

## Notice of and Agenda for Annual General Meeting for year ending 31 December 2021

Dated 24 June 2022

## To all Members of all classes, please note the following

- 1. AGM will be held
  - **A.** Thursday 21 July 2022 at 1900 MST;
  - **B.** via Zoom;
- 2. Agenda
  - A. Call to order;
  - **B. Motion** to waive 31 May 2022 deadline for AGM;
  - **C. Motion** to accept minutes of 2020 AGM [Annex A];
  - D. President's Report;
  - E. Committee reports;
    - i. Finance [Annex B];
    - ii. Programming and Marketing Report [past performance, Op Plan, Budget [Annex C];
    - iii. Other:
  - **F.** Election of auditors for 2022 yearend financial statements;
    - i. Motion to elect two nominees: Colonel Chuck Hamel (Ret'd), Captain G Philip Fisher (Ret'd), both of whom have kindly agreed to let their names stand. [Bylaw 60 state "The books, accounts and records of the Institute and maintained by the Secretary-Treasurer shall be audited and/or reviewed, at least once each year, by a duly qualified accountant or by two (2) members of the Institute elected for that purpose at the Annual General Meeting."]

#### G. Election of Directors;

- i. **Motion to waive** the Board's appointment of a Nominating Committee [consisting of three members] 45 days before the AGM;
- **ii. Motion to waive** promulgating results of nominations from the Nominating Committee 30 days before the AGM;
- iii. Invitation for any two members to nominate other directors
  - **1.** In the event of such members' nominations, **motion to waive** requirement to promulgate such names 30 days before the AGM

#### iv. Voting

1. Proposed board by acclamation in the absence of nominations from nominating committee and / or members

Appoin		
Pres	Eppo van Weelderen	
VP	Joe Howard	
1	Paul Bury	

2	Anna Kocot			
3	Doug Stinson			
4	Karen Storwick			
5	Geoff Jackson			
6	Bill McAuley			
7	Alana Reid			
8	as may be appointed			
	by the board			
Past	Kent Griffiths			
Pres				
Treas	Alana Reid			

## H. Proposed amendments to bylaws;

- i. Amend bylaw 20(a) to read " The Board comprises a President, Vice-President, and minimum of eight (8) Directors elected among the Ordinary Members of the Institute;
- ii. Introduce bylaw 20(c) to separate the currently singular function of Secretary-Treasurer into two distinct appointments, with each incumbent being a director and being appointed by the Board, viz., bylaw 20(c) to read
  - "a Secretary and a Treasurer:
  - 1. shall each be an elected Member of the Board and

date actual v budget;

- 2. shall each be appointed by the members of the Board;
- **iii.** Amend bylaw 40(c), *Duties of Officers Secretary-Treasurer* to set out updated and specific duties for each of the Secretary and the Treasurer, viz

# 40 (c) The Treasurer shall To ensure a system of effective internal accounting control by inter alia employing a division of duties and segregating access to accounting records from authority to expend funds from access to funds themselves; Work closely with and oversee the work of the bookkeeper who shall keep books of original entry, including maintaining a coherent and relevant code of accounts; **B.** Be the first point of contact for invoices provided from service providers and suppliers, and scrutinize such invoices; **C.** Prepare a matrix for approvals by directors of expenditures that includes the requirement for written approval for expenditures from any two directors excluding the Treasurer, **D.** Arrange for such written approvals to be forwarded to the bookkeeper prior to paying invoices; **E.** Monitor funds invested: **F.** Retain sole access to the bank card: **G.** Maintain current signing authorities with the bank for cheques in the event cheques must be issued in lieu of e-transfers; **H.** Model monthly budgets and cash flow forecasts relative to code of accounts; Issue monthly financial statements to all directors showing comparative year to

Prepare other forward-looking estimates and projections as required;

ii. Assist those who have undertaken to audit or review the yearend financial statements per bylaw 60; including preparing lead sheets with trial balance, adjusting entries and accurate compilation of annual financial statements including

A. balance sheet,
B. income statement,
C. statement of net assets,
D. statement of changes in financial position,
E. accompanying notes

iii. Ensure compliance with AGLC spending regulations per AGLC *Use of Proceeds* and relevance of *Use of Proceeds* with RAUSI's activity, including a <u>literal</u> interpretation of *Use of Proceeds*, including assisting the bookkeeper with the annual audit conducted by AGLC

Complete financial filings with Canada Revenue Agency

Complete other tasks as required for effective financial governance

iv. Introduce bylaw 40 (d) as follows

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	ace bylaw 40 (a) as lollows					
	40 (d) The Secretary shall					
i.	Arrange for the recording, promulgation and orderly retention of minutes of					
	meetings of the Board of Directors [BoD] to include decisions and main points of					
	discussion					
ii.	Complete filings with provincial authorities, including the Provincial Registrar,					
	AGLC and other bodies					
iii.	Keep the BoD briefed on best practices in governance for volunteer not for profit					
	organizations, including e.g., circulating to each director guidance such as that					
	provided by the					
	Chartered Professional Accountants of Canada					
	https://www.cpacanada.ca/en/business-and-accounting-resources/strategy-					
	risk-and-governance/not-for-profit-governance/publications/not-for-profit-					
	governance-resource-guide,					
	2. Law Society of Alberta <a href="https://www.lawsociety.ab.ca/resource-centre/key-">https://www.lawsociety.ab.ca/resource-centre/key-</a>					
	resources/ethics-and-professionalism/navigating-not-for-profits/					
	3. Other ad hoc resources					
iv.	Keep bylaws current and relevant;					
٧.	Take best efforts to ensure RAUSI complies with laws and regulations					
	concerning the copyrights and other entitlements of sources whose research					
	and outputs [written or spoken] are used by RAUSI including website and Zoom					
	productions					
٧.	Complete other tasks as required for effective non-financial governance					

- **I.** Other special business as per notice previously given;
- **J.** Other business normally conducted;
  - i. Motion to confirm the actions of the 2021 Board of Directors

Please direct questions soonest to the Secretary-Treasurer, L J Howard, Secretary Treasurer landline 403-282-3347, ljosephhoward@gmail.com



# The Royal Alberta United Services Institute

# AGM 2020 MINUTES – 22 April 2021 (Zoom Video Call)

- 1. Call to Order 1900 hours Welcome by the President Maj Mark Soehner (Ret'd)
- 2. **Moment of Remembrance** Capt Derwyn Costinak
- 3. **Acceptance of the minutes** from the prior AGM held 16 April 2020. Motion: Lt Tom O'Sullivan Seconder: Col Eppo van Weelderen (Ret'd) Accepted.
- 4. **President's Report** Maj Mark Soehner (Ret'd)

I have been your President the past one year. We have not had an Immediate Past President.

Steven Gasser is our Vice-President

Joe Howard is our Secretary-Treasurer

Directors are Paul Bury

Kent Griffiths Tom O'Sullivan Bill Shultz

Eppo van Weelderen

And Ross Wickware

Our 10th Member of the Board of Directors was David Usherwood who resigned his Board membership effective January this year.

Continuing Honorary appointments have been:

Morris Smeltz our Solicitor Lloyd Northcott our Chaplain Bruce Henwood our Newsletter Editor Barry Ashton our first mentioned of two auditors And Bob Millar our second mentioned of two auditors.

With the retirement of Honorary Chaplain Major Lloyd Northcott, I welcome the appointment of Honorary Chaplain Captain Derwyn Costinak of the Kings Own Calgary Regiment.

I am completing my second year on the Board of Directors. At my first meeting two years ago, I took on the task of Centenary Recognition Project. I attempted to entice our Patron HRH Prince Andrew Duke of York to visit us the weekend of the 75th Anniversary of Victory in Europe, which at the time was one year into the future. After 6 months of effort, I received word from Buckingham Palace that the Duke would not be available. I was asked to take on the Secretary-Treasurer role which I did.

This past year I have been President and after tonight, I will be the Immediate Past President for what I expect will be one year, but I am prepared to serve two years as Immediate Past President.

Steven Gasser has been on the Board of Directors the past three years, with the past two years serving as Vice-President. Thank you, Steven, for being the Vice-President. After tonight, Steven will continue as an Ordinary Member. Steven will be giving the Foundation Report and I expect he will comment on the past three years at that time.

The remaining 7 Board of Directors Members have agreed to continue serving or having their names stand for renewal of Director. David Usherwood decided in late December that he did not wish to continue membership and resigned his Membership. I thank David for his 8 years of Membership and service to the Institute

With the covid virus issue, the Institute has not met in person, either for Board meetings or member events. Of course, we do not know when this sad situation will turn the corner. Since February 2020 we have not used the Mess or Dining Room. Permitted access to our Mewata office has understandably been restricted at times.

Our office lease with the Department of Nation Defence expired one year ago, and as President I have not heard of DND plans to offer us a replacement lease. In the meantime, we continue with free usage from DND as we did for decades prior to the lease of 4 years ago.

Our agreement with the Calgary Garrison Officers Mess at an annual fee of \$2,006 is still in place however we have not been billed for the current year April 2021 to March 2022. Last year we paid in advance however we did not enjoy any use as the Provincial gathering rules and DND lockout prevented us to plan or hold any event. I have asked the Mess for a rebate of last years' \$2,006 fee and have not received a response.

Our Centenary has come and gone. With the Duke of York declining the invitation, and the covid virus lockdown, the Big Centennial Dinner and the concurrent 41 Brigade parade in celebration of the 75th Anniversary of Victory in Europe the first full weekend of May 2020, the Big Weekend, did not materialize.

To mark the Centenary, the Board of Directors had a restricted dinner at the Ranchmen's Club where the Executive Committee and six directors attended at their oven expense, to toast the Institute. Also, to mark the Centenary, the office files were edited and those remaining paper files that made it through the edit, were bound into fifty-seven times hard cover books. They have the appearance of a school yearbook. Of the one hundred years of annual Journals, 75 years have been scanned and are on the website for you to view or copy to your computer.

And a final act to Celebrate the Centennial, both the website and Newsletter were reinvented, and a new product Dispatches was introduced. The 2020 Journal was released yesterday.

All Directors had the opportunity to present throughout the year in the Newsletter, and in the 2020 Journal, our annual report of record.

#### 5. 41 CBG Overview - Col Mike Vernon

#### Operations:

- 450 pers on standby for Op LASER 2020
- Transitioned to Bde Battle School, Wainwright 2020
- Now: 80 pers on standby for Op VECTOR
- Assisting with VECTOR planning, contracting for COUTTS border screening
- 15 Fd Amb very busy, vaccinations in northern Manitoba

#### Training:

- Shift to virtual in reaction to COVID restrictions
- Increased facility for online comms/trg, but not ideal
- Conducted adventure trg, CAX, and domops ex safely
- Cancelled: hockey tournament, 2 x bde FTX
- Summer RST decentralized, not in Wainwright again
- RST priorities: PLQ/ISCC and DP1 (not BMQ)
- Provided limited support to 3 PPCLI Louisiana, Ex MAPLE RESOLVE in May

## Personnel, Equipment, Ammo:

- Bde strength: steady at 1750 (including 700 non-DP1)
- Many fatigued, frustrated by COVID/changes to trg
- Recruiting: 1200 files in progress; 15 recruiters in five cities. Backlogged due to COVID
- 1 CMBG "returned" 15 x MSVS trucks
- "New" TAPV are 100% VOR
- No arty ammo for summer concentration, limited mortar

#### Upcoming:

- Ex ERUDITE GRIZZLY 1 May (online): ARes role in Afghanistan and how lessons learned are being applied to Force Development (Force 2025, CAMS). RAUSI too.
- 20 Fd Regt+ Calg Highrs changes of comd 5,6 June online
- Afghanistan Service Mural: Waters Building, names + photos of all 41 CBG and AB ARes pers who deployed 2001-2014
- Ex WESTERN SABRE 21-29 Aug, Wainwright. First ARes conc in 3 Cdn Div in 5 years.

#### 6. HMCS Tecumseh Overview - Cdr Joseph Banke

HMCS Tecumseh is tired of COVID-19 and looking forward to the future. The ship currently has 210 members and recruiting is strong, however about 60% are still on the Basic Training List. The ship supported Op Lazar and Op Lentus (boat and dive response teams) with 90 members on Class C employment last summer. Most training was virtual, but they did get together to form a concentration under Tecumseh lead for Small Boat Ops in Vancouver Harbour. 10% are currently deployed on domestic or international operations (Caribbean, Ukraine and Bahrain). There is an appetite to work with RAUSI to prepare leaders to fill experiential gaps in military training to benefit officer and NCO development. Soon Cdr Banke will hand over command. 2023 will be the centennial of the Naval Reserve as well as HMCS Tecumseh.

#### 7. **Programs Report** - MGen Paul Bury (Ret'd)

COVID-19 has caused a shift in how we look at programs.

Forward looking programs for members via:

- Curated topics available on rausi.ca
- Host/co-host webinars on specific topics of local interest.
- Priority access to CDAI and other USI programs.
- International webinars covering topics of interest.

#### 8. **Bursary Report** - MGen Paul Bury (Ret'd) / Maj Steven Gasser (Ret'd)

Two bursaries of \$2,000 each were presented this past year with Zoom congratulations hosted on the website. There is a desire to expand to include two additional bursaries of \$5,000 each for graduate degree level applicants pending future funding and the Centre for Military and Strategic Studies would like to work with us on that goal. 41 CBG And *HMCS Tecumseh* personnel are all eligible for these bursaries.

# 9. **Treasurer's Report** – Maj Joe Howard (Ret'd) a. Financial Audit – MGen Barry Ashton (Ret'd) & BGen Robert Millar (Ret'd)

Thanks to MGen Barry Ashton (Ret'd) & BGen Robert Millar (Ret'd) for their great work as auditors! AS RAUSI develops new products, there must also be measurements for value identified and those results should be used to shape budgeting (value for money).

Motion to accept Audit Report: Maj Joe Howard (Ret'd) Seconder: Lt Tom O'Sullivan – Accepted.

#### 10. Foundation Report - Maj Steven Gasser (Ret'd)

The board met quarterly, received the audit report, and transferred \$2,000 to RAUSI to compensate for administrative services.

# 11. **Communications Report** – Maj Kent Griffiths (Ret'd)

Dispatches continues to be RAUSI's regular deliverable of research, background information as well as local regional and national news concerning defence and security matters in Canada. RAUSI's continuous social media campaigns on Twitter and Facebook supplement Dispatches, and both intend to broaden the global demographic of viewers of Dispatches and followers of the RAUSI website. These initiatives, together with Bruce Henwood's editing the quarterly Newsletter and a now digital and more robust RAUSI Annual Report reflect RAUSI's ambition to rebrand itself as a credible source of useful information and research. In effect, RAUSI is an aspiring think tank. Slide presentation attached.

#### 12. **Journal Report** – Maj Joe Howard (Ret'd)

Great job team! The journal speaks for itself.

#### 13. Casino Report - Maj Joe Howard (Ret'd)

Future Casino prospects are predicted to be minimal. Alternative sources of funding will be required.

## 14. **Membership Report** - Col Eppo van Weelderen (Ret'd)

Current membership is 196 members. Membership requirements and types were explained. Maj McKillop and Cpl Mark Fuchko (Ret'd) were on the committee – thanks! The challenge is to increase ordinary membership by 20% and associate membership by 50% by 2024. An agreement with The Military Museums Foundation has fostered a reciprocation whereby TMMF offers a \$50 reduced membership in their Honourable Guard \$200) for RAUSI members, and we will reduce our membership to them by \$50 for Honourable Guard members. Promote membership to your friends and colleagues.

#### 15. **Returning Officers Report** – LCol Ross Wickware (Ret'd)

The election results confirmed the nominees in all positions. Fifty-six ballots were received from a voter group of 102 ordinary and life members, representing a 55% voting rate. 96 ballots were

electronically dispatched and six (6) were sent out in hard copy. 52 electronic ballots were received with 4 written returns. All nominations were overwhelmingly confirmed as elected.

- a. **President** Maj Kent Griffiths (Ret'd)
- b. Vice President Col Eppo van Weelderen (Ret'd)

All board nominees were elected to a two (2) year term:

- c. New Board Member Col Doug Stinson (Ret'd)
- d. New Board Member Ms. Karen Storwick
- e. New Board Member LCdr Anna Kocot
- f. Reelected Board Members LCol Ross Wickware (Ret'd) and Lt Thomas O'Sullivan Remaining Board Members:
- g. MGen Paul Bury (Ret'd)
- h. LCol Bill Schultz (Ret'd)
- j. Maj Joe Howard (Ret'd)

**Motion:** To transfer signing authorities (to give the incoming President Griffiths and Vice-President van Weelderen signing authorities) with Scotiabank and Canaccord, and to remove the outgoing President Soehner and Vice-President Gasser.

Motion: Lt Tom O'Sullivan Seconder: LCol Bill Shultz- Passed (Ret'd)

16. **Special Resolutions** - LCol Ross Wickware (Ret'd)

Motion: To amend The Royal Alberta United Services Institute Bylaws as follows:

- a. Paragraph 15 (b): A Member who fails to pay the applicable dues or fees no later than March 31st in any year, shall cease to be a Member and the provisions of sub-article 15. (a) above shall apply to any re-instatement of such member. Revision: "A Member who fails to pay the applicable dues or fees no later than the 31st of January in any year shall cease to be a Member and the provisions of sub-article 15 (a) shall apply to any re-instatement of such Member."
- **b.** Paragraph 19 (c): The Board shall review dues for the forthcoming year no later than 30 September Annually and dues are payable no later than by the 31st of March for the current year. Revision: "dues are payable no later than by the 31st of January for the current year."
- c. Paragraph 20: The governing and management of the Institute shall be entrusted to a Board of Directors, whose term of office shall commence immediately following the Annual General Meeting at which they were elected to the next Annual General Meeting, comprised of:
  (a) a President, Vice-President, and a minimum of eight (8) Directors elected from among the Ordinary Members of the Institute; Revision: "a President, Vice-President and minimum of three (3) and a maximum of eight (8) Directors elected among the Ordinary Members of the Institute;"
- (b) the Immediate Past President of the Institute.
  - (c) the current CGOM President; and/or Commanding Officer and President; Revision: "Delete 20 (c) in its entirety."
  - **d.** Paragraph 24: The Secretary-Treasurer shall prepare the ballot papers for the election of the President, Vice-President, and Directors, and not less than fourteen (14) days prior to the date

of the Annual General Meeting shall forward one ballot to each Member at the address shown on the records of the Institute. Revision: "The Nominating Committee shall prepare the ballot papers and/or secure electronic ballots for the election of..."

- **e.** Paragraph 25:
- (a) Members shall vote using the ballot provided and may not vote by proxy; Revision: "using the ballot provided, either hard copy with seal or secure electronic ballot and may not vote by proxy."
- (b) All ballots shall bear the seal of the Institute; Revision: "All hard copy ballots shall bear the seal of the Institute; electronic vote ballots are deemed secure
- f. Paragraph 26 (a): Completed ballots shall be forwarded to the Secretary-Treasurer in a sealed envelope so as to arrive not later than 12:00 hours on the day of the Annual General Meeting. Revision: Completed hard copy ballots shall be forwarded to the Institute's "Nominating Committee" in a sealed envelope so as to arrive not later than 12:00 hours on the day of the Annual General Meeting. Electronic ballots will be forwarded to the Nominating Committee electronically through the online voting application."
- g. Paragraph 40 (c): The Secretary-Treasurer shall: Revision: The position of Secretary-Treasurer will undergo a complete review of responsibilities and separation of duties along administrative and financial oversight lines into two (2) or more positions as determined by the Board not later than 30 September 2021.

Motion: LCol Ross Wickware (Ret'd) Seconder: Lt Tom O'Sullivan - Passed

#### 17. Motion to Confirm the Actions of the 2020 Board of Directors

Motion: Lt Tom O'Sullivan Seconder: LCol Bill Shultz (Ret'd) - Passed

# 18. Motion to destroy the Ballots

Motion: Lt Tom O'Sullivan Seconder: LCol Bill Shultz (Ret'd) - Passed

19. **Any business not already covered** or missed, being brought forward by the Members. A motion to confirm members' support to a Firefighters' Stair Climb Challenge taking place in May to help raise money for Cancer Research through RAUSI social and electronic media, in support of the Calgary Fire Department and Maj Mark Soehner (Ret'd), our President Emeritus.

Motion: LCol Ross Wickware (Ret'd): Seconder Maj Joe Howard (Ret'd) - Passed

#### 20. Motion to Adjourn

Lt Tom O'Sullivan Seconder: LCol Bill Shultz (Ret'd) - Passed

21. **Next meeting**- Thursday, 13 May 2021, 1900hrs by Zoom.

#### The Royal Alberta United Services Institute

#### Financial Report for 2021

2021 was the first full year of RAUSI's performance as a think tank (i) programming research in security and defence; (ii) using a virtual vice real office. 2021 activity included development of a website, <u>rausi.ca</u>, and social media campaign. RAUSI programmed research authored by its members and third parties. Most costs concerned programming vice administrative overhead. Costs were funded by (i) RAUSI membership revenue, which remains less than in prior years given nascent brand recognition compounded by higher annual fees; (ii) funds on hand. Casino proceeds funded only community groups and bursaries.

In 2022, (i) programming expanded to online presentations and hybrid in-person lunch-and-learns: (ii) RAUSI will ask Alberta Gaming Liquor and Cannabis (AGLC) to expand its *Use of Proceeds* enabling RAUSI to fund programming.

# L J Howard, Secretary-Treasurer

		2021		
	Operating			
	<u>Fund</u>	<u>Fund</u>	<u>total</u>	<u>total</u>
Balance sheet				
Assets				
Current Assets	\$ 6,831	\$ 64	\$ 6,896	\$ 66,076
Investments	\$ 231,640	\$ -	\$ 231,640	\$236,483
	\$ 238,472	\$ 64	\$ 238,536	\$302,559
Liabilities				
Current Liabilities	\$ 9,734	\$ -	\$ 9,734	\$ 5,761
Deferred Contributions	\$ -	\$ 64	\$ 64	\$ 47,951
	\$ 9,734	\$ 64	\$ 9,798	\$ 53,712
Net Assets				
Internally restricted	\$ 140,438	\$ -	\$ 140,438	\$160,773
Unrestricted	\$ 88,300	\$ -	\$ 88,300	\$ 88,074
	\$ 228,738	\$ -	\$ 228,738	\$248,847
	\$ 238,472	\$ 64	\$ 238,536	\$302,559
Income statement				
Revenue	\$ 25,137	\$ 47,892	\$ 73,028	\$ 64,191
Expenses	\$ (45,471)	\$ (47,666)	\$ (93,137)	(64,853)
Excess (Deficiency) of Revenues over Expens	ses \$ (20,335)	\$ 226	\$ (20,109)	\$ (662)

For a copy of RAUSI's financial statements, contact <a href="mailto:admin@rausi.ca">admin@rausi.ca</a>.

# The Royal Alberta United Services Institute

# **Budget Forecast for 2022 to 2024**

+	2022			2023	2024
	Jan-May	Jul-Dec	total	Jan-Dec	Jan-May
	operating	operating	operating	operating	operating
cash received					
casino proceeds	-	-	-		
membership	5,759	1,200	6,959	7,776	7,776
other	5	-	5	-	
realized investment income	2,713	2,468	5,181	4,936	4,936
cash received	8,477	3,668	12,145	12,712	12,712
cash spend					
programming	23,898	26,565	50,463	64,365	64,365
donations and bursaries	-	-	-	-	-
total per business line	23,898	26,565	50,463	64,365	64,365
accounting and audit	1,857	2,400	4,257	4,800	4,800
insurance	1,685	2,100	3,785	2,500	2,500
bank charges	106	480	586	960	960
secretarial	-	252	252	504	504
total financial admin	3,648	5,232	8,880	8,764	8,764
total advertising admin	-	567	567	1,134	1,134
total website admin_	-	1,428	1,428	2,856	2,856
+					
total admin	3,648	7,227	10,875	12,754	12,754
cash spend	27,545	33,792	61,337	77,119	77,119
cash flow surplus (deficiency)	(19,068)	(30,124)	(49,192)	(64,407)	(64,407)