

**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

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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	
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11 – Other business	
12 – Conclusion	

Zoom Link:

Citizens Inquiry Canada o/a National Citizens Inquiry is inviting all members to a scheduled Zoom meeting.

Topic: NCI First Annual General Meeting

Time: Mar 1, 2024 01:00 PM Eastern Time (US and Canada)

Join Zoom Meeting

[https://us06web.zoom.us/\[REDACTED\]](https://us06web.zoom.us/[REDACTED])

Meeting ID: [REDACTED]

Passcode: [REDACTED]

One tap mobile

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Dial by your location

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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
