

Draft August 18, 2022

## **NATIONAL CITIZENS' INQUIRY**

### **Into Canada's Response to COVID-19**

#### ***Not-for-Profit Corporation Structure Proposal***

##### **A. Purpose**

As discussed by the Support Committee, 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 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.

##### **C. Proposed Membership**

The NFP's membership shall consist of the Support Committee members. For additional clarity, the Support Committee members would be members of the NFP in their personal capacity and not on behalf of the organization(s) they represent, if any.

##### **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 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.

##### **E. Meetings, Quorum, and Voting**

The NFP's governance rules have been proposed in the accompanying draft By-Law. This By-Law is primarily based on the model by-law provided by Corporations Canada for NFP corporations.