

Hamilton Gault Memorial Fund

Minutes of the Board of Trustees' Meeting 23 January 2021

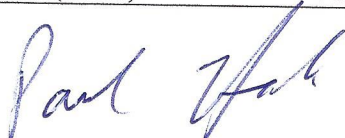
By video conference at 1700 MST

Present:	
Mr. Paul Hale	Trustee / Chair
Mr. Dougal Salmon	Trustee / Vice Chair
Mr. Jim Croll	Trustee / Treasurer
Mr. Ted Giraldeau	Trustee
Mr. Stephen Bartlett	Trustee
Mr. Dave Pentney	Finance Chair / Trustee Designate
Mr. Jammie Hamond	Trustee Designate
Mrs. Jennifer Pouliot	Trustee Designate
Mr Stan Stapleford	Trustee Designate
Mr. Charles Reece	Trustee Designate
Mr. Don Dalziel	Governance Chair
Absent / Regrets	
Ms. Terri Orser	Trustee/ Secretary
Mr. Ted Giraldeau	Trustee
Mr. Derek Prohar	Trustee Designate
Mr Quentin Innis	Trustee Designate

Item	Discussion	OPI/Action
1.	Call to Order: The meeting was called to order at 1702 (MST) hours, with a quorum.	Chair

Item	Discussion	OPI/Action
2.	<p>Opening Remarks:</p> <p>Intent is to approve amendments to the February 2019 HGMF Constitution that remove PPCLI Association oversight.</p> <p>This is a continuation of the handover from current BoT to the Future BoT.</p>	Chair
3.	<p>Approval of the Agenda:</p> <p>Motion for approval: by Steve Bartlett. Seconded by Dougal Salmon. <i>Carried</i></p>	Chair
4.	<p>Special Resolution 01-21 Amendment to HGMF Constitution</p> <p>Jennifer reviewed the amendments and reinforced the aim of the amendments is to remove PPCLI Association oversight of the HGMF. The HGMF is responsible to CRA and cannot be responsible to a Not-for-Profit organization.</p> <p>It was clarified that CRA uses Objects vice objectives when referring to Charitable activities.</p> <p>Questions were raised ref the effective date. It was clarified that the effective date is when the Council of Presidents (CoP) approve the amendment. When they do so they are removing themselves from a position of oversight.</p> <p>Because the changes are administrative, and we are not changing the charitable Objects, CRA approval is not required. However, we must forward a certified copy of updated constitution to CRA.</p> <p>It was reinforced by Don and Jennifer that is the correct process in order to ensure that the PPCLI association is at arm's length from the HGMF.</p> <p>Motion for approval: by Dougal Salmon Seconded by Jim Croll. Note: Ted Giraldeau registered an email proxy vote in favour to the motion on the morning of 24 January. <i>Carried</i></p> <p>Don explained that the next step will be to present the HGMF amendments to the CoP on 27 January 2021. Once CoP approves the amendments, the HGMF will be at arm's length from the Association. Don also reminded all that a secondary impact will be an amendment to the Association By-laws to remove CoP oversight.</p>	Jennifer Pouliot Don Dalzeil

Item	Discussion	OPI/Action
5.	<p>Open Forum</p> <p>Don advised that we must consider adding guidelines with respect to the election of HGMF Trustees, max and minimum number to be on the BoT and maximum length of time a trustee can be on the Board.</p> <p>This should be done prior to the meeting planned for 8 May 2021.</p>	
6.	<p>Next Meetings</p> <p>8 May 2021:</p>	Chair
7.	<p>Adjournment:</p> <p>The Chair thanked the Board for their participation. We are well on track to ensuring that we are fully compliant with CRA regulations.</p> <p>There being no further business or objections the meeting was adjourned at 1725 (MST) hours on a motion by: Steve Bartlett.</p>	



Prepared by:
Paul hale
24 January 2021

Approved by:
Paul Hale
HGMF Chair
24 January 2021



HAMILTON GAULT MEMORIAL FUND

BOARD OF TRUSTEES

SPECIAL RESOLUTION 01-21

A Special Resolution of the HGMF Board of Trustees, amending the HGMF Constitution

WHEREAS, in accordance with the wishes of the Founder, the Hamilton Gault Memorial Fund (HGMF or Fund) was established with the sponsorship of the PPCLI Association, approved by Members in a Special Resolution passed at the Association Annual General Meeting in 1964;

WHEREAS the Charities Division of Canada Revenue Agency (CRA/CD) approved the HGMF as a Charitable Organization, and also approved the Constitution governing the operation and activities of the Fund, including the Article appointing the Officers of the PPCLI Association to be Trustees of the Fund;

WHEREAS the original HGMF Constitution has been amended a number of times, the latest being in February 2019, when with the approval of CRA/CD, a number of the Objects of the Fund were revised and updated;

WHEREAS, through amendments to the Income Tax Act (ITA) and developments in Case Law, Canadian Charity Law has evolved since CRA/CD approved the HGMF Constitution and activities of the Fund. As such, and it has become apparent that the Fund must explicitly establish and continue to ensure an at arms-length relationship between the HGMF and the PPCLI Association as well as between their respective Boards and their Members, unless mutually agreed by means of Memoranda of Understanding negotiated to obtain support of specific purposes and/or activities, as is allowed by applicable Canadian Law;

WHEREAS Articles 3.01 (Role), 6.01 (Amendment), and 7.01 (Dissolution) of the current HGMF Constitution describe the relationship with, and assign oversight responsibilities of the HGMF and the Board of Trustees to the PPCLI Association Council of Presidents;

WHEREAS in consultation with the PPCLI Association Council of Presidents, it has been agreed that, in order to establish and ensure maintenance of this essential at arm's length relationship, the

only appropriate action is to dissolve the oversight relationship of the Council of Presidents with the HGMF and its Board of Trustees, and sever any relationships among them;

WHEREAS after consultation with the PPCLI Association Board of Directors, it has been agreed that to better continue and ensure that an at arm's length relationship is maintained between the two organizations, the most appropriate course is to formally clarify this relationship by amending both the HGMF Constitution and PPCLI Association By-law No. 1;

AND WHEREAS, in accordance with CRA/CD rules and Article 6.01 of the HGMF Constitution, as there is no change to the Objects of the HGMF, this Constitution may be amended by a Special Resolution recommended by the Board of Trustees and approved by the Association Council of Presidents;

BE IT RESOLVED BY SPECIAL RESOLUTION THAT:

It be recommended to the PPCLI Association Council of Presidents that the Hamilton Gault Memorial Fund Constitution, as amended, be further amended as follows:

1. Title Page (p.1): Replace Title Page with attached page, which includes updated wording and the new HGMF logo, replacing that of the PPCLI Association.
2. Table of Contents (p.2): Article 1 – to “Name”, add “and Logo”.
Amended Version
“Article 1 – Name and Logo”
3. Article 1 – Name and Logo (p.3): Add new Paragraph 1.03 after paragraph 1.02.
Insert
“1.03 On its formation, the HGMF assumed use of the logo of the PPCLI Association. A more representative logo, featuring a portrait of the Founder painted not long before the establishment of the HGMF, was introduced in 2020. The logo is on the Cover Sheet of this Constitution.”
4. Article 3 – Role (p.3): Amend paragraph 3.01 by deleting the first sentence, the rest of the paragraph remaining unchanged:
Delete
“The HGMF is the principle financial organization for the charitable operations of the PPCLI Association.”

5. Article 6 – Amendment (p.5): Amend paragraph 6.01 by deleting the first sentence only and inserting a new sentence in its place (note – no amendment to 6.02):

Insert

“6.01 This Constitution may be amended only by a Special Resolution approved by the HGMF Board of Trustees. Amendments to the Objects in Article 4 above must have the prior approval of CRA/CD. . . .”

6. Article 7 – Dissolution (p.5): Amend Article 7 by deleting paragraphs 7.01 and 7.02, and replacing them with:

Insert

“7.01 The Hamilton Gault Memorial Fund will be voluntarily dissolved only by means of a Special Resolution to this effect, passed by the HGMF Board of Trustees at a Special or Annual General Meeting.

7.02 Should the HGMF be dissolved, the assets remaining after all liabilities have been met will be distributed in accordance with the terms of the Income Tax Act, to a charitable organization, or to charitable organizations, all having roles and objects similar to those of the HGMF. No direct or indirect benefit may accrue to any member of the Board of Trustees or any other person related to the HGMF”.

7. Article 8 – Effective Date (p.5): Amend Article 8 by deleting paragraphs 8.01 and 8.02 and replacing them with:

Insert

“8.01 This 2021 HGMF Constitution replaces the February 2019 HGMF Constitution.

8.02 The Effective Date of this Constitution is 27 January 2021, the date that PPCLI Association Council of Presidents passed their Special Resolution 01-21, after it had been recommended to the Council by the HGMF Board of Trustees In their Special Resolution 01-21, on 23 January 2021.”

Certification:

The undersigned certifies that this Special Resolution 01-21 recommending the amendments to the Constitution of the Hamilton Gault Memorial Fund is that which was considered and passed unanimously by the HGMF Board of Trustees at their teleconference meeting on 23 January 2021. This Resolution with the recommended amendments to the HGMF Constitution will be forwarded to the PPCLI Association for consideration and approval by the PPCLI Association Council of Presidents at their next meeting.

Date: 25 January 2021

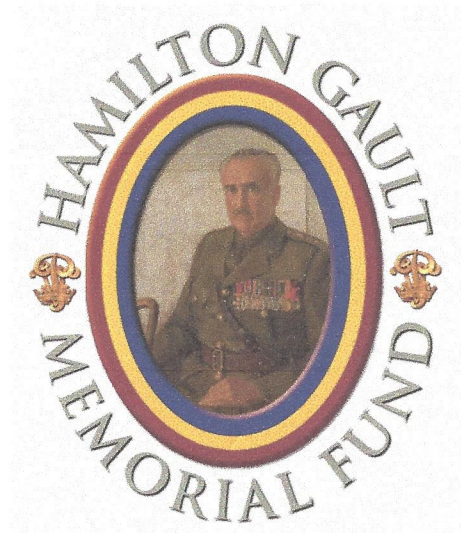
A handwritten signature in blue ink, appearing to read "Paul Hale", is positioned above the printed name and title.

Paul Hale
Chair and Trustee
HGMF

Attachment:

A. Amended Title Page

Attachment A
To HGMF BoT SR01-21



HAMILTON GAULT MEMORIAL FUND

CONSTITUTION

2021

This 2021 HGMF Constitution replaces that approved in February 2019
and includes Amendment One

AL1

Differences Between Registered Charities & Not-for-profit Organizations (NFPO)

Topic	Registered Charity	NFPO
	HGMF Charitable Organization	ASSOCIATION Incorporated NFPO
Purposes	<p>must be established and operate exclusively for charitable purposes that fall into one or more of the following categories:</p> <ol style="list-style-type: none"> 1) the relief of poverty 2) the advancement of education 3) the advancement of religion 4) other purposes that benefit the community 	<ul style="list-style-type: none"> can operate for social welfare, civic improvement, pleasure, sport, recreation, or any other purpose except profit cannot operate exclusively for charitable purposes (therefore the HGMF was created).
Registration	<ul style="list-style-type: none"> must apply to the CRA and be approved for registration as a charity is issued a charitable registration number once approved by the CRA 	<ul style="list-style-type: none"> can, but does not have to, go through a registration process for income tax purposes. However, in part to limit individual/personal liability, the Association is an incorporated entity
Tax Receipts	can issue official donation receipts for income tax purposes	N/A
Spending Requirement	<ul style="list-style-type: none"> must spend a minimum amount on its own charitable activities or as gifts to 'qualified donees' cannot use its income to personally benefit its members 	<ul style="list-style-type: none"> must only spend on 'allowable activities' in the fulfilment of its purpose and stated objectives cannot use its income to personally benefit its members.
Taxes	<ul style="list-style-type: none"> must file an annual information return (Form T3010) within six months of its fiscal year-end is exempt from paying income tax generally, must pay GST/HST on purchases may claim a partial rebate of GST/HST paid on eligible purchases most supplies made by charities are exempt calculates net tax using the net tax calculation for charities 	<ul style="list-style-type: none"> may have to file a T2 return (if incorporated) or an information return (Form T1044) or both within six months of its fiscal year-end is generally exempt from paying income tax, but may have to pay tax on property income or on capital gains must pay GST/HST on purchases may claim a partial rebate of GST/HST paid on eligible purchases only if it receives significant government funding few supplies made by NPOs are tax exempt calculates net tax the regular way.

Source:

CRA <https://www.canada.ca/en/revenue-agency/services/charities-giving/giving-charity-information-donors/about-registered-charities/what-difference-between-a-registered-charity-a-non-profit-organization.html>

Concepts of Governance - Charities

Concept	Governance – Key Concepts
Related persons	<ul style="list-style-type: none"> include individuals (HGMF Board or Association Members), or groups (the HGMF Executive) and the corporations (the PPCLI Association) <u>in which they have a controlling interest</u>. Persons related to these individuals or groups (HGMF Board) are also considered related to those corporations (the PPCLI Association). Note: while the Income Tax Act (ITA) does not contain a precise definition of many terms and key concepts, Canadian Case Law decisions have defined them relying on paragraph 251 (1)(a) of the ITA to determine when persons are 'related' and do not deal with each other at arm's length. <u>This is the case regardless of how they actually deal with one another</u>. Subsection 251 (2) generally defines 'related persons' for the purposes of the Act. Subsections 251 (3) to 251 (6) clarify and expand on the definitions.
At arm's length	<p>describes a relationship where persons act independently of each other or who are not related. The term "not at arm's length" means persons acting in concert without separate interests or who are related (see 'related persons' above).</p> <ul style="list-style-type: none"> Through Case Law, paragraphs 251 (2)(b) and (c) of the ITA set out the statutory rules for determining when a corporation (for example, the PPCLI Association) and another 'person' (the HGMF) will be considered to be related persons. Because the HGMF falls under the 'oversight' of CoP Members, and CoP Members are also members (often directors) in the PPCLI Association, CRA may determine the Association and HGMF are not operating at arm's length. <u>Even if facts determine that 'persons' are 'unrelated', paragraph 251 (1)(c) provides general criteria to determine whether there is an arm's-length relationship between them for a given transaction. However, it must be recognized that all-encompassing guidelines to cover every situation cannot be provided. Each particular transaction or series of transactions must be examined on its own merits.</u> The following criteria have generally been used by the courts in determining whether parties to a transaction are not dealing at arm's length: <ol style="list-style-type: none"> 1) whether there is a common mind which directs the bargaining for both parties to a transaction; 2) whether the parties to a transaction act in concert without separate interests; and 3) whether there is de facto control. <p>Note: It is not required that all three tests be satisfied in every case. In any particular case, any one or more of the criteria may be of greater or lesser importance in the determination whether the parties are dealing at arm's length (Canada v. Remail, 2009 FCA 340, 2009 DTC 5188 (FCA), at par. 32).</p>
Acting in concert	<ul style="list-style-type: none"> <u>The courts have held that when one person (or a group of persons) is, in fact, the bargaining agent, or the mind by which the bargaining is directed, on behalf of both (or all) parties to a transaction, then the parties cannot be dealing at arm's length.</u> The courts have expanded this principle to include the concept of acting in concert with respect to an element of common interest. <u>The fact that two or more parties act in a highly interdependent manner (in respect of a transaction of mutual interest) can be an indication of the fact that the parties are acting in concert and in the same interest and therefore are not dealing with each other at arm's length.</u> The courts have also held, in certain cases, that excessive or constant advantage, authority or influence can constitute de facto control (that is, effective without legal control). This situation can bring parties into a non-arm's-length relationship. <u>It is important to note that this advantage need not be exercised to be a factor; the mere ability to do so is sufficient.</u>

Sources:

- Section 251 Canada Income Tax Act at <https://laws-lois.justice.gc.ca/eng/acts/i-3.3/>
- CRA Charities and Giving Glossary at <https://www.canada.ca/en/revenue-agency/services/charities-giving/charities/charities-giving-glossary.html>
- Income Tax Folio S1-F5-C1, Related Persons and Dealing at Arm's Length at <https://www.canada.ca/en/revenue-agency/services/tax/technical-information/income-tax/income-tax-folios-index/series-1-individuals/series-1-individuals/income-tax-folio-s1-f5-c1-related-persons-dealing-arms-length.html>

Analysis of HGMF and Association Governance

	HGMF Charitable Organization	ASSOCIATION Incorporated NFP soliciting Organization
Role/ Purpose	<p>The HGMF is the principal financial organization for the charitable operations of the PPCLI Association. Not at arm's length?</p> <p>The HGMF receives charitable and other donations, as well as income from interest and fundraising activities, and expends funds on charitable activities in keeping with the terms and intent of the ITA, its Constitution and By-laws. The HGMF is operated solely to promote its Objects without direct benefit nor purpose of gain by Members of the Board of Trustees.</p>	<p>As outlined in its Articles of Continuance and By-law Number One (Section 2, para 2.02), the purpose of the PPCLI Association is to support the interests of the Regiment and the Regimental Family, including its soldiers, veterans, and families, through the pursuit of 7 Objectives relating primarily to maintenance of the close comradeship, mutual regard, support and assistance, and esprit de corps formed while serving or associated with the Regiment.</p>
Objects/ Objectives	<ol style="list-style-type: none"> 1) To receive donations and hold in absolute trust such donations, subject to the direction of the donor(s) and use such funds or income, as the case may be, for the charitable purposes and activities below; 2) To make disbursements for the purpose of maintaining the collection of the Regimental Museum and Archives; 3) To offer bursaries for educational advancement for former members or serving members of the Regiment, their families and members of Cadet Corps affiliated with the PPCLI, to achieve a higher level of academic or technical education; 4) To budget annually a fixed sum to the Royal Canadian Army Cadet League in support of Army Cadet Corps affiliated or sponsored by the Regiment, as approved by the Board of Trustees; 5) To provide counselling service at regional centres to members who suffer from "Post-Traumatic Stress Disorder" (PTSD) or other service-related illnesses, and provide referrals to appropriate social, medical, and legal agencies; 6) To develop and maintain various Regimental memorials as approved by the Board of Trustees, including maintenance of the Frezenberg Memorial; 7) To relieve financial stress and promote a healthy family environment by providing financial assistance with home modifications due to injuries or disabilities incurred during military service; and, 8) To promote the mental health of veterans and members of the Canadian Armed Forces by providing and supporting specialized training for suitable volunteers, conducting Regional Mental Health and Suicide Awareness Workshops; and providing VPP Coordinators the opportunity to attend ASIST or similar courses within their local area. 	<ol style="list-style-type: none"> 1) Foster and maintain the spirit of the Regiment by perpetuating the close comradeship and close supportive relationships formed amongst all ranks while serving in the Regiment, and after release or retirement; 2) Provide support to assist released and retired members who served with the Regiment, and their families; the widows and children of deceased members; and, in exceptional circumstances when assistance is not otherwise available, serving members and their families; 3) Provide administrative support to the Hamilton Gault Memorial Fund Educational Bursaries Program, which annually awards grants to selected veterans and serving members of the Regiment and their families, and cadets who are or were members of Cadet Corps affiliated with the Regiment; 4) Preserve the history of the Regiment by creating, conserving, and maintaining significant Regimental memorials, and supporting the Regimental Archives and Museum; 5) Provide support to Cadet Corps affiliated with the Regiment; 6) Promote public awareness and support, and perpetuate understanding of the history, heritage, and tradition of Service to the Nation and local communities by the Regiment; and 7) Establish co-operative and supportive relationships with other selected veterans' and/or charitable organizations sharing compatible purposes and objectives.

Authority	<ul style="list-style-type: none"> HGMF Constitution provides for By-laws, approved, and issued separately, to govern the administration and operation of the Fund. However, IAW articles 6 and 7 of the HGMF Constitution, HGMF Board of Trustees can only recommend key resolutions for approval by the PPCLI Association Council of Presidents and, in certain cases, only with the subsequent approval of the PPCLI Association Board of Directors and by Members of the PPCLI Association at a Special or Annual General Meeting. The Association By-law states that the CoP is responsible for oversight of the HGMF and that the HGMF Board of Trustees is responsible to the CoP for “all governance and policy matters affecting the fund”. <p>Not at arm’s length?</p>	<ul style="list-style-type: none"> Minimum number of Directors: 7 Maximum number of Directors: 11 All Directors must be Members in good standing of the PPCLI Association <p>The PPCLI Association By-law (2.03) states that:</p> <ul style="list-style-type: none"> The Association Board of Directors “issues instructions for the membership and operation of the CoP”. The purpose of the CoP is to advise and provide feedback to the PPCLI Association Chair and Board of Directors The CoP is comprised of all Branch Presidents and the PPCLI Association Executive Committee. <p>Not at arm’s length?</p>
Summary:	<ul style="list-style-type: none"> HGMF Board of Trustees <u>recommends</u> key resolutions to CoP and at times to the PPCLI Association Board of Directors/Members for approval PPCLI Association By-law provides that CoP exercises oversight of the HGMF – oversight is not defined. 	<ul style="list-style-type: none"> Association Board of Directors and, at times Association Members, approve certain key HGMF Board of Trustee/CoP recommendations The Association Board of Directors “issues instructions for the membership and operation of the CoP”.
Who controls?	PPCLI Association Board of Directors/Members?	PPCLI Association Board of Board of Directors/ Members

Sources:

- Canada Not-for-profit Corporations Act (NFP Act)
- The Income Tax Act (ITA)
- Canada Not-for-profit Corporations Regulations (Regulations)
- Princess Patricia’s Canadian Light Infantry Association Articles of Continuance 2020 – Reference Version (Articles of Continuance)
- Princess Patricia’s Canadian Light Infantry Association By-law Number One (By-law).
- Hamilton Gault Memorial Fund Constitution February 2019



Hamilton Gault Memorial Fund

Board of Trustees

Web Conference

23 January 2021



Agenda

1. Call to Order
2. Opening Remarks from the Chair
3. Approval of Agenda
4. SR 01-21 Motion to Recommend Amendment to HGMF Constitution
5. Open Discussion
6. Adjournment.



4. HGMF BoT SR 01-21

Amendments HGMF Constitution

WHEREAS, in accordance with the wishes of the Founder, the Hamilton Gault Memorial Fund (HGMF or Fund) was established with the sponsorship of the PPCLI Association, approved by Members in a Special Resolution passed at the Association Annual General Meeting in 1964;

WHEREAS the Charities Division of Canada Revenue Agency (CRA/CD) approved the HGMF as a Charitable Organization, and also approved the Constitution governing the operation and activities of the Fund, including the Article appointing the Officers of the PPCLI Association to be Trustees of the Fund;

WHEREAS the original HGMF Constitution has been amended a number of times, the latest being in February 2019, when with the approval of CRA/CD, a number of the Objects of the Fund were revised and updated;



4. HGMF BoT SR 01-21

Amendments HGMF Constitution

WHEREAS, through amendments to the Income Tax Act (ITA) and developments in Case Law, Canadian Charity Law has evolved since CRA/CD approved the HGMF Constitution and activities of the Fund. As such, and it has become apparent that the Fund must explicitly establish and continue to ensure an at arms-length relationship between the HGMF and the PPCLI Association as well as between their respective Boards and their Members, unless mutually agreed by means of Memoranda of Understanding negotiated to obtain support of specific purposes and/or activities, as is allowed by applicable Canadian Law;

WHEREAS Articles 3.01 (Role), 6.01 (Amendment), and 7.01 (Dissolution) of the current HGMF Constitution describe the relationship with, and assign oversight responsibilities of the HGMF and the Board of Trustees to the PPCLI Association Council of Presidents;



4. HGMF BoT SR 01-21

Amendments HGMF Constitution

WHEREAS in consultation with the PPCLI Association Council of Presidents, it has been agreed that, in order to establish and ensure maintenance of this essential at arm's length relationship, the only appropriate action is to dissolve the oversight relationship of the Council of Presidents with the HGMF and its Board of Trustees, and sever any relationships among them;

WHEREAS after consultation with the PPCLI Association Board of Directors, it has been agreed that to better continue and ensure that an at arm's length relationship is maintained between the two organizations, the most appropriate course is to formally clarify this relationship by amending both the HGMF Constitution and PPCLI Association By-law No. 1;

AND WHEREAS, in accordance with CRA/CD rules and Article 6.01 of the HGMF Constitution, as there is no change to the Objects of the HGMF, this Constitution may be amended by a Special Resolution recommended by the Board of Trustees and approved by the Association Council of Presidents;



4. HGMF BoT SR 01-21

Amendments HGMF Constitution

BE IT RESOLVED BY SPECIAL RESOLUTION THAT:

It be recommended to the PPCLI Association Council of Presidents that the Hamilton Gault Memorial Fund Constitution, as amended, be further amended as follows:

1. Title Page (p.1): Replace Title Page with attached page, which includes updated wording and the new HGMF logo, replacing that of the PPCLI Association.
2. Table of Contents (p.2): Article 1 – to “Name”, add “and Logo”.
Amended Version
“Article 1 – Name and Logo”



4. HGMF BoT SR 01-21

Amendments HGMF Constitution

3. Article 1 – Name and Logo (p.3): Add new Paragraph 1.03 after paragraph 1.02.

Insert

“1.03 On its formation, the HGMF assumed use of the logo of the PPCLI Association. A more representative logo, featuring a portrait of the Founder painted not long before the establishment of the HGMF, was introduced in 2020. The logo is on the Cover Sheet of this Constitution.”

4. Article 3 – Role (p.3): Amend paragraph 3.01 by deleting the first sentence, the rest of the paragraph remaining unchanged:

Delete

“The HGMF is the principle financial organization for the charitable operations of the PPCLI Association.



4. HGMF BoT SR 01-21

Amendments HGMF Constitution

5. Article 6 – Amendment (p.5): Amend paragraph 6.01 by deleting the first sentence only and inserting a new sentence in its place (note – no amendment to 6.02):

Insert

“6.01 This Constitution may be amended only by a Special Resolution approved by the HGMF Board of Trustees. Amendments to the Objects in Article 4 above must have the prior approval of CRA/CD. .



4. HGMF BoT SR 01-21

Amendments HGMF Constitution

6. Article 7 – Dissolution (p.5): Amend Article 7 by deleting paragraphs 7.01 and 7.02, and replacing them with:

Insert

“7.01 The Hamilton Gault Memorial Fund will be voluntarily dissolved only by means of a Special Resolution to this effect, passed by the HGMF Board of Trustees at a Special or Annual General Meeting.

7.02 Should the HGMF be dissolved, the assets remaining after all liabilities have been met will be distributed in accordance with the terms of the Income Tax Act, to a charitable organization, or to charitable organizations, all having roles and objects similar to those of the HGMF. No direct or indirect benefit may accrue to any member of the Board of Trustees or any other person related to the HGMF”.



4. HGMF BoT SR 01-21

Amendments HGMF Constitution

7. Article 8 – Effective Date (p.5): Amend Article 8 by deleting paragraphs 8.01 and 8.02 and replacing them with:

Insert

“8.01 This 2021 HGMF Constitution replaces the February 2019 HGMF Constitution.

8.02 The Effective Date of this Constitution is 27 January 2021, the date that PPCLI Association Council of Presidents passed their Special Resolution 01-21, after it had been recommended to the Council by the HGMF Board of Trustees In their Special Resolution 01-21, on 23 January 2021.”



4. HGMF BoT SR 01-21

Amendments HGMF Constitution

It is recommended that the amendments to the HGMF Constitution be approved by the HGMF BoT and forwarded to the Council of Presidents for their approval.

Moved by Dougal Salmon

Seconded by Jim Croll



5. Open Forum



6. Next Meetings

8 May 21 –Virtual (1200 hrs Ontario time)

7. Adjournment