 2022 Not-for-profit proposal adopted by the NCI Board on August 24, 2022.
5. August 24, 2022 NCI Board Minutes.
6. Approval of Corporate Bylaws Documents.
7. February 14, 2023 Email on Rules and Draft Rules.
8. December 15, 2023 Email from David Ross.
9. December 17, 2023 Email from David Ross.
10. December 19, 2023 Email from Ches Crosbie.
11. February 14, 2023 Email from Michael Collins.
12. Agenda for March 1, 2024 CIC Members’ Meeting.