

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

**From:** Shawn Buckley <[REDACTED]>

**Date:** 23/02/2024, 2:06 p.m.

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

## Members of Citizens Inquiry Canada

I am setting out my thoughts before the March 1 meeting as I expect that I will not be allowed to speak freely. As set out in the email by David Ross below:

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

The *Canada Not-for-profit Corporations Act* clearly envisions members being free to speak to every issue on the agenda and to raise issues. ***The first order of business should be to establish that all members are free to speak to all issues and to raise new issues without the censorship of the Chair, David Ross.***

## Muzzling of Members

A not-for-profit company does not have shareholders, it has members.

The directors of a not-for-profit are supposed to faithfully:

- pursue the incorporated purposes of the not-for-profit, and
- pursue the incorporated purposes on behalf of the members who elect them.

Here the directors are doing the opposite. Without any consultation with the members on whose behalf they are to faithfully pursue the purposes of the not-for-profit, David Ross and Ches Crosbie

are:

- **reversing the incorporated purposes;**
- preventing the members from nominating any directors other than themselves and their Conservative Party ally Phillippe;
- taking power from the members and transferring it to themselves;
- dramatically reducing the quorum for meetings;
- preventing an independent audit of the finances;
- preventing the return of NCI property to the NCI;
- stacking the membership with their supporters to ensure this hostile take over of the not-for-profit succeeds.

To ensure this happens, the members are being muzzled. They are only going to be allowed to speak at the invitation of the Chair, David Ross.

I have never seen such an obvious power grab. When I consider that the effect of the power grab is:

- to take money ordinary citizens donated to support the NCI and NCI hearings, and
- to take social media accounts the citizens financed and helped to build by volunteering to support,

I am troubled. When I understand that the effect of this hostile take over of the not-for-profit is hampering the efforts of the National Citizens Inquiry which has lost its funds and social media accounts. I am more troubled.

## **How is David Ross not in a conflict of interest as "Chair" of the meeting**

Regardless of where you stand concerning the conflict between the directors of the CIC and the NCI Board, there is no question David Ross has a strong bias. The meeting Agenda he sent and which is attached to this email make this clear.

The first order of business should be to select a non-biased chair for the meeting. Likely it should be an outside person agreeable to most members. We should share suggestions prior to the meeting.

This is an important meeting and procedural fairness mandates we have an unbiased Chair.

## **History is not going to be kind to us**

The National Citizens Inquiry has been a historic event. The NCI is continuing and I expect God will continue to bless it. Indeed, I think that the current difficulties with the not-for-profit directors was deliberately brought about to clean the NCI's house so that the NCI could do more.

We are witnessing a clear take-over of the not-for-profit which had been faithfully collecting and disbursing funds for the National Citizens Inquiry. I don't think this will be viewed favourably by historians. I think that we the members need to be careful about how we conduct ourselves at this meeting.

## **My thoughts are public thoughts which should be shared with the public**

Citizens Inquiry Canada (the "CIC") was incorporated by the NCI Board for the sole purpose of collecting and disbursing funds at the direction of the NCI Board. David Ross and Ches Crosbie have violated the NCI working structure and are using the CIC to sabotage and take down the NCI. This is a matter of public interest and the public should be aware of this. The NCI is all about transparency. I am treating this email as a public email.

## **Titles - clarity over the evolving name of the NCI Board**

To keep the nomenclature straight the NCI Board began as the "Steering Committee". It later changed its name to "Support Group" so that it would not sound as if the NCI Board had any authority over the Commissioners. It is now called the NCI Board. But regardless of the name used at any given time, the NCI Board has made every management decision for the NCI from the beginning to now and can properly be referred to as the NCI Board. To avoid confusion I will refer to it as the NCI Board throughout this email.

## **The "Agenda" put forward by David Ross and Ches Crosbie looks like a political agenda in their conflict with the NCI Board**

The directors of a not-for-profit are not to advance their own interests or the interests of a third party. They are to pursue the incorporated purposes of the not-for-profit. The incorporated purposes of the CIC are:

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

I would ask all of you to please identify a single part of the Agenda created by the directors that in any way advances the CIC's incorporated purposes.

I would ask all of you to please identify a single part of the Agenda created by the directors that does not appear as advancing the directors' (David Ross and Ches Crosbie) conflict with the NCI Board.

The members of the CIC are supposed to have a say. We are empowered to elect directors and change bylaws. We are here because we are interested in supporting the incorporated purposes.

I would like to ask: ***have any of you been consulted at all on the Agenda which amounts to a serious restructuring of the purposes and management structure of the CIC.***

## **Brian Peckford and Max Daigle are still members**

I am sending this email to Brian Peckford and Max Daigle as they are still members. They have been deliberately excluded by David Ross and Ches Crosbie who do not want them to participate as they will both honestly speak their minds (if the Chair allows them to speak).

Attached to this email is the "Agenda" for the March 1 meeting sent by David Ross. The Agenda lists the CIC members.

I don't believe the membership list in the Agenda. It shows that Brian Peckford was removed as a member on October 14, 2022.

On February 8, 2023, long after October 14, 2022, Andrej Litvinjenko sent an email which made it clear Brian was still a member. That email included:

In preparing my reply, I consulted the org's authorities to ensure I was speaking correctly and noticed that the Articles of Incorporation only empower the Board to appoint 1/3 of the number of Directors appointed by members at the last AGM. Or 1 per year, given the 3 person board. And that was already consumed with Preston. Consequently, I am just going to resign, and stay as emeritus. This means we cannot bring you onto the Board at this time (without a member's vote, which complicates things because technically ***Brian and Jonathan are still CIC members and I really do not want us to touch that can of worms until the report is submitted by the commissioners.***)

(emphasis added).

How can David Ross credibly put in the Agenda that Brian Peckford ceased being a member in October 2022, when Andrej, the Secretary of the CIC responsible for the membership list is four months later communicating:

1. that Brian Peckford is still a member, and
2. the CIC does not want to deal with Brian Peckford's membership status *until after* the Commissioner Report is released.

For the record the Commissioner Report was released on November 28, 2023.

Under the Bylaws only members can expel other members. The members have not expelled Mr. Peckford.

A member can resign as follows:

- 3.02.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.

An email to the NCI Board resigning from the NCI Board is not a written resignation to the Chair of the not-for-profit to resign from the CIC. I challenge the directors to produce the written resignations of Brian Peckford and Max Daigle that are addressed to the Chair of the not-for-profit and which specify the date of their resignation.

Both Brian and Max are still members and need to be treated as members.

I expect that the email address I have for Max is no longer valid. If anyone has his current email address please forward this to him.

### **Changing the purpose of the CIC to *prohibit further hearings***

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 further hearings. As set out in Agenda Item 8, they want to:

- change the purpose to promoting the Commissioner Report, and
- to ban further hearings except by any public official who had been sent a summons.

All public officials will be told by the Department of Justice lawyers not to testify as they are under oath and their testimony is not protected from use in other proceedings as it is before Courts and Government Inquiries. No public official we sent a subpoena to is going to testify and David Ross and Ches Crosbie know this. So the directors want to change the bylaws to prevent any future hearings.

Because the CIC has no authority over the NCI Board which manages and runs the NCI, this is a very strange amendment. The fact the directors are pushing this amendment indicates that the CIC is being used as a weapon against the NCI Board.

I support the CIC's original purposes. I support the good work the CIC had done as the legal vehicle for the NCI Board to collect and disburse funds. I see no reason why the CIC should not continue with its original purposes. Practically speaking it may be prudent to wind the CIC up. Because the directors of the CIC became hostile to the NCI, the NCI Board has incorporated a new not-for-profit. The NCI Board is going to continue with hearings. Some will likely start in May. The funds held by the CIC belong to the NCI Board. They should be transferred to the new not-for-profit. They were donated to support the NCI. They were not donated to support persons that are no longer part of the NCI and whom are damaging the NCI.

Once the funds are returned to the NCI Board, the original purpose of the CIC ends.

I object to the directors changing the purpose of the CIC without member input. The directors are supposed to pursue the incorporated purpose of the not-for-profit. They are to do this for the members. The directors are not meant to impose their will on the members. David Ross and Ches Crosbie are not using the CIC to advance the interests of the members, which involves member input. David Ross and Ches Crosbie are using the CIC as a political weapon against the NCI Board.

## **Remember that the NCI Board and not the CIC has always been the sole authority for the setting up and running of the NCI**

I prepared a Memo for the NCI Board which outlines the history of the NCI Board setting up the CIC which is more detailed than what follows. ***Your fiduciary duty as a member mandates that you read it. I am attaching a copy. You can access the Attachments referred to in the Memo at <https://nationalcitizensinquiry.ca/transparency>.***

The following is a cursory summary of some points in the Memo you have a fiduciary duty to read.

In July 2022, eleven of us got together to form the NCI Board to organize and run the NCI. We were an unincorporated association. When we got to the point we had to collect money we decided that for optics we had to incorporate a not-for-profit corporation to collect and disburse funds. At that point we had to make the decision whether to move to a board model of governance, or to continue managing the NCI as an unincorporated association that happened to have a corporation for the sole purpose of handling funds.

So we discussed it. I remember that I was afraid of being named as a director and wanted to remain anonymous as a NCI Board member. We also had a huge public relations problem. Most of the NCI Board were well known freedom leaders like Ted Kuntz, head of Vaccine Choice Canada. If we went to a director model where we all had to be listed as directors, we were afraid we would look biased. How could a group of freedom leaders put on an "independent" inquiry. So we made the deliberate decision for the anonymous NCI Board to continue to set up and to manage the NCI. We would set up a not-for-profit, ***but only to collect and disburse funds, not to make any management decisions.***

***AND WE WERE VERY CAREFUL TO DOCUMENT OUR DECISION SO THAT THERE COULD BE NO MISUNDERSTANDING LATER.*** After that meeting David Ross and Andrej Letvinjenko were tasked with putting what we agreed to into a written proposal for us to adopt as a permanent record. They drafted the proposal which was adopted by the NCI Board without any changes. The proposal makes it clear the not-for-profit has no authority. 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.

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#### 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.***

We even put a "Background" section in the corporate bylaws to make it clear we were incorporating the not-for-profit solely to collect and disburse funds. This "Background" includes:

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.

We put it in the Inquiry Rules that were drafted with the assistance of Ches Crosbie. The Rules do not even mention the not-for-profit by name. It is only mentioned in the Rules as subservient to the Support Group [NCI Board]. The Rules include:

#### Introduction

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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.

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8. In these Rules,

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

All parties involved have consistently treated the not-for-profit as subservient to the Support Group [NCI Board].

On December 13, 2023, David Ross was voted off of the NCI Board for cause. David Ross had been the Chair of the NCI Board prior to his removal. Two days after his removal David Ross sends an email to the new Chair of the NCI Board, Ted Kuntz which included:

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.

***David Ross is basically begging Ted Kuntz to have the NCI Board appoint a lawyer for the CIC.*** It is not remotely possible for this to happen if David Ross in any way thought the CIC had decision making authority.

A second email was sent by David Ross to Ted Kuntz on December 17 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.

These two emails from David Ross are consistent with the NCI Board being the management authority. ***He would not beg the NCI Board to hire a lawyer for the not-for-profit if the not-for-profit was in charge. He would not make it clear he was not in operational management of the NCI if the non-profit had any managerial say.***

Operational history is consistent with the NCI Board being the management group.

You must read the Memo for a full understanding of the history.

## **The smoking gun - transferring the website**

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.***

## **Are the members liable under s. 322 of the Criminal Code if they do not ensure the social media accounts and monies are returned to the NCI Board?**

After David Ross was voted off of the NCI Board on December 13, 2023, he and Ches Crosbie began using the CIC as a weapon to take control of the NCI from the NCI Board. They convinced the contractor Garrett Melee to change the passwords on the NCI social media accounts and to post exclusively for the CIC. They also convinced Josiah Martinoski to change the password on the mailchimp account and have been using the NCI email list to send emails contrary to the law. The "consents" given on the NCI website were for the NCI run by the NCI Board to send email. There

was no consent for the CIC to send emails. I will remind you that the CIC has never owned the website which is currently in the name of Ted Kuntz on behalf of the NCI Board. I will also remind you that the NCI Rules agreed to by all involved, including David Ross and Ches Crosbie 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.

There has always only been one website so none of us are confused that we are speaking about nationalcitizensinquiry.ca.

The CIC also controls the NCI funds that the NCI Board running the NCI raised for the NCI. In my opinion those funds, and the social media accounts, have been both taken and converted within the meaning of section 322 of the *Criminal Code* which includes:

322 (1) Every one commits theft who fraudulently and without colour of right takes, or fraudulently and without colour of right converts to his use or to the use of another person, anything, whether animate or inanimate, with intent

(a) to deprive, temporarily or absolutely, the owner of it, or a person who has a special property or interest in it, of the thing or of his property or interest in it;

(b) to pledge it or deposit it as security;

(c) to part with it under a condition with respect to its return that the person who parts with it may be unable to perform; or

(d) to deal with it in such a manner that it cannot be restored in the condition in which it was at the time it was taken or converted.

If my opinion is correct, the members have an ethical duty to ensure the social media accounts and the funds are returned to the NCI Board. Because we have the power to compel the return of the property by voting for the property to be returned at the March 1 meeting, are we accomplished if we do not ensure the return of the NCI Board's property? I have not researched this but we should look into it.

## **Money donated for the National Citizens Inquiry needs to be returned**

Citizens donated funds to the NCI for the NCI. The funds are to fund hearings. The funds are to support the efforts of the NCI, which is the efforts of the NCI Board. The funds need to be returned.

At the end of the day it is the members of the CIC that get to tell the directors to return the funds donated to the NCI to the NCI. **We will be held to account by the public if we do not return the funds.** The NCI is holding more hearings this spring and needs the funds.

As set out above, we may be accomplishes to violating s. 322 of the *Criminal Code* if we do not order the return of the funds.

## **We need an independent audit of the finances**

The NCI Board has been told by David Ross and Ches Crosbie that the finances were a mess. For example in Ches Crosbie's December 19, 2023 email he writes:

...Efforts must be made to clean up the financial side, obviously...

This annual general meeting has been delayed as long as the law permits to get the finances dealt with.

The only financial statements we have ever received went to the end of October 2022. *Sixteen months ago*. We did not file an income tax return after our first year.

There are a number of red flags here. The Citizens of Canada donated to support the NCI and we have a high fiduciary duty to ensure that there is a full accounting of the funds. I can confidently say that Ted, Kari, Scarlett and myself are concerned about the finances and would like a full accounting. With that many members saying there should be a full independent audit, surely one should be demanded by the members. ***The Citizens deserve full accountability.***

It is also likely that funds donated by citizens for the National Citizens Inquiry are being used for purposes that those citizens would not consent to. Michelle is at the CPAC Conference. CPAC is the Conservative Political Action Conference, the premier event for conservatives in the US and around the world. The National Citizens Inquiry is non-political and the NCI Board would never consent to funds being used to send anyone, let alone a person no longer affiliated with the NCI, to such a conference. Please advise us as to whether the CIC directors are using NCI funds to pay for Michelle Leduc-Catlin's trip to CPAC. Please give an accounting as to how all funds have been used. No-one has any idea as there has not been any transparency. The Citizens deserve transparency..

An independent audit is needed to determine if National Citizens Inquiry funds were used for proper purposes.

## **Has the CIC membership been stacked to undermine the NCI Board?**

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. This was deliberate as the NCI Board controlled the CIC. Maintaining the same membership ensured the NCI Board controlled the CIC. In my opinion it is improper for the directors to appoint persons that are not NCI Board members.

When you look at the Agenda under the heading "MEMBER ROLL" you will see that prior to David

Ross being voted off of the NCI Board on December 13, 2023, the remaining CIC members were the original NCI Board members. According to the Agenda the CIC members 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.

As set out above, Brian Peckford and Max Daigle are also members. They were original NCI Board members.

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.

***The hostile take over by David Ross and Ches Crosbie began after a director meeting on December 19, 2023. Since December 19 David Ross and Ches Crosbie have decided to add seven new members, almost doubling the number of 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 the NCI Board want audited. This creates a conflict of interest.

In my opinion, all seven of these new members are likely 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.

If the seven new members were not added, and Brian Peckford and Max Daigle are properly considered as members, I am confident key things would be accomplished such as:

- the return of the property to the NCI;
- the ordering of a full independent audit of the finances, and
- the removal of David Ross and Ches Crosbie as directors.

With the apparent stacking of the membership it is unlikely any of this will occur.

## **Are the appointments of the new members valid?**

The bylaws allow for the admission of new members as follows:

### **2.01 Membership Conditions**

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall only 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.

We have not been provided with a bylaw change so we know that 2.01 still governs.

I would like to see ***the actual applications*** by the seven new members showing that they actually applied for membership which is a precondition for their admission as members. We all have a right to know if a member has been validly appointed as a member.

Can the new members please forward to all of us the ***actual applications they made prior to being appointed as members?*** ***We all have the right to know if the appointments are valid.***

## **Agenda Item #5 - why is quorum being dramatically reduced?**

Agenda item 5 reads:

### **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.

(emphasis added).

There has never been a member meeting of the CIC. **So there is no history of there ever being a problem getting a quorum** of two-thirds. With such a small membership one wonders why it would be difficult to arrange a meeting time where two-thirds could attend.

Why are David Ross and Ches Crosbie wanting to reduce the quorum at membership meetings from 2/3 (66%) to 1/5 (20%). **How does this serve the interests of the members.** The directors of the CIC are supposed to be acting for the members, not against them.

## **Agenda Item #7 - why are the members' wishes for directors not being considered?**

The purpose of a not-for-profit corporation is to advance the purposes of the corporation for the members. It is the members who **must by law elect the directors**. It is by law the members who **choose** the directors. It follows that the members must be able to put forward director candidates to be considered. In light of this Agenda Item #7 is interesting. It reads:

### **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.**

(emphasis added).

The members will be forced to vote on Agenda Item #7 which then precludes the members from putting forward other director candidates. This serves the interests of the directors in using the CIC as a weapon in their dispute with the NCI Board. How does this advance the interests of the CIC and the interests of the members of the CIC?

How are the interests of the CIC advanced by electing directors engaged in a direct personal dispute with the NCI Board?

All of the three director candidates in Agenda Item #7 have been voted off of the NCI Board. The election of these three members would guarantee that the CIC would continue to be used as a weapon against the NCI run by the NCI Board. This serves the agenda of David Ross and Ches Crosbie. How does this serve the interests of the CIC and the members of the CIC? How does this serve the interests of the NCI that all of us worked to build?

When Agenda Item 7 says "three directors is the appropriate size of the Board" they must mean three directors in addition to the director emeritus positions described below.

## **The ethical elephant in the room**

I have volunteered full time for the NCI since July 2022. For me the issue is that I believe we are harming and killing children by injecting them with the Covid-19 vaccines. I have poured myself into the NCI because I believed that it was one of our best chances of educating parents and governments to get them to stop jabbing our children. And I was right. The NCI has been one of the most successful freedom movements in Canada that has had a tremendous impact in saving lives. Prior to David Ross and Ches Crosbie taking control of our social media accounts and funds we were growing in influence. And now that has stopped. The NCI will recover and will become more successful and more influential going forward. But we have to acknowledge that this sabotage has been a huge set-back. ***You cannot convince me that lives will not be lost over this and I say "shame on you" to all of you that have participated. This is not a game. This is not a political event. People are hurting our children. Please stop this madness.***

## **Is the director emeritus bylaw contrary to the law - Agenda Item 10?**

Preston Manning resigned from the NCI Board when the public was getting concerned over him being involved in both the NCI and the Alberta Commission. Andrej Litvinjenko resigned because he was a federal civil servant and did not want to raise a conflict of interest problem for the NCI. Both with the agreement of the NCI Board were then to resign as CIC directors.

We see from Agenda Item 10 that Andrej Litvinjenko, David Ross and Chesley Crosbie created a director emeritus position with voting rights. The bylaw doing this is reproduced in the Agenda. It reads:

#### 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

(emphasis added).

Under the Canada Not-for-profit Corporations Act the name and address of directors must be filed with Corporations Canada which publishes this information for the public. ***There are not supposed to be any secret directors.*** To ensure there are no secret directors, the Canada Not-for-profit



Corporations Act defines director as follows:

2 (1) The following definitions apply in this Act...

**director** means an individual occupying the position of director *by whatever name called*.

Directors are persons who have a direct role in the management of a corporation because they can attend board meetings and vote. If it looks like a duck, walks like a duck and quacks like a duck, its a duck. Preston and Andrej were given a direct role in the management of the CIC.

The NCI Board was not told that Preston and Andrej continued to have director voting rights until after David Ross was voted off of the NCI Board in December 2023.

Preston and Andrej should be listed as directors of the CIC as is required by the Act.

### **Is this is a conservative party event?**

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 Litvenjenko - director emeritus with voting rights.

All of these are significantly connected to the Conservative Party.

The new director proposal in Agenda Item 7 puts Philippe Meloni forward as a new director. Philippe just ran to be the vice-president of the Quebec Conservative Party.

All of the directors and proposed directors are significantly connected to the Conservative Party.

It has been suggested to me that the NCI was convenient in 2023 to make the federal Liberal Government look bad, but that the NCI will be inconvenient going forward as it can make future Conservative Governments look bad. I cannot say, but the suggestion is compelling. I cannot find any other explanation for the behaviour. In the Memorandum I list a number of factors which suggest that this is a Conservative Party take over of the NCI, and by extension the CIC.

The hostile take down of the NCI began after these four directors met. A deliberate decision was made to take down the NCI.

## **Agenda Item 9 - taking the power to discipline members from the members and giving it to the directors. How does this serve the members?**

Under the current bylaws only CIC members can discipline and suspend a CIC member. The directors cannot.

Agenda Item 9 moves this power from the members to the board of directors.

How does this serve the interests of the members?

Why do the current directors want this power taken away from the members and given to themselves?

In my opinion this is meant to be a weapon against the NCI Board running the NCI. I suggest the following is predictable:

- Agenda Item 7 will pass appointing David Ross, Ches Crosbie and Philippe Meloni as the sole directors;
- Agenda Item 9 will pass permitting these three directors to expel members;
- David Ross, Ches Crosbie and Philippe Meloni, have all been voted off the NCI Board, including by CIC members Ted Kuntz, Kari Simpson, Scarlett Martyn and Shawn Buckley. David Ross, Ches Crosbie and Philippe Meloni will then vote these four members out of the CIC.

We will have to wait and see how good my predictive skills are.

## **Michael Collins is being invited to the Meeting - is there a conflict of interest?**

David Ross's February 7, 2024 email (below) includes:

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.

(emphasis added).

Michael Collins is ***the weapon for the CIC narrative***. The NCI Board received a scary demand letter from Michael Collins saying the CIC is the governing authority. He was present for the meeting with Commissioner Drysdale to say the same (Commissioner Drysdale did not buy what Mr. Collins was

selling, nor did the NCI Board).

As set out above, the narrative the CIC is the governing body is false. *In the past Michael Collins acknowledged that the NCI Board was the governing body.* This is part of the conflict of interest.

Michael Collins was retained by the NCI Board to assist with the drafting of the Inquiry Rules.

When we were setting up the first set of hearings, the NCI Board established the Administrative Committee to keep track other committees. A sub-committee of the Administrative Committee was formed called the Legal Committee. One of the Legal Committees tasks was to draft the Inquiry Rules.

On January 13, 2023 Legal Committee first spoke about hiring Michael Collins to draft the Rules. The Minutes of the meeting include:

4. I [Ches Crosbie] scope a price for a work package which will include the Letter of Invitation, the subsequent Notice of Misconduct, and *the Rules of Procedure*, by discussing with Rob Kettering and Michael Collins. A two step process.

(emphasis added).

This email and the other documents mentioned in this email are available at <https://nationalcitizensinquiry.ca/transparency>.

The January 19, 2023 Legal Committee meeting minutes include the decision to hire Michael Collins to draft the Rules:

1. *Approve contract for Michael Collins* (see email thread next page): Yes. \$2,500 fee. Ches will check with David Ross re: payment for Michael. Ches offered to pay himself.

(emphasis added).

As with all management decisions, the CIC had no part in the decision to hire Michael Collins. The CIC was solely the mechanism to pay Michael Collins.

An issue during the drafting process ***was that the NCI Board was the governing body***. In one of several email exchanges concerning the Rules with Michael Collins, Shawn Buckley wrote:

Michael

Responding to your concern about the Support Group [NCI Board] having the authority to amend the terms of reference or to remove a Commissioner, I think you need to realize how different the NCI set up is.

For a government sponsored inquiry into government action, the inquiry needs to be

independent of the government.

For a government sponsored inquiry into a problem not created by government action but which anticipates government problem solving, the inquiry needs to be independent of the government.

For the NCI, a citizen run inquiry as to how government actions impacted the citizens, why would the inquiry need to be independent of the citizens? We need the authority to remove a commissioner. And we should have the say in amending any terms of reference.

(emphasis added).

On February 14, 2023, Mr. Buckley sent another email to Michael Collins which included:

Ches, Michael, Andrej and Dale

I am attaching a draft of the Rules where I have made some significant changes and additions. The changes and additions are all in red text.

The main changes are:

- to ensure that it is the Support Group [NCI Board] that maintains discretion over the Rules;
- to add definitions so the Rules are meaningful;
- to set out a quorum and rules if a Commissioner cannot attend a hearing;
- to set out Rules for voir dices and similar proceedings for lay witnesses;
- to set out Rules for the taking of evidence by a single commissioner;
- to amend the Summons so that it is clear the person receiving the summons can schedule a hearing time that will accommodate them during the course of hearings.

This February 14, 2023 email included as an attachment a copy of the Rules with the changes made by Mr. Buckley 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 [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 and inquiry. The Commissioners have the role, independent of the Support Group of running the Inquiry hearings, approaching all evidence with an open mind, and independently finding facts and making recommendations.

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2. If the Commissioners believe a change in these Rules is necessary, they are to request the change in writing to the Support Group. 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.

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8. In these Rules,

"Support Group" [NCI Board] means the collection of individuals forming the Support Group 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)

I attach the email and draft of the Rules.

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 [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).

I am attaching a copy of this email.

***There can be no confusion. Michael Collins was aware of the text in the Inquiry Rules making it clear that the Support Group [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 Support Group [NCI Board] is the controlling authority over the CIC credibly attend our meeting and 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 and should not attend the meeting.

## **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 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 in the Memorandum shows that the CIC is controlled by the NCI Board.

Ches Crosbie is an experienced lawyer. He would be aware that there must be a contract for a company to have any authority over a person.

## **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 they could use the rent to fund the NCI, the NCI Board would likely have incorporated a company to own and manage the building, 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 the NCI Board would have put into the bylaws that they were setting up the company for the limited purpose of owning and managing the building on their behalf.

That is what the NCI Board did with the CIC. To ensure there was no misunderstanding they put into the bylaws its limited purpose. They 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.

## You are making history

At the February 28, 2023 release of the Commissioners' Report, I spoke about how the NCI was making history.

Like it or not, how you vote and the positions you take at the annual meeting will also be making history. You have a tremendous responsibility. Lives are at stake. Be responsible.

Your attention to this is appreciated.

Shawn Buckley

On 07/02/2024 6:56 p.m., David Ross wrote:

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



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PLEASE NOTE THAT OUR MAILING ADDRESS HAS CHANGED \*Subject to solicitor-client privilege\*  
Power concedes nothing without a demand. It never did and it never will. Find out just what any people will quietly submit to and you have found out the exact measure of injustice and wrong which will be imposed upon them. Frederick Douglass (1818-1895), author, former slave.

— Attachments: —

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AGM3124NoticeAgendav2 .pdf	223 KB
February 23 Memorandum to the NCI Board concerning the CIC.pdf	132 KB