

CITIZENS INQUIRY CANADA

FOR: Board of Directors
FROM: Andrej Litvinjenko, Secretary
SUBJECT: Initial Organizational Matters
DATE: September 9, 2022

ACTION REQUIRED:

APPROVAL

RECOMMENDATION

INFORMATION

OBJECTIVES

- Constitute the Corporation's Membership and approve By-Law No. 1.

BACKGROUND

- 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.
- As agreed upon by the Support Group, 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 membership as of September 9, 2022, namely:
 - Andre Litvinjenko
 - [REDACTED]
 - David Ross
 - [REDACTED]
 - Kari
 - [REDACTED]
 - Preston Manning
 - [REDACTED]
 - Scarlett Martyn
 - Shawn Buckley
 - Ted Kuntz
- 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.

DUE DILIGENCE & CONSULTATIONS

- The Corporation's corporate structure, purpose, and constating documents have been discussed, reviewed, and unanimously approved-in-principle by the Support Group.
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NEXT STEPS

- If approved, the Board shall facilitate the subsequently required corporate governance steps to complete the Corporation's initial set-up.

**REVIEWED &
APPROVED BY**

LEGAL YES N/A

CFO YES N/A

**MOTION FOR
APPROVAL**

- That the Board approve By-Law No. 1, and that all members of the National Citizens' Inquiry Support Group, as of September 9, 2022, be granted membership in the Corporation.

**SUPPORTING
MATERIALS**

- **By-Law No. 1**

DocuSigned by:
Andrej Litvinjenko
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Andrej Litvinjenko
Secretary

RESOLUTION OF THE BOARD OF DIRECTORS

September 9, 2022

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 the Board approve By-Law No. 1, and that all members of the National Citizens' Inquiry Support Group, as of September 9, 2022, be granted membership in the Corporation.

DocuSigned by:

Andrej Litvinjenko

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Andrej Litvinjenko,
Director and Secretary

DocuSigned by:

David Ross

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David Ross
Director and Treasurer

DocuSigned by:

Preston Manning

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Preston Manning
Director and Chair

CITIZENS INQUIRY CANADA

FOR: Members of the Corporation
FROM: Andrej Litvinjenko, Secretary
SUBJECT: Initial Organizational Matters
DATE: September 9, 2022

ACTION REQUIRED:

APPROVAL

RECOMMENDATION

INFORMATION

OBJECTIVES

- Approve By-Law No. 1 and all other actions taken by the Interim Board of Directors to-date.
- Instate the Interim Board as the Initial Board.

BACKGROUND

- 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.
- As agreed upon by the Support Group, 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 membership as of September 9, 2022, namely:
 - Andre Litvinjenko
 - [REDACTED]
 - David Ross
 - [REDACTED]
 - Kari
 - [REDACTED]
 - Preston Manning
 - [REDACTED]
 - Scarlett Martyn
 - Shawn Buckley
 - Ted Kuntz
- The Members have reviewed By-Law No. 1 and all of the interim Board's actions to-date.

DUE DILIGENCE & CONSULTATIONS

- The Corporation's corporate structure, purpose, and constating documents have been discussed, reviewed, and unanimously approved-in-principle by the Support Group.
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NEXT STEPS

- If approved, the Corporation's initial governance

**REVIEWED &
APPROVED BY**

LEGAL YES N/A

CFO YES N/A

**MOTION FOR
APPROVAL**

- That the Members (1) approve By-Law No. 1, and all other actions taken by the interim Board of Directors; (2) appoint Andrej Litvinjenko, David Ross, and Preston Manning to the Board of Directors for a term of two (2) years; and, (3) that Mr. Litvinjenko, Mr. Ross, and Mr. Manning be appointed as Secretary, Treasurer, and Chair of the Board of Directors, respectively.

**SUPPORTING
MATERIALS**

- **By-Law No. 1**

DocuSigned by:

Andrej Litvinjenko

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Andrej Litvinjenko
Secretary

RESOLUTION OF THE BOARD OF DIRECTORS

September 9, 2022

Pursuant to s. 166(1) of the *Not-for-profit Corporations Act*, the undersigned, being Members of the Corporation, hereby vote in favour of and approve the following resolution:

That the Members (1) approve By-Law No. 1, and all other actions taken by the interim Board of Directors; (2) appoint Andrej Litvinjenko, David Ross, and Preston Manning to the Board of Directors for a term of two (2) years; and, (3) that Mr. Litvinjenko, Mr. Ross, and Mr. Manning be appointed as Secretary, Treasurer, and Chair of the Board of Directors, respectively.

DocuSigned by:
Andrej Litvinjenko
Andrej Litvinjenko

DocuSigned by:
David Ross
David Ross

DocuSigned by:
Kari Simpson
Kari Simpson

DocuSigned by:
Preston Manning
Preston Manning

DocuSigned by:
Scarlett Martyn
Scarlett Martyn

DocuSigned by:
Shawn Buckley
Shawn Buckley

DocuSigned by:
Ted Kuntz
Ted Kuntz

CANADA CITIZENS INQUIRY

By-Law No. 1

Section 1 – General

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the board of directors of the Corporation and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- g. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- h. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. References to "days" shall mean calendar days.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any one (1) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Corporation shall be determined by the board of directors.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

Section 2 - Membership – Matters requiring special resolution

2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

2.02 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

Section 3 - Membership dues, termination and discipline

3.01 Membership Dues

Members shall be notified in writing of the membership dues, if any, at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.03 Discipline of Members

The Members, by special resolution, 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 Members;
- c. for any other reason that the Members consider to be reasonable, having regard to the purpose of the Corporation.

Section 4 - Meetings of members

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.02 Chair of the Meeting

In the event that the chair of the board is absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

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 two-thirds (2/3) of the members entitled to vote at the meeting.

4.04 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Section 5 – Directors

5.01 Election and Term

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election.

Section 6 - Meetings of Directors

6.01 Calling of Meetings

Meetings of the board may be called by the chair of the board or any two (2) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than seven (7) days before the time when the meeting is to be held by one of the following methods:

- a. delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. mailed by prepaid ordinary mail to the director's address as set out in (a);
- c. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d. by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

6.03 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.04 Resolution in Lieu of Meeting

Except where required by the *Act*, if all directors sign a resolution, they are not required to hold a meeting as prescribed either herein or the *Act*.

Section 7 – Officers

7.01 Description of Offices

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **Chair of the Board** - The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.

- b. **Executive Director** – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- c. **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- d. **Treasurer** - If appointed, the treasurer shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

Section 8 – Other

8.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 9th day of Sept, 2022 and confirmed by the members of the Corporation by special resolution on the 9th day of Sept, 2022.

Dated as of the 9th day of Sept, 2022.