



The Guild of the Royal Canadian Dragoons

Record of Decisions

Special General Meeting

Held on 16 April 2024

By Video Teleconference hosted on MS Teams / In person CFB Petawawa

In Attendance:


Officers:
 Mr. D. Milner, President
 Mr. T. Skelding, First Vice President
 Mr. N Forsyth, Second Vice President
 Ms. M. Reid, Treasurer
 Mr. J. Atkins, Secretary
 Mr. P. Riganelli, Chief Financial Officer


Directors:
 Mr. C. Leblanc
 Mr. B. Fulton
 Mr. J. Follwell
 Mr. A. Coxhead
 Mr. M. Frank (MS Teams)
 Mr. R. Cameron (MS Teams)
 Mr. K. Lee (Regrets)

Guests:
 Mr. S. Cadden
 Mr. D. Cross
 Ms. F. Gagliano
 Major B. Bennett (RFAC)

Ser	Discussion/ Decision	Action by
1.	Call to Order. In accordance with Guild By-Law section 17, notice was provided to all members on 8 March 2024 that a Special General Meeting (SGM) of The Guild of the Royal Canadian Dragoons would be conducted 16 April 2024. The meeting was called to order at 0930 hrs.	President
2.	Opening Remarks. The President welcomed everyone and proceeded with the first agenda item.	President
3.	Special Resolution, Amendment to the Articles. Mr. Atkins gave a presentation on the background and details of a special resolution to amend the Guild Articles, Statement of the Purpose	

	<p>of the Corporation. A special resolution must be approved by a two-thirds majority. The following special resolution was tabled:</p> <p><u>AMENDMENT OF PURPOSES AND ARTICLES</u></p> <p>BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:</p> <p>a) The amendments to the purposes of the Corporation and the Articles of Amendment documenting same be and are hereby approved and accepted, in the form presented to the members.</p> <p>b) The directors of the Corporation be and are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out the foregoing.</p> <p>There was no discussion. The special resolution passed unanimously.</p> <p>(Secretarial Note: The Articles of Amendment were certified by Corporations Canada on 17 April 2024.)</p>	<p>Motion: Mr. Atkins, Second: Mr. Milner</p> <p>Passed unanimously</p>
4.	<p>Election of New Members.</p> <p>There were two applications for membership in the Guild. Membership in the Guild must be approved by majority resolution.</p> <p>“Be it resolved that under Section 11 of the Guild By-Law, Mr. Dyrald Cross has expressed interest in and applied for membership in the Guild of the Royal Canadian Dragoons. It is recommended that he be admitted into the Corporation as a member of the Guild for a period of three years beginning on the 16th day of April 2024.”</p> <p>After discussion, the resolution was passed unanimously.</p> <p>“Be it resolved that under Section 11 of the Guild By-Law, Ms. Franca Gagliano has expressed interest in and applied for membership in the Guild of the Royal Canadian Dragoons. It is recommended that she be admitted into the Corporation as a member of the Guild for a period of three years beginning on the 16th day of April 2024.”</p> <p>After discussion, the resolution was passed unanimously.</p>	<p>Election Mr. Cross</p> <p>Motion: Mr. Milner, Second: Mr. Folwell Passed unanimously.</p> <p>Election Ms. Gagliano</p> <p>Motion: Mr. Milner, Second: Mr. Forsyth Passed unanimously.</p>
5.	<p>Closing Remarks.</p> <p>The President thanked everyone for their efforts to approve an important special resolution and the election of two excellent new members.</p>	<p>President</p>
6.	<p>Adjournment.</p> <p>The meeting was adjourned at 0947 hrs.</p>	<p>Motion to Adjourn: Ms. Reid, Second: Mr. Forsyth Passed unanimously</p>


Mr. J. Atkins
 Secretary
 Distributed and Archived


Mr. D. Milner
 President
 Approved





The Guild of the Royal Canadian Dragoons

Amendment to Articles: Article 6 Statement of Purpose





Governance Hierarchy



Legislation

- ❑ Canada Corporations Act / Canada Not for Profit Corporations Act (NFP) 2011

- ❑ Income Tax Act



- Letters of Patent (Old Act)/Incorporation Articles (NFP Act)



- Bylaws



- Guild Policy, TORs, Op Docs (No Govt oversight)



- (Both Corporations Canada and CRA oversight of Articles and Bylaws)



Background

- 15 Apr 1980 – Incorporation (Letters of Patent)
- 15 Jan 2014 – Transition to NFP Act
 - ❑ Articles of Continuance (Included legacy Objects (H&H only))
 - ❑ Concurrently expanded Objects and Activities (H&H, QOL and Awareness) sent to CRA for review but not accepted. No Guild follow-up with CRA until 2018



Background (cont)

2018 - Perley-Roberston review of Articles, Objects, Activities and Bylaws.

Recommendations:

- Amend Article 5 Number of Directors
- Amend Article 8 Classes of Members
- Amend Article 6 Statement of Purpose
 - Draft CRA letter with updated Objects and Activities. When accepted, vote by Members and file with Corporations Canada
- Amend Bylaws as necessary



Background (cont)

- 18 Sep 2018 – Perley-Robinson Objects and Activities letter sent to CRA
- SGM 2 Nov 2018 – Amended Articles 5 and 8 approved by Guild. Not filed with Corporations Canada in 2018. (11 Feb 2024 Certificate of Amendment (5 and 8))
- 21 Nov 2018 – CRA acceptance of Objects and Activities
- CRA accepted Objects not voted on by membership nor filed with Corporations Canada



Meeting Megan Wallace 1 Mar 24



Lawyer advice:

- CRA accepted Objects must approved by Special Resolution (2/3 majority)
- Activities are included as part of CRA review but do not form part of the Articles; i.e. only Objects are included in Articles
- Subsequently Articles of Amendment must be filed with Corporations Canada
- The Term Objects = Purposes



Special Resolution

SGM 16 April 2024

- Approve Amended Purposes
 - No substantive changes to CRA accepted objects
 - Change term Objects to Purposes
 - Minor formatting
- Approve Corporations Canada Articles of Amendment (Form 4004)



Special Resolution

AMENDMENT OF PURPOSES AND ARTICLES

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

- a) The amendments to the purposes of the Corporation and the Articles of Amendment documenting same be and are hereby approved and accepted, in the form presented to the members.

- b) The directors of the Corporation be and are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out the foregoing.

The ~~purposes~~objects of the Corporation are:

1. to promote, protect, preserve and further the traditions and heritage of the Royal Canadian Dragoons (hereinafter referred to as the “RCD” or the “Regiment”) as part of the Canadian Armed Forces, ~~by~~, by:
 - a. ~~by~~ displaying Regimental artifacts to members of the RCD and the public;
 - b. ~~by~~ collecting and preserving artifacts relevant to the history of the Regiment, and funding the operations of the Regiment’s archives;
 - c. ~~by~~ holding or participating in ceremonies and educational activities to mark important events in the history of the Regiment;
 - d. ~~by~~ fostering liaisons with civilian authorities at all levels in order to establish, maintain and operate museums, exhibitions or demonstrations of items of regimental historical significance, memorabilia, artifacts or property; and
 - e. ~~by~~ collecting, disseminating and publishing information concerning the Regiment, of interest and relevance to members of the Regimental Family and the public at large.
2. to promote the well-being, morale and quality of life of the Regimental Family by funding, supporting and undertaking projects that assist cadets and current and former soldiers and their families, including:
 - a. executing projects that assist the families of injured soldiers and activities to support the families of deployed soldiers;
 - b. making materials and resources available that connect and support soldiers of the Regiment and their families;
 - c. maintaining and managing the memorials and places of remembrance dedicated to Dragoons; and
 - d. providing support and financial assistance for the Regiment’s current and former soldiers, and their families to pursue post-secondary education.
3. to promote public awareness of the Regiment, including:
 - a. communicating the activities of the RCD to the public at large; and
 - b. strengthening the links between the RCD and the communities that surround and support it.



Form 4004
Articles of Amendment
*Canada Not-for-profit Corporations
Act*

Formulaire 4004
Clauses modificatrices
*Loi canadienne sur les organisations à
but non lucratif*

1 Current corporate name
Dénomination actuelle de l'organisation
The Guild of the Royal Canadian Dragoons

2 Corporation number
Numéro d'organisation
0476358

3 The articles are amended as follows:
Les statuts sont modifiés comme suit :

The corporation amends its statement of the purpose as follows:
La déclaration d'intention de l'organisation est modifiée comme suit :
See attached schedule / Voir l'annexe ci-jointe

4 Declaration: I hereby certify that I am a director or an authorized officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant autorisé de l'organisation.

Dean Milner
613-539-1341

A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the Canada Not-for-profit Corporations Act (NFP Act)).

La personne qui fait une déclaration fautive ou trompeuse, ou qui aide une personne à faire une telle déclaration, commet une infraction et encourt, sur déclaration de culpabilité par procédure sommaire, une amende maximale de 5 000 \$ et un emprisonnement maximal de six mois ou l'une de ces peines (paragraphe 262(2) de la Loi canadienne sur les organisations à but non lucratif (Loi BNL)).

You are providing information required by the NFP Act. Note that both the NFP Act and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049

Vous fournissez des renseignements exigés par la Loi BNL. Il est à noter que la Loi BNL et la Loi sur les renseignements personnels permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe

Purpose Of Corporation / Déclaration d'intention de l'organisation

Delete Article 6, Statement of Purpose, of the Corporation's articles in its entirety and replace with the following:

The purposes of the Corporation are:

1. to promote, protect, preserve and further the traditions and heritage of the Royal Canadian Dragoons (hereinafter referred to as the "RCD" or the "Regiment") as part of the Canadian Armed Forces, by:
 - a. displaying Regimental artifacts to members of the RCD and the public;
 - b. collecting and preserving artifacts relevant to the history of the Regiment, and funding the operations of the Regiment's archives;
 - c. holding or participating in ceremonies and educational activities to mark important events in the history of the Regiment;
 - d. fostering liaisons with civilian authorities at all levels in order to establish, maintain and operate museums, exhibitions or demonstrations of items of regimental historical significance, memorabilia, artifacts or property; and
 - e. collecting, disseminating and publishing information concerning the Regiment, of interest and relevance to members of the Regimental Family and the public at large.
2. to promote the well-being, morale and quality of life of the Regimental Family by funding, supporting and undertaking projects that assist cadets and current and former soldiers and their families, including:
 - a. executing projects that assist the families of injured soldiers and activities to support the families of deployed soldiers;
 - b. making materials and resources available that connect and support soldiers of the Regiment and their families;
 - c. maintaining and managing the memorials and places of remembrance dedicated to Dragoons; and
 - d. providing support and financial assistance for the Regiment's current and former soldiers, and their families to pursue post-secondary education.
3. to promote public awareness of the Regiment, including:
 - a. communicating the activities of the RCD to the public at large; and
 - b. strengthening the links between the RCD and the communities that surround and support it.