

From: [REDACTED]
Subject: Fwd: Proposed Motions - Citizens Inquiry Canada AGM
Date: February 18, 2024 at 3:15 PM
To: [REDACTED]

----- Forwarded message from "Ted Kuntz" <[REDACTED]>-----

Date: 18/02/2024 at 12:37 PM

Subject: Proposed Motions - Citizens Inquiry Canada AGM

To: David Ross <[REDACTED]>

Cc: Andrej Litvinjenko <[REDACTED]>, Ches Crosbie <[REDACTED]>, Dale

Andersson <[REDACTED]>, "K.S." <[REDACTED]>

"[REDACTED]@prestonmanning.ca" <[REDACTED]>, Ryan Penn

<[REDACTED]>, Scarlett Martyn <[REDACTED]>, Shawn Buckley

<[REDACTED]>, Garrett <[REDACTED]>, Josiah Martinoski

<[REDACTED]>, Michelle Leduc Catlin <[REDACTED]>

Philippe Meloni net <[REDACTED]>, Jerry Manegre <[REDACTED]>, Brian Peckford

<[REDACTED]>, maxcaers <[REDACTED]>, Jonathan Bower

<[REDACTED]>

Dear Founding and Recently Added Members of Citizens Inquiry Canada

I'm writing to provide information to serve as the basis for motions I request be added to the AGM scheduled for March 1, 2024.

I do so as I trust that all of us care passionately about preserving the integrity of **Citizens Inquiry Canada (CIC)**, and by association, the **National Citizens Inquiry (NCI)**.

Additional Motions

Motion #1: Call for an independent review of the funds received and disbursed by Citizens Inquiry Canada (CIC) on behalf of the National Citizens Inquiry (NCI).

What the recently added members of the CIC may not be aware of is that the CIC has failed to provide written financial statements to either the membership of the CIC or the NCI Support Group since October 2022.

Further, that a formal request was made to David Ross, CIC Treasurer on January 12, 2024 from myself as Chair, National Citizens Inquiry to provide financial and administrative records of the activities of the CIC to the NCI Support Group within five business days. As of this date no financial or administrative records have been received.

The failure of CIC to honour its corporate obligations to the National Citizens Inquiry

undermines the integrity of both the CIC and the NCI.

I suggest that the only way to restore confidence in the handling of the finances by the CIC is to have an independent review of the finances.

Motion #2: The CIC to transfer all funds held by the CIC on behalf of the National Citizens Inquiry as of January 29, 2024 to the National Citizens Inquiry corporation.

What the recently added members of the CIC may not be aware of is that formal notice was delivered to CIC directors David Ross, Ches Crosby, Preston Manning and Andrej Litvinjenko on January 29, 2024 from myself as Chair, National Citizens Inquiry informing them that the services of Citizens Inquiry Canada were no longer required. (Full letter attached)

As the services of the CIC are no longer required, the following requests were made:

- Cease and desist representing yourselves as spokespersons and/or representatives of the National Citizens Inquiry
- Cease and desist the use of the NCI logo
- Cease and desist use of NCI social media and email accounts
- Release all access codes to NCI social media and email accounts to the NCI Support Group
- Cease incurring any expenses on behalf of the NCI and the spending of NCI donor funds
- Confirmation of complying with the above by February 1, 2023

As the services of the CIC are no longer required by the National Citizens Inquiry, all funds retained as of January 29, 2024 should rightfully be returned to the National Citizens Inquiry as these funds were donated by donors for the purpose of the NCI and not the CIC.

To facilitate the transfer of funds, the NCI Support Group has incorporated a new not-for-profit corporation under the title National Citizens Inquiry. This corporation is Federally registered and its mandate is to continue the work of citizen led, citizen funded inquiries. As such, it is the most appropriate organization to honour the wishes of donors.

Motion #3: Future of Citizens Inquiry Canada – Of note, by its absence, is consideration to bringing closure to the CIC given its intended purpose is no longer relevant. I suggest the following motion –

Whereas the intention of Citizens Inquiry Canada was solely to receive and disburse funds in support of the National Citizens Inquiry, and whereas this function is no longer required, that Citizens Inquiry Canada cease operations as of March 1, 2024 and transfer

all remaining funds to the National Citizens Inquiry corporation.

Proposed Motions that Undermine the Authority of the CIC Membership

There are a number of motions proposed for the CIC AGM which undermine the authority of the CIC membership and thus the integrity of the CIC. These include:

Agenda Item #5 - changes the number of members needed to have quorum from **66%** of the membership to **20%**. To permit as few as 3 individuals to decide the matters of the CIC undermines the authority of the CIC membership.

Agenda Item #7 - to elect David Ross, Ches Crosbie and Phillippe Meloni as directors, and decline to elect any other directors at this meeting. This motion unnecessarily restricts the CIC membership from deciding and contributing to the directorship of the CIC. The membership ought to have the option to select additional directors.

Agenda Item #9 – changes the authority to suspend or expel a member of the Corporation from “a meeting of the whole membership” to the three individuals proposed as directors - David Ross, Ches Crosbie and Phillippe Meloni. The decision to suspend or expel a member is too serious to be held within a small subset of the CIC membership. This motion also allows David Ross to participate in discipline at a time when his own actions are under review.

Agenda Item #10 – to permit individuals assigned the title of ‘Director Emeritus’ by the CIC directors to attend and vote at CIC director meetings. This action intentionally violates the legal requirement that all voting directors of a corporation be publicly named.

Other Matters of Concern

Muting of AGM Participants - The notice of the AGM from David Ross states: “To facilitate an orderly meeting all participants will be muted unless they are speaking at the invitation of the Chair.” This is an unnecessary and highly inappropriate action for a group of this size and undermines the ability of the membership to speak freely and not have their voices muted by the Chair. I suggest - Ask all participants to have their microphones muted unless recognized by the Chair. The Chair will not unreasonably withhold recognition and participants will be recognized in the order they raise their hand.

Recent Addition of CIC Members – The governance structure of the CIC was to mirror the founding members of the NCI Support Group. This structure enabled the founding members of the NCI to maintain a high level of control over the actions of the CIC. The appointment of new CIC members without any discussion or consideration of the wishes of the NCI Support Group undermines the intended governance structure of the CIC to protect the NCI. Adding members who are under contract is a clear financial conflict of interest. Further, members of the NCI Support Group who should have been added due to their current membership with the NCI Support Group have not been added. These include Teresa Buckley and John Graff

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Each of these proposed motions and actions undermine the transparency of the CIC and creates the very structures that we abhor in our governments – the centralization of power, the weakening of the authority and responsibility of governance of individual citizens, and inherent conflicts of interest.

Motions that Exceed the Authority of the CIC

Agenda Item #8 – to amend the articles of Incorporation to restrict “further hearings involving sworn testimony taken before Commissioners”. This motion is outside of the authority of the CIC. The AGM is to decide the future of the CIC corporation and not the matter of further hearings or additional inquiries.

The CIC continues to misrepresent the authority assigned to them by the NCI Support Group, namely -

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 shall retain authority over all administrative, logistical, and financial matters, instructing the NFP's Board to action as needed (e.g., to release funds).**

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.**

In the "Background" section of the corporate bylaws it clearly articulates the purpose for incorporating the not-for-profit as solely to collect and disburse funds on behalf of the NCI. This "Background" includes:

The Corporation was incorporated by the National Citizens' Inquiry Support Group 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.

We have prepared a document which outlines the history and intention of the Support Group in setting up the CIC. I suggest it is your fiduciary duty as a member of Citizens Inquiry Canada to read it. You can download a copy here: <https://nationalcitizensinquiry.ca/wp-content/uploads/2024/02/Feb-3-Memorandum-to-Support-Group-concerning-the-CIC.pdf>

This is not an exhaustive list of concerns but rather the more egregious concerns which I felt need to be brought to the attention of the membership of CIC.

Each of these motions have serious governance implications that undermines the integrity and

transparency of the CIC.

It is my expectation that members will take these concerns seriously and act accordingly.

I formally request that the above three motions be added to the agenda of the CIC AGM.

Sincerely,

Ted Kuntz, Member

Citizens Inquiry Canada

Chair, National Citizens Inquiry

28 - February 7 2024 Email of David Ross.pdf



AGM24NoticeAgendav2 .pdf



Attachment(1).html



Attachment(2).html



Attachment(3).html



Attachment(4).html



Letter of Termination to CIC Directors.pdf
274 KB



Letter to CIC Members2.docx
22 KB



Letter to CIC Members

Dear Founding and Recently Added Members of Citizens Inquiry Canada

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We have prepared a document which outlines the history and intention of the Support Group in setting up the CIC. I suggest it is your fiduciary duty as a member of Citizens Inquiry Canada to read it. You can download a copy here: <https://nationalcitizensinquiry.ca/wp-content/uploads/2024/02/Feb-3-Memorandum-to-Support-Group-concerning-the-CIC.pdf>

This is not an exhaustive list of concerns but rather the more egregious concerns which I felt needed to be brought to the attention of the membership of CIC. Each of these motions have serious governance implications that undermines the integrity and transparency of the CIC. It is my expectation that members will take these concerns seriously and act accordingly.

I formally request that the above three motions be added to the agenda of the CIC AGM.

Sincerely,
Ted Kuntz, Member
Citizens Inquiry Canada
Chair, National Citizens Inquiry

Attachments:

- Letter of formal termination of services



January 29, 2024

To the Attention of:

Ches Crosbie, Chair
David Ross, Treasurer

Dear Ches and David

I am writing in my capacity as Chairman of the National Citizens Inquiry Support Group to you in your capacity as Directors of Citizens Inquiry Canada (CIC), a corporation formulated at the direction of the NCI Support Group.

It is apparent that the directors of the CIC corporation have lost clarity on the purpose of the CIC being established, that is solely to receive and distribute the funds donated to the National Citizens Inquiry and other *“incidental legal liability, legislative, and, regulatory compliance matters.”*

After much consideration it is the decision of the NCI Support Group that we have lost confidence in the integrity, transparency, and intention of the CIC and its directors.

This letter is to inform you that the NCI Support Group has unanimously decided and affirmed that the services of Citizens Inquiry Canada are no longer required as of this date.

The many reasons for this decision include:

- The clear intent of the CIC directors to enact a hostile take-over of the NCI as evidenced by the letter from lawyer Michael Collins of January 10, 2024 purporting that the decision on the future of the NCI is under the authority of Citizens Inquiry Canada.
- The sudden and surprising unwillingness of the CIC directors to respect the decisions of the NCI Support Group as evidenced by:
 - o On December 19, 2023 CIC Chair Ches Crosbie questioning the authority of the NCI Support Group to make decisions and the unwillingness of the CIC directors to take direction pertaining to the management, operations and future of the

NCI, and other management and governance decisions as may be necessary for the ongoing operation of the NCI.

- Notices sent by the CIC directors to Garrett Melee, Josiah Martinoski and Don Buckley to unlawfully withhold access codes to our social media, email, and streaming accounts, and to disregard the direction of the NCI Support Group.
- The failure of CIC to provide financial and administrative records of the activities of the CIC to the NCI Support Group as requested of David Ross on January 12, 2024
- The intentional deceitful conduct of the CIC about the involvement of Preston Manning and Andrej Litvinjenko as is evidenced by the unapproved appointment of Preston Manning and Andrej Litvinjenko as “Director Emeritus”, titles and authority not in alignment with the bylaws of the CIC, and their continued involvement in CIC/NCI matters, actions at odds with public statements.
- The unapproved appointment of Dale Anderson as a member of the CIC.
- The posting of unapproved and inappropriate social media postings that undermine the integrity and non-partisan nature of the NCI.
- The hosting of a live discussion with Bruce Parry and Michelle Leduc Caitlin without the approval of the NCI Support Group.
- The fraudulent representation as the National Citizens Inquiry even after your removal from the NCI Support Group.

Your conduct in directing the withholding pertinent information from the Support Group for the National Citizens Inquiry is detrimental to continuing the important work of the National Citizens Inquiry and contrary to the purpose of the CIC corporation, and contrary to the expectation of thousands of donors to the National Citizens Inquiry.

Given that the services of Citizens Inquiry Canada are no longer required, we demand the following:

- Cease and desist representing yourselves as spokespersons and/or representatives of the National Citizens Inquiry
- Cease and desist the use of the NCI logo
- Cease and desist use of NCI social media and email accounts
- Release all access codes to NCI social media and email accounts to the NCI Support Group including:
 - Twitter– [X.com](https://twitter.com/Inquiry_Canada) – https://twitter.com/Inquiry_Canada
 - Facebook – <https://www.facebook.com/NationalCitizensInquiry>
 - Rumble – <https://rumble.com/user/NationalCitizensInquiryCA>
 - YouTube – <https://www.youtube.com/@citizensinquiry>

- TikTok – <https://www.tiktok.com/@inquirycanada>
 - Instagram – https://www.instagram.com/national_citizens_inquiry/
 - GiveSendGo – <https://www.givesendgo.com/G9SF8>
- Cease incurring any expenses on behalf of the NCI and the spending of NCI donor funds

A formal request will be presented to the members of the CIC at the upcoming CIC AGM to provide a full accounting of all funds received and disbursed on behalf of the NCI.

Further, a formal request will be presented to the members of the CIC that all remaining donor funds held by the CIC be transferred to the National Citizens Inquiry, a Federal not-for-profit corporation whose mandate is to support the ongoing efforts of the NCI.

We require confirmation of your complying with the above demands by February 1.

Failure to respond or to comply will necessitate further action to protect the integrity and accountability of the NCI.

Sincerely,

Ted Kuntz, Chairman
National Citizens Inquiry Support Group

Chair, National Citizens Inquiry

Cc.

Andrej Litvinjenko and Preston Manning have been copied in this letter as, in spite of public statements of their having resigned from the Board of Directors of the CIC, they appear to be actively participating in the ongoing decisions of the CIC.

Subject: Notice & Agenda for 1st Annual General Meeting of Citizens Inquiry Canada o/a National Citizens Inquiry - Fri March 1st - 1pm EST

From: David Ross <[REDACTED]>

Date: 07/02/2024, 6:56 p.m.

To: Andrej Litvinjenko <[REDACTED]>, Ches Crosbie <[REDACTED]>, Dale Andersson <[REDACTED]>, Jonathan Bower <[REDACTED]> "K.S," <[REDACTED]>, Preston Manning <[REDACTED]>, Ryan Penn <[REDACTED]>, Scarlett Martyn <[REDACTED]>, Shawn Buckley <[REDACTED]>, Ted Kuntz <[REDACTED]>, Garrett Melee <[REDACTED]>, Josiah Martinoski <[REDACTED]>, Michelle Leduc Catlin <[REDACTED]>, Philippe Meloni net <[REDACTED]>, Jerry Manegre <[REDACTED]>, Michael Collins <[REDACTED]>

Dear Member of Citizens Inquiry Canada o/a National Citizens Inquiry

Find attached the notice and agenda for our first annual general meeting of the members to be held on Friday March 1, 2024 by zoom at 1pm EST. The zoom link is included within the meeting document. It isn't a live link there, but you should be able to copy and paste and all should be good. I will plan to send it again in a reminder email shortly before the meeting, and it will be a live link there. The financial statements are being updated by our bookkeeper, and they will be issued with the reminder email with the live zoom link.

Should you have any questions or concerns regarding this information package and/or proposed agenda, kindly advise Michael Collins, our corporate attorney and me without delay. This will enable us to ensure that all foreseeable concerns are addressed in writing as far in advance of the meeting as possible so that the meeting can be conducted efficiently. Mr. Collins has been invited to attend our AGM to ensure that all our members are fully informed regarding the laws applicable to our corporation, and he will be assisting with responses to any concerns in advance of the meeting.

Kindly take note that to facilitate an orderly meeting, all participants will muted unless they are speaking at the invitation of the Chair.

I ask that each and every one of you do your best to attend our AGM, as the future of the National Citizens Inquiry is, I humbly submit, of great importance to our nation and our fellow citizens. My thanks to each and every one of you for your work to make NCI all that it can and should be. Most sincerely,

Dave

David Ross FCPA FCA
Director, Chair & Treasurer
Citizens Inquiry Corporation o/a National Citizens Inquiry
C [REDACTED]

— Attachments: —

AGM3124NoticeAgendav2 .pdf

225 KB

Citizens Inquiry Canada o/a National Citizens Inquiry
Notice & Agenda for First Annual General Meeting of the Members

To be Held via Zoom on Friday March 1st, 2024, at 1:00 O'clock pm EST

AGENDA ITEM	PAGE
0 – Zoom Link:	2-3
1 – Call to Order by the Chair	
2 – Appointment of Meeting Secretary & Scrutineer	
3 - Member Roll & Quorum / Officers Register	4-5
4 - Adoption of Agenda	
5 – Member Vote: Revision of Quorum Requirement	6
6 - Financial Statements for FYE Aug 31, 2023 & Q1 ending Nov 30, 2023	To follow in advance of meeting
Member Vote: Adoption of Financial Statements	
7 – Member Vote: Election of Directors	6
8 – Member Vote: Purpose of the Corporation	7-8
9 - Member Vote: Discipline	8-9
10 – Member Vote: Modification of Directors Emeritus	9-10
11 – Other business	
12 – Conclusion	

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Meeting ID: [REDACTED]

Passcode: [REDACTED]

Find your local number: <https://us06web.zoom.us> [REDACTED]

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MEMBER ROLL – Citizens Inquiry Canada o/a National Citizens Inquiry

Feb 7, 2024

Agenda Item # 3

Member Name	Date of Membership	Date of Termination / Resignation
Andrej Litvinjenko	September 9, 2022	-
Brian Peckford	September 9, 2022	October 14, 2022
Chesley Crosbie	December 19, 2023	-
David Ross	September 9, 2022	-
Dale Andersson	December 19, 2023	-
Jonathan Bower	September 9, 2022	-
Kari Simpson	September 9, 2022	-
Max Daigle	September 9, 2022	February 3, 2023
Preston Manning	September 9, 2022	-
Ryan Penn	September 9, 2022	-
Scarlett Martyn	September 9, 2022	-
Shawn Buckley	September 9, 2022	-
Ted Kuntz	September 9, 2022	-
Garrett Melee	January 29, 2024	-
Josiah Martinoski	January 29, 2024	-

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Agenda Item # 3 concluded

Michelle Leduc Catlin	January 29, 2024	-
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Philippe Meloni	January 29, 2024	-
Jerry Manegre	February 5, 2024	-

Officer Name (Role)	Date of Appointment	Date of Termination / Resignation
Andrej Litvinjenko (Secretary)	September 9, 2022	February 2, 2023
Chesley Crosbie (Chair)	February 2, 2023	February 5, 2024
David Ross (Treasurer)	September 9, 2022	-
Preston Manning (Chair)	September 9, 2022	February 2, 2023
Chesley Crosbie (Executive Director)	February 5, 2024	-
David Ross (Chair)	February 5, 2024	-

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Agenda Item # 5

Members' Resolution (Quorum)

WHEREAS By-Law No. 1, s. 4.03 provides that a quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be two-thirds (2/3) of the members entitled to vote at the meeting;

AND WHEREAS a high quorum requirement may make it difficult to conduct the Company's business in the coming years;

NOW THEREFORE, the organization does hereby:

1. Amend By-Law No. 1 to repeal s. 4.03 and replace its text with the following:

4.03 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 20% of the members entitled to vote at the meeting.

Agenda Item # 7

Members' Resolution (Vote – Election of Directors)

WHEREAS the Corporation may have a minimum of one and a maximum of ten directors;

AND WHEREAS three directors is the appropriate size of the Board in the currently existing circumstances;

NOW THEREFORE, the organization does hereby:

1. Elect David Ross, Ches Crosbie, and Philippe Meloni as directors of the Corporation,
and
2. Decline to elect any other directors at this meeting.

Agenda Item # 8**Members Resolution (Purpose of the Corporation)**

WHEREAS the National Citizens Inquiry hearings have been completed and the Commissioners have issued their report

AND WHEREAS some members of the Corporation wish to pursue similar work through a different corporate vehicle;

AND WHEREAS the members of the Corporation now wish to refine the Corporation's purpose and to amend its articles to reflect the new purpose;

NOW THEREFORE, the organization does by special resolution of the members declare:

1. That the articles of the Corporation be amended to remove the current Statement of the purpose of the corporation and replace it with the following:

The purpose of the corporation shall be to protect, preserve access to and promote public awareness of the hearings which the Commissioners held across Canada during 2023, which hearings investigated the governmental responses in Canada to COVID-19, and to protect, preserve access to and promote public awareness of the reports published by the National Citizens Inquiry, and the associated work product and resulting recommendations, as an essential part of the history, heritage and legacy of Canada.

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.

2. New content may from time to time, be created for social media, promotional and educational purposes, in the nature of interviews, round tables or other formats, the purpose of which is to promote awareness of, elaborate or update the subject matters addressed by witnesses during the hearings, or otherwise set out in the terms of reference. The corporation may also engage in knowledge transfer to citizen-led or other bodies with similar purposes in Canada or abroad. The spokespeople for new content shall be persons who were witnesses at the hearings or who had a substantial connection to the hearings.

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Agenda Item # 8 (concluded)

3.Promotion of awareness through the creation of new content, will cease within three years of the date of adoption of this resolution, and the purpose to promote awareness as stated in this resolution, shall be deemed accomplished by this corporation, and the responsibility for protection and preservation of access will be transitioned to a purpose trust or other suitable legal entity.

Agenda Item # 9

Members' Resolution (Discipline)

WHEREAS on February 5, 2024, the Corporation's Board passed the attached Resolution amending By-Law No. 1;

AND WHEREAS any by-law amendments made by the Board must be submitted to the members at the next meeting of members for confirmation;

NOW THEREFORE, the organization does hereby:

1. Confirm the February 5, 2024 amending resolution.

Attachment: Directors' Amending Resolution

RESOLUTION OF THE BOARD OF DIRECTORS

February 5, 2024

WHEREAS By-law 1, s. 3.03 requires a special resolution of the members to suspend or expel a member of the Corporation;

AND WHEREAS a meeting of the whole membership is not an appropriate occasion to treat serious allegations with the discretion, fairness, and thoroughness they deserve;

AND WHEREAS Corporation Canada's model by-law for not-for-profit corporations provides a better model for handling such matters;

NOW THEREFORE, the organization does hereby:

1. Amend By-Law No. 1 to repeal s. 3.03 and replace its text with the following:

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Agenda Item # 9 (concluded)

3.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

Agenda Item # 10

Members' Resolution (Emeritus)

WHEREAS on February 9, 2023, the Corporation's Board passed the attached Resolution amending By-Law No. 1;

AND WHEREAS any by-law amendments made by the Board must be submitted to the members at the next meeting of members for confirmation;

AND WHEREAS it is an accepted practice to authorize emeritus directors to receive notice of and attend Board meetings, but less clear that emeritus directors can or should be entitled to vote at Board meetings;

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Agenda Item # 10 (concluded)

NOW THEREFORE, the organization does hereby:

1. Confirm the February 9, 2023 amending resolution.
2. Amend s. 5.02 of By-Law No. 1 to replace the words “receive notice of, attend, and vote at Board meetings” with “receive notice of and attend Board meetings”.

(Attached)

RESOLUTION OF THE BOARD OF DIRECTORS

February 9, 2023

Pursuant to s. 127(5) of the *Not-for-profit Corporations Act*, the undersigned, being Directors of the Corporation, hereby vote in favour of and approve the following resolution:

That By-Law No. 1 hereby be amended to add the following Section 5.02 which shall read:

The Board may appoint a Director, upon their term’s expiration or their resignation, as Director Emeritus for a period of up to two (2) years. Directors Emeritus shall be entitled to receive notice of, attend, and vote at Board meetings. For additional clarity, Directors Emeritus are not Directors for the purposes of the Act and are not entitled to any powers or privileges in this By-Law or any other authority of the Corporation.

And that, pursuant to Section 152(1) of the Not-for-Profit Corporations Act, this amendment to the By-Laws shall be presented to the Members for ratification at the next Annual Meeting.

Andrej Litvinjenko,
Director and Secretary

David Ross
Director and Treasurer

Chesley Crosbie
Director and Chair
