

Royal Alberta United Services Institute

Minutes of Annual General Meeting for year ending 31 December 2022

dated 30 May 2023

Bylaw 43, "The Annual General Meeting of the Institute shall be held not later than the 31st day of May.

Bylaw 46, "Written notice of any Annual or Special General Meeting specifying the nature of the business to be transacted and the place, date and hour the meeting is to be held, shall be mailed or e-mailed as applicable, to all members of the Institute in good standing at least fourteen (14) days prior to the holding of such meeting."

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

1. Preliminary matters

A. Meeting called to order at 1900 MST by the President.

B. Quorum was present, given that:

- i. per Bylaw 47 a quorum for the AGM is 5% of the members;
- ii. there are 116 members paid in total;
- iii. 30 have registered as attendees;
- iv. $.05 * 116 = 6$;
- v. $30 > 6$.

C. Per Bylaw 43 "The Annual General Meeting of the Institute shall be held not later than the 31st day of May." Bylaw is satisfied.

D. Per Bylaw 46, "Written notice of any Annual or Special General Meeting specifying the nature of the business to be transacted and the place, date and hour the meeting is to be held, shall be mailed or e-mailed as applicable, to all members of the Institute in good standing at least fourteen (14) days prior to the holding of such meeting." Notice was issued 27 April 2023. Bylaw is satisfied. Annex A

2. Motion to accept minutes of 2021 AGM [Annex B]; Howard moves, Griffiths. Consensus.

3. Reports

A. President's 2022 Report [bylaw 51a]; Annex D.

B. Committee reports [bylaw 51(b)];

- i. Finance 2022 [Annex C];
- ii. Programming; verbal report by Kocot; review of prior years content and overview of possibilities for the future .

4. Election of auditors for 2023 yearend financial statements [two members per bylaw 51(c)];

A. Motion to elect two nominees: Colonel (ret) Chuck Hamel, Captain (ret) G Philip Fisher, both of whom have kindly agreed to let their names stand; Stinson moves, Stretch seconds, consensus.

5. Election of Directors [bylaw 51(d)];

A. Promulgation of results of nominations from the Nominating Committee 30 days before the AGM bylaws 22(b)(i) and 22(b)(ii)]; see list per ¶15 C.

B. Invitation for any two members to nominate other directors [bylaw 23(a)];

1. In the event of such members' nominations, **motion to waive** requirement to promulgate such names 30 days before the AGM [bylaw23(b)]; no such nominations made.

C. Voting

Proposed board per nominating committee

		Name	Term [bylaw 21(a)]
bylaw 20(a)	Pres	Joe Howard	(ii) 1 year
"	VP	Kent Griffiths	(ii) 1 year
"	Plus minimum 8 other directors		
"	1	Paul Bury	(iii)
"	2	Jay Milne	(iii)
"	3	Doug Stinson	(iii)
"	4	Karen Storwick	(iii)
"	5	Geoff Jackson	(iii)
"	6	Bill McAuley	(iii)
"	7	Dave Sweeney	(iii)
	8	Nate Blackmore	(iii)
bylaw 20(b)	Past Pres	Eppo van Weelderen	
bylaw 20(c)	Treasurer	Dave Sweeney	

Howard moves, Stinson seconds, consensus.

Upon assuming office, the newly elected board of directors above appointed the following as directors per bylaw 21 (c) in order to broaden and deepen RAUSI's business talent and operational capacity:

1. Stewart Campbell
2. John Lusty
3. Candy Poon
4. Sarah Collins Fattedad

6. Other special business as per notice previously given [bylaw 51(f)];
- A. Amendments to Bylaws (simplifying the membership classes) Annex E. Blackmore moves, Rowley seconds, consensus.
 - B. RAUSI Foundation Windup; rationale for future distribution of remaining funds reviewed; matter tabled for future discussion;
 - C. RAUSI Strategic Plan; reviewed in president's report Annex C;
 - D. RAUSI Business Plan 2023-5; Howard overviews structure; three teams; Governance [deliverables = updated bylaws, governance principles, IP guidance; Research and Development [deliverables = written content, zooms and in-person presentations]; Communications [advertising and promotion peer marketing]; centre of gravity is the strength of the relationship between R&D and Communications teams; goal metrics = > 200 members and one event with > 100 audience.
 - E. RAUSI Research Grant Program for 2023-4; 2 x \$2,500 bursaries; will relocate funding from AGLC to RAUSI Foundation; Foundation solicits \$5k from corporate donor and flows it through to 1+ qualified donees; corporate donor gets tax receipt, and donor and RAUSI both get after-draft good exposure; otherwise, the large balance of unspent funds will be expended;

7. Other business normally conducted [bylaw 51(g)];
 - A. Question from Terry McKinnon answered in item 6E above.
 - B. Mark Soehner expressed concern about areas of the website not being updated, including e.g., Minutes. Reply: a Digital minute book is being constructed that will include all necessary legal documents.
 - C. Roger Rowley emphasized the critical importance of effective communications and questioned if there is a Communications Plan. The answer is at the moment, there is no specific plan, but it is recognized that it is essential. Roger notes no plan is a plan to fail and Roger volunteered to help.
8. Motion to confirm the actions of the 2022-3 Board of Directors. Howard moves, Stinson seconds, consensus.
9. AGM adjourned at 1938.

Minutes approved.

Joe Howard

L J Howard, Vice President and Secretary Treasurer

DRAFT

Notice of Annual General Meeting for year ending 31 December 2022
Dated 27 April 2023



L Joseph Howard <ljosephhoward@gmail.com>

Reminder: RAUSI AGM Tuesday, 30 May 2023

RAUSI <admin@rausi.ca>
Reply-To: webmaster@rausi.ca
To: Dr Lawrence Joseph Howard <ljosephhoward@gmail.com>

29 May 2023 at 15:48

Test message.

[Click here to view message online](#)



United in Service of Defence and Security since 1920

Dear Dr Lawrence Joseph Howard,

The AGM will be held by Zoom on Tuesday, 30 May, 2023. We hope you will join us to review recent accomplishments, elect the new board, and learn about plans for the coming year, such as the Chip Chapman presentation featured below.

The AGM Zoom call is available to join at 1845 hours, and the meeting starts at **1900** hours. Registration is required. Call details will be emailed to you upon registration

Royal Alberta United Services InstituteMinutes of Annual General Meeting for year ending 31 December 2021Meeting held 21 July 2022 at 1900 – Zoom video call**10. Agenda**

- A.** Chair determined a quorum in place and called meeting to order [bylaw 46].
- B.** **Chair called for motion** to waive 31 May 2022 deadline for AGM [bylaw 43]. Moved by Howard, seconded by Storwick, carried.
- C.** **Chair called for motion to accept minutes of 2020 AGM** [attached Annex A]. Moved by Stinson, seconded by Bury. Carried;
- D.** **President's Report.** [bylaw 51(a)]. President reviewed success of critical events for the reporting period and welcomed new initiatives in security and defense education program.
- E. Committee reports** [bylaw 51(b)];
- A.** Chair called for motion to accept Finance Report [Annex B]. Moved by Howard, seconded by Bury. Report and yearend financial statements presented, carried;
- B.** Chair called for motion to accept Programming and Marketing Report [Annex C]. Moved by Bury, seconded by Stinson, carried.
- C.** Other; none.
- F. Election of auditors** for 2022 yearend financial statements [two members per bylaw 51(c)];
- A.** Chair called for motion to elect two nominees. Howard moved that Colonel Chuck Hamel (Ret'd) and Captain G Philip Fisher (Ret'd) be appointed auditors, noting both kindly agreed to let their names stand, seconded by Bury, carried.
- G. Election of Directors** [bylaw 51(d)];
- A.** **Chair called for motion to waive** the Board's appointment of a Nominating Committee [consisting of three members] 45 days before the AGM [bylaw 22(a)]; Moved by Howard, seconded by Stinson, carried.
- B.** **Chair called for motion to waive** promulgation of results of nominations from the Nominating Committee 30 days before the AGM [bylaws 22(b)(i) and 22(b)(ii)]; Moved by Howard, seconded by Stinson, carried.
- C.** Chair invited any two members to nominate other directors [bylaw 23(a)]; none nominated.
- 1.** In the event of such members' nominations, **motion to waive** requirement to promulgate such names 30 days before the AGM [bylaw 23(b)]. Not applicable.
- D. Voting**
- 1. Board below proposed and installed by acclamation.**

		Appointment	Term [bylaw 21(a)]
Bylaw 20(a)	Pres	Eppo van Weelderen	(ii) 1 year
"	VP	Joe Howard	(ii) 1 year
"		plus maximum eight (8) other directors	
"	1	Anna Kocot	[bylaw 21(b)] 2 years
"	2	Paul Bury	[bylaw 21(b)] 1 year
"	3	Karen Storwick	[bylaw 21(b)] 2 years
"	4	Doug Stinson	[bylaw 21(b)] 1 year
"	5	Geoff Jackson	[bylaw 21(b)] 2 years

"	6	Alana Reid	[bylaw 21(b)] 1 year
"	7	Bill McAuley	[bylaw 21(b)] 2 years
Bylaw 21(b)	8	as may be appointed by the board	(iii)
Bylaw 20(b)	Past Pres	Kent Griffiths	One year
Bylaw 20(c)	Treas	Alana Reid	One year

H. Proposed amendments to bylaws [bylaw 51(e)];

- A.** Howard moved to 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, seconded by Bury, carried;
- B.** Howard moved to 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
 2. shall each be appointed by the members of the Board, seconded by Bury, Carried.
- C.** Howard moved to 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
i.	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; A. 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; I. Issue monthly financial statements to all directors showing comparative year to date actual v budget;
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.	<i>Ensure compliance with AGLC spending regulations per AGLC Use of Proceeds and relevance of Use of Proceeds with RAUSI's activity, including a literal interpretation of Use of Proceeds, including assisting the bookkeeper with the annual audit conducted by AGLC</i>
iv.	<i>Complete financial filings with Canada Revenue Agency</i>
v.	<i>Complete other tasks as required for effective financial governance</i>

seconded by Bury, carried.

D. Howard moved to introduce bylaw 40 (d) as follows

	<i>40 (d) The Secretary shall</i>
i.	<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</i>
ii.	<i>Complete filings with provincial authorities, including the Provincial Registrar, AGLC and others</i>
iii.	<i>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</i> <ol style="list-style-type: none"> 1. <i>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,</i> 2. <i>Law Society of Alberta https://www.lawsociety.ab.ca/resource-centre/key-resources/ethics-and-professionalism/navigating-not-for-profits/</i> 3. <i>Other ad hoc resources</i>
iv.	<i>Keep bylaws current and relevant;</i>
v.	<i>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 in kits website and zoom productions</i>
v.	<i>Complete other tasks as required for effective non-financial governance</i>

seconded by Bury, carried.

- I.** *Other special business as per notice previously given [bylaw 51(f)]; none.*
- J.** *Other business normally conducted [bylaw 51(g)];*
 - A.** **Howard moved** *actions of the 2021 Board of Directors be confirmed, seconded by Stinson, carried.*
- K.** *AGM adjourned at 1920 hours.*

Minutes taken by Secretary,

_____ L J Howard

Financial Report for 2022

2022 was the second 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, rausi.ca, 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.

In 2022, (i) programming expanded to online presentations and hybrid in-person lunch-and-learns; (ii) RAUSI obtained permission from Alberta Gaming Liquor and Cannabis Commission to expand its *Use of Proceeds* enabling RAUSI to fund programming.

	2022			2021
	Operating Fund	Casino Fund	total	total
Balance sheet				
Assets				
Current Assets	\$ 9,008	\$ 70,483	\$ 79,491	\$ 6,896
Investments	\$ 146,713	\$ -	\$ 146,713	\$ 231,640
	\$ 155,721	\$ 70,483	\$ 226,204	\$ 238,536
Liabilities				
Current Liabilities	\$ 1,969	\$ -	\$ 1,969	\$ 9,734
Deferred Contributions	\$ -	\$ 70,483	\$ 70,483	\$ 64
	\$ 1,969	\$ 70,483	\$ 72,452	\$ 9,798
Net Assets				
Internally restricted	\$ 65,422	\$ -	\$ 65,422	\$ 140,409
Unrestricted	\$ 88,329	\$ -	\$ 88,329	\$ 88,329
	\$ 153,751	\$ -	\$ 153,751	\$ 228,738
	\$ 155,721	\$ 70,483	\$ 226,203	\$ 238,536
Income statement				
Revenue	\$ (8,865)	\$ 3,927	\$ (4,938)	\$ 73,029
Expenses	\$ (66,122)	\$ (3,927)	\$ (70,049)	(93,137)
Excess (Deficiency) of Revenues over Expenses	\$ (74,987)	\$ -	\$ (74,987)	\$ (20,108)

For a copy of RAUSI's financial statements, go to the RAUSI website www.rausi.ca.

President's Report

I would like to start by expressing my deepest gratitude to the Directors for their hard work this past year, the 102nd year of the Institute and our first full post-covid year. Their professionalism, commitment, and expertise allowed us to significantly reduce the number of Board Meetings and focus, through Committees, on the important tasks of conducting the day-to-day business of the Institute.

Over the past year the Institute, as a program partner and under the leadership of our Past President, Major Griffiths, almost all of our two-dozen nominees were awarded the Queen's Platinum Jubilee Medal. This medal commemorated the 70th anniversary of Her Majesty's accession to the Throne as Queen of Canada upon the death of her father, King George VI, on February 6, 1952. For the recipients the medal pays tribute to those who have given of their time and talents in service to their communities, our province, and our country.

This past year also saw His Majesty's accession to the Throne as King of Canada upon the death of his mother, Queen Elizabeth II, on 8 September 2022, culminating in his recent coronation on 6 May 2023. This past year saw the Institute vacate the office space in the southwest tower of Mewata Armoury and we are now a truly virtual organization.

The Board also undertook a significant Strategic Plan Development exercise last Fall, which re-affirmed our collective desire to continue the hard work started by Major Howard to focus the Institute on creating a sustainable think tank. To achieve all of the assigned and implied tasks the Institute will require an annual commitment of two full-time equivalents, spread among many volunteers, and an annual budget of about \$75,000. This work also led to an amendment of our Mission to now read "To enlighten civil society on breaking issues in global security and defence, thereby building safer and more prosperous communities at home and abroad."

In closing, I'm very excited for Major Howard, our Incoming President, and the new Board of Directors as they continue to move forward the Institute forward to create a sustainable think tank.

Special Resolution – Simplification of Membership Structure

Reference:

1. RAUSI Bylaws Articles 2-12 (Classes of Membership), 20 (Dues) and 99 (Amendments)
2. RAUSI Webpage / Active Membership Summary

Background.

1. The RAUSI Bylaws have established seven Classes of Membership; an Ordinary Member and six classes of Associate Member.
2. As at 30 May 2023, RAUSI has:
 - 110 x Ordinary Member
 - 1 x Associate (Garrison) Member
 - 7 x Associate (Life) Member

Whereas RAUSI events are all user-pay, there is significant administrative value in simplifying the Classes to just Member (paying) and Life Member (non-paying).

Whereas the Board approved the amendment in principle on 13 Sep 2022 and directed the Executive Committee to draft the Special Resolution for consideration at the Annual General Meeting.

Motion. To amend the RAUSI Bylaws 2-12 to read:

Classes of Membership

2. **There shall be two classes of Membership in the Institute namely Member and Life Member.**

Member

3. **Any person who supports the Institute’s Vision and Mission may make application to the Board for membership in the Institute and upon such application being approved as herein provided such person shall be a Member of the Institute.**
4. **Membership entails full membership in the Institute including:**
 - a. **seeking a position on the Board of Directors, as Director, Vice-President and President;**
 - b. **voting privileges at Annual and Special General Meetings; and**
 - c. **the obligation to pay full membership annual dues as determined by the Board.**

Life Member

5. **The President of the Institute may apply for life membership in the Institute on behalf of any Member of the Institute who has rendered long and meritorious service to the Institute, and**

upon such application being approved as hereafter provided such person shall be a Life Member of the Institute.

And to delete RAUSI Bylaw 20:

~~20. — In fixing the dues of Garrison Members, the Board shall take into account that the Garrison Member is also paying dues to the Mess in which he is a regular member.~~

DRAFT