



Hamilton Gault Memorial Fund

**Minutes of the Board of Trustees' Meeting
7 April 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
Ms. Terri Orser	Trustee/ Secretary
Mr. Dave Pentney	Finance Chair / Trustee Designate
Mr. Jammie Hamond	Trustee Designate
Mrs. Jennifer Pouliot	Trustee Designate
Mr. Charles Reece	Trustee Designate
Mr. Don Dalziel	Governance Chair
Mr. Derek Prohar	Trustee Designate
Absent / Regrets	
Mr. Stephen Bartlett	Trustee
Mr Stan Stapleford	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
2.	Opening Remarks: This should be a straightforward meeting to approve new Constitution and by-laws	Chair
3.	Approval of the Agenda: Motion for approval: by Jim Croll. Seconded by Dougal Salmon. <i>Carried</i>	Chair

Item	Discussion	OPI/Action
4.	<p>Approval of minutes from 23 January 2021</p> <p>Motion for approval: by Ted Giraldeau. Seconded by Terri Orser:.</p> <p style="text-align: center;"><i>Carried</i></p>	
5.	<p>Special Resolution 02-21 Amendment to HGMF Constitution</p> <p>No questions or issues were raised with respect to the updated HGMF Constitution or the HGMF By-law Number One.</p> <p>Motion for approval: by Dougal Salmon. Seconded by Ted Giraldeau.</p> <p style="text-align: center;"><i>Carried</i></p>	
6.	<p>Extension of current Board of Trustees</p> <p>Paul explained that in the current construct the PPCLI Association executive is double hatted as HGMF trustees. On 1 May 2021 at the virtual AGM, a new executive will be elected for the PPCLI Association. In order to ensure continuity until the HGMF AGM on 8 May 2021 it is recommended that current trustees remain in their current positions on the HGMF Board of Trustees until the AGM on 8 May 2021</p> <p>Moved by Dougal Salmon that the current HGMF Board of Trustees remain in their current positions until the HGMF AGM on 8 May 2021. Seconded by Ted Giraldeau.</p> <p style="text-align: center;"><i>Carried</i></p>	
7.	<p>Amendment of 2021 HGMF Budget</p> <p>There has been a significant change in circumstances since the 2021 HGMF Budget was initially approved on 13 Amy 2020. The following changes were recommended:</p> <ol style="list-style-type: none"> a. Delete grant requests. Due to COIVD there has been no physical Mental Health training; b. Add Transformation expense due to the potential amalgamation of all three Regimental charities. These would be split three ways; c. Add Trustee Insurance for the HGMF. Cannot rely on PPCLI Association Insurance; d. Add Website expense; e. Reduce Memorial Maint to \$1,000 we currently have a £405 credit with Commonwealth War Graves Commission for Frezenberg maintenance 	

Item	Discussion	OPI/Action
7.	<p>f. Increase Student Bursaries to \$25,00 plus \$500 for admin and Selection committee costs;</p> <p>g. Increase Cadet Support to \$6,800;</p> <p>h. Mental Health and Suicide Awareness training has not been conducted due to COVID. The MHSA Workshop that will take place 12 – 14 April will be virtual and at no cost to the HGMF. VAC is covering costs for the MHFA course.</p> <p>Moved by Jim Croll and seconded by Ted Giraldeau that updated budget as presented be accepted.</p> <p style="text-align: center;"><i>Carried</i></p>	
8.	<p>Open Forum</p> <p>Jim asked if we wanted a blank plaque on the Top Cadet Corps Trophy for 2021. Decision was no.</p> <p>Paul thanked Don Dalziel and Jennifer Pouliot for the outstanding work and long hours that they put into improving the HGMF Constitution and creation of HGMF by-laws.</p>	
9.	<p>Next Meetings</p> <p>2021 AGM will be Virtual on 8 May 2021 at 1500 hrs Ontario time.</p> <p>We will open the HGMF to anyone who wishes to observe.</p>	Chair
10.	<p>Adjournment:</p> <p>There being no further business or objections the meeting was adjourned at 1717 (MST) hours on a motion by: Terri Orser</p>	

Paul Hale

Prepared by:
Paul hale
9 April 2021

Approved by:
Paul Hale
HGMF Chair
9 April 2021



HAMILTON GAULT MEMORIAL FUND

BOARD OF TRUSTEES

SPECIAL RESOLUTION 02-21

A Special Resolution amending the Governance Documents of the Hamilton Gault Memorial Fund

WHEREAS the Hamilton Gault Memorial Fund (HGMF or Fund) was established by a Special Resolution of the Princess Patricia's Canadian Light Infantry (PPCLI) Association and was recognized by the Canada Revenue Agency/Charities Division (CRA/CD) as a charitable organization in 1964, a status confirmed in 1982 after significant changes to the *Income Tax Act (ITA)*;

WHEREAS, with the effective date of 27 February 2019, and following the procedures then in place, the 2009 HGMF Constitution was amended, including, with the prior approval of CRA/CD, a revision of the Objects of the Fund;

WHEREAS on 15 March 2019 a copy of this amended 2019 HGMF Constitution was forwarded to, and accepted without comment by, CRA/CD;

WHEREAS, through amendments to the *ITA* and other developments in Canadian Law it has become apparent that the HGMF Constitution needs to be updated and amended as is allowed and also required by applicable Canadian Law;

WHEREAS, under the terms of Article 5 of the HGMF Constitution, a By-law governing the administration and operation of the HGMF is to be approved and issued;

WHEREAS, through Special Resolutions passed unanimously by both the PPCLI Association Council of Presidents and the PPCLI Association Board of Directors between 27 January 2021 and 10 March 2021, the relationship between the PPCLI Association and the HGMF was clarified;

WHEREAS, after consultation with the HGMF Board of Trustees, it has been agreed that the adoption of By-law Number One will help to better continue and ensure that all Fund Activities and Programs are conducted in accordance with the HGMF's Objects and that they are directly controlled by the Board;

AND WHEREAS, in accordance with Article 6 of the HGMF Constitution, amendments to

the HGMF Constitution and to the HGMF By-law require approval of a Special Resolution by the HGMF Board of Trustees;

BE IT RESOLVED BY SPECIAL RESOLUTION THAT:

The 2021 HGMF Constitution and 2021 HGMF By-law Number One, included as Attachment A and Attachment B respectively to this Special Resolution, replace all previous HGMF Constitutions and HGMF By-laws, and be adopted as the governance documents of the HGMF.

Dated: 03 April 2021

Paul Hale

Paul Hale
Chair
HGMF Board of Trustees

Attachments:

A – The 2021 HGMF Constitution

B – The 2021 HGMF By-law Number One



HAMILTON GAULT MEMORIAL FUND

CONSTITUTION

2021

This HGMF Constitution replaces all previous Constitutions.

HAMILTON GAULT MEMORIAL FUND

CONSTITUTION

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THE HAMILTON GAULT MEMORIAL FUND

CONSTITUTION

Article 1 – Name and Logo

1.01 The name of the fund is “The Hamilton Gault Memorial Fund”. It is also known as the “Fund” or by its initials: “HGMF”.

1.02 The HGMF is named after Brigadier Andrew Hamilton Gault, DSO, ED, CD, Founder of Princess Patricia’s Canadian Light Infantry (PPCLI).

1.03 In 2020, the HGMF assumed use of a more representative logo, featuring a portrait of the Founder, painted not long before the establishment of the HGMF. This new logo is on the Cover Sheet of this Constitution; and, only as explicitly approved by the Board of Trustees, it may be used for all HGMF purpose-related correspondence or other items.

Article 2 – Authority

2.01 The HGMF was established in accordance with a Special Resolution passed at the 1964 Annual General Meeting of the PPCLI Association.

2.02 The HGMF has been approved by the Charities Division of Canada Revenue Agency as a charitable organization as defined in paragraph 149.1(1)(b) of the *Income Tax Act* (the *Act*). The HGMF has been assigned Business Number: 8878 6647 RR0001. Its registered office is located at 4520 Crowchild Trail SW, Calgary, AB, T2T 5J4.

Article 3 – Role

3.01 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 *Act*, this Constitution, and its By-law.

Article 4 – Objects

4.01 The Objects of the HGMF will be limited to the following charitable purposes:

- a. 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;

- b. To make disbursements for the purpose of maintaining the collection of the Regimental Museum and Archives;
- c. 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;
- d. 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;
- e. 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;
- f. To develop and maintain various Regimental memorials as approved by the Board of Trustees, including maintenance of the Frezenberg Memorial;
- g. 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,
- h. 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.

4.02 The HGMF shall be operated solely to promote these Objects.

Article 5 – Board of Trustees

5.01 The HGMF is operated by a Board of Trustees (Board) without purpose of gain. The Trustees shall serve as such without remuneration and no Trustee shall directly, or indirectly receive any profit, nor any gain from their positions. However, in accordance with the *Act*, Trustees who obtain preapproval from the Board, may be reimbursed reasonable expenses they incur in the performance of their HGMF duties.

5.02 The Board shall be constituted with a minimum of three and a maximum of nine

Trustees. Each Trustee shall be elected, or appointed by the Board for a single fixed term not to exceed four consecutive years, unless otherwise specified by the Board; which may, subject to the *Act*, exceptionally approve an extension, ideally for a maximum period of up to four more consecutive years in office.

5.03 The Trustees collectively form the Board of Trustees. The Board will directly control and manage all HGMF activities and programs. Individual Trustees shall not issue debt obligations, borrow money, give guarantees on behalf of the HGMF nor mortgage any HGMF property without the formal approval of the Board in a Special Resolution providing explicit authority in writing to do so.

5.04 The quorum for the Board of Trustees shall be one-half the total authorized number of Trustees, plus one if necessary.

5.05 Unless otherwise stated in this Constitution or in the HGMF By-law, at all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting, in addition to an original vote, shall have a second and deciding vote to break the tie.

Article 6 – Records and Bookkeeping

6.01 The Board shall ensure that all necessary HGMF books and records, including the HGMF Annual Report, required by this Constitution; its By-laws; or by any applicable statute, or law; are regularly and properly kept.

6.02 The financial year for the HGMF shall terminate on the 31st day of December annually. In accordance with the *Act*, the HGMF Annual Report shall include, as a minimum, all information outlined in the Bylaw as well as an annual financial statement that has been subject to a financial review or audit by an accountant, who is registered as a CPA in Alberta.

Article 7 – By-law

7.01 The HGMF By-law, approved and issued separately by the Board of Trustees, governs the administration and operation of the Fund.

Article 8 – Amendment

8.01 This Constitution may only be amended by a Special Resolution approved by two thirds of the entire HGMF Board of Trustees, except that in accordance with the *Act*, amendments to the Objects in Article 4 above must also have the prior approval of the Charities Directorate, Canada Revenue Agency.

8.02 The HGMF By-law may be amended by a Special Resolution approved by two thirds of the entire HGMF Board of Trustees.

8.03 Copies of all amended governance documents, most notably this Constitution and its By-law, must be forwarded to the Charities Directorate, Canada Revenue Agency, as soon as possible and no more than three months after these amended documents have taken effect.

Article 9 – Dissolution

9.01 The Hamilton Gault Memorial Fund, will not be voluntarily dissolved unless by a Special Resolution passed unanimously by the Trustees at a Board Meeting.

9.02 Should the HGMF be dissolved, the assets remaining; after the discharge of all liabilities, and after returning any property it was given on the condition it be returned if and when the HGMF is dissolved; shall 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. This will be done in such a way that no direct or indirect benefit may accrue to any Trustees or to any other person related to the HGMF.

Article 10 – Effective Date

10.01 This HGMF Constitution replaces all previous Constitutions of the Fund.

10.02 The effective date of this Constitution is 7 April 2021.



HAMILTON GAULT MEMORIAL FUND

BY-LAW NUMBER ONE

2021

This HGMF By-law Number One replaces all previous By-laws.

HAMILTON GAULT MEMORIAL FUND

BY-LAW NUMBER ONE

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HAMILTON GAULT MEMORIAL FUND

BY- LAW NUMBER ONE

Section 1 – General

1.01 Application

- a. This By-law is to be applied in conjunction with the Constitution of the Hamilton Gault Memorial Fund (HGMF, or Fund), which authorizes their preparation and use.
- b. This By-law is intended to comply with the Rules and Regulations applicable to Canadian charities which are published in the *Income Tax Act* . Should there be any variance, the *Act* will apply.
- c. This By-Law applies to all aspects of the supervision and operation of the HGMF.

1.02 Definitions. In the HGMF Constitution and in this By-law, unless the *Act* or the context require otherwise, the following definitions apply:

- a. “*Act*” means the *Income Tax Act*, as amended;
- b. “Association” refers to the Princess Patricia’s Canadian Light Infantry (PPCLI) Association, first incorporated in 1953, and, in October 2014, continued under the *Canada Not-for-profit Corporations Act (NFP Act)* S.C. 2009, as a Soliciting Not-for-profit Corporation;
- c. “Board” refers to the HGMF Board of Trustees;
- d. “Board Meeting” or “Meeting” means a meeting of the HGMF Board of Trustees;
- e. “Fund” refers to the Hamilton Gault Memorial Fund;
- f. “Object” or “Objects” means one or more of the charitable Objects or purposes of the HGMF, as authorized by the Charities Division of Canada Revenue Agency and found in Article 4.01 of the HGMF Constitution;
- g. “Quorum” means, for the Board of Trustees, one-half of the entire number of serving Trustees, plus one if required;
- h. “Resolution” means a resolution considered at a Meeting of the Board which, in order to be carried, requires a simple majority of the quorum;

- i. “Special Resolution” means a resolution considered at a Meeting of the Board, which in order to be carried requires a two thirds majority (rounded up) of all Trustees serving on the Board, and not just a quorum; and
- j. “Trustee” refers to an HGMF Trustee appointed, or elected to the Board of Trustees.

1.03 Location. The HGMF is a Canada-wide organization, and those eligible to be Trustees must reside in Canada. However, the HGMF itself has an office in the Military Museums of Calgary AB, and all its books as well as its records must be held there in an electronically readable format.

Section 2 – Trustees

2.01 Trustees. Trustees are those individuals elected, or appointed by a Board Special Resolution. Appointments within the Board are the: Chair, Vice-Chair, Treasurer, and Secretary. There is a total of between three and nine Trustees on the Board. On occasion, an individual may hold more than one appointment: if this is the case, the individual(s) shall have only a single vote on any matter.

2.02 Guiding Principles. Trustees must conduct all HGMF activities without the purpose or attempt of creating any gain for themselves, the other Trustees, or any other person or persons related to the Fund. Trustees must ensure they carry out their functions efficiently and effectively, in full compliance with the laws of Canada, with due regard for the interests of the general public, as well as of the persons subject to or affected by their decisions and actions.

2.03 Resignation. A Trustee may resign by means of notification in writing provided to the Chair. Their resignation takes effect when the Chair formally accepts it. As a result, the Board may subsequently nominate, and appoint or elect another Trustee.

2.04 Removal of Trustee. A Trustee may be removed from office only by means of a Special Resolution approved by the Board. For the purpose of determining the number of votes required to attain the two-thirds majority required for passage of a Special Resolution to remove a Trustee, the authorized number of Trustees may be reduced by one. In this case, the Board shall promptly notify the individual in writing that they have been removed from office. The individual shall have 14 days to appeal the removal to the Chair, in writing, for reconsideration by the Board. The Board’s decision on appeal of removal is final.

2.05 Non-Transferable Interest. The interest of a Trustee is not transferable. It lapses and ceases to exist:

- a. Upon the death of the Trustee;

- b. When a Trustee resigns, and provides written notice to the Chair; or
- c. As otherwise provided by the Board.

2.06 Statement of Ethics. The Trustees are dedicated to operating the Fund in an open, inclusive, and ethical manner. For example, when involved with work of the HGMF, Trustees will not engage in discussion or debate in areas where they have a potential conflict of interest. In particular, Trustees will not participate in any discussion nor vote on any motion that does not comply with the laws of Canada. On occasions where Trustees' personal interests place them in an actual conflict of interest; or, as determined by the Board, a reasonably perceived conflict of interest; or where their financial interests may be advanced by HGMF decisions; those Trustees will recuse themselves from any discussion and shall not vote on the issue.

Section 3 – Board of Trustees

3.01 Board of Trustees. The Board consists of all those appointed, or elected as Trustees. The HGMF is operated by a Board of Trustees without purpose of gain and all of its resources are used solely to promote its charitable purposes and Objects. The Trustees shall serve without remuneration and no Trustee shall directly, or indirectly receive any profit from their positions with the HGMF. However, in accordance with the Act, the Board may, upon request and preapproval, agree that Trustees be reimbursed for expenses reasonably incurred by them in the performance of their HGMF duties.

3.02 Board Composition. Ideally, there should be five Trustees serving on the Board, but that number is to be determined by the Chair in consultation with the Board. However, the Board can operate with a minimum of three and up to a maximum of nine Trustees.

3.03 Authority of the Board. The Trustees collectively form the Board of Trustees. The Board will directly control and manage all HGMF Activities and Programs. Individual Trustees shall not issue debt obligations, borrow money, give guarantees on behalf of the HGMF nor mortgage any HGMF property without the formal approval of the Board in a Special Resolution providing explicit authority in writing for them to do so.

3.04 Committees. There are no standing committees of the Board. However, the Chair, with the approval of the majority of the Board, may appoint Trustees to form a Special Committee to undertake a particular task or to fulfil a specific purpose. A Special Committee may, with the approval of the majority of the Board, also be formed with the assistance of other persons who volunteer, but who are not Trustees and are not serving on the Board.

3.05 Role and Duties of the Board:

- a. The Board coordinates the charitable Activities and Programs of the HGMF. It will manage and directly control all HGMF Activities and Programs to ensure the

proper application of the Constitution, this By-law, as well as current Rules and Regulations applicable to registered charities under the provisions of the *Act*.

b. The Board shall actively pursue the Objects of the HGMF and may adopt Rules and Regulations to govern its Activities and Programs.

c. The Board will:

(1) Ensure that all charitable activities undertaken by the HGMF fall within the letter and intent of its approved Objects listed in the HGMF Constitution;

(2) Be responsible for identifying the principal risks of the charity's business and ensuring the implementation of appropriate systems to manage them;

(3) Exercise direct control over all the Fund's Activities and Programs in order to attain the best results; and,

(4) Adopt governance policies that not only achieve the best results and set appropriate priorities as well as limits for all HGMF programs, but that also ensure a sound and positive communication policy for the Fund.

3.06 Vacancies on the Board. When a vacancy occurs on the Board, the remaining Trustees may exercise the full powers of the Board.

Section 4 – Board Meetings

4.01 Proceedings. The provisions of this By-law apply to the conduct of the Board of Trustees Meetings and proceedings.

4.02 Frequency. Meetings of the Board are to be called by the Chair, or by any two Trustees, as often as the business of the Board requires it. However, the Chair must call at least one Board Meeting annually. Any other Board Meetings may be held at the discretion of the Chair or be called by at least two other Board Trustees.

4.03 Attendance. Meetings of the Board may be conducted in person or, by other means if agreed to by two thirds of all the Trustees. Also, in accordance with applicable law, Trustees may vote and/or participate at such a Meeting by telephone or other compatible electronic means as prearranged with the Secretary or Chair. Trustees participating in such a Meeting, other than in person, are deemed to be present at that Meeting.

4.04 Resolutions. Notwithstanding anything stated to the contrary in this By-law, a resolution in writing signed by all Trustees; shall be valid and effectual as if it had been passed at a Meeting duly called and constituted.

4.05 Other Attendees. Any individual may be invited to attend Board Meetings at the discretion of the Chair or if requested by a majority vote of the other Trustees.

4.06 Meeting Chair. The Chair of any Meeting shall be the HGMF Chair or, in their absence, the Vice-Chair. In the event that the Chair is absent and there is no Vice-Chair present and no other Trustee has been designated to act by the Chair; the Trustees who are present and entitled to vote shall choose, by majority, another Trustee to act as Chair of the Meeting.

4.07 Notice. Notice of Board Meetings will be given to the Trustees: in writing; or by electronic means; or other means of communication; approved by the Board, at least 14 days before the date of the Meeting. The Notice will specify the date, time, place of the Meeting; and ideally include the agenda, or in its absence, outline the general nature of the business to be conducted. Only the matter(s) as set out in the notice of the Meeting will be considered at any Meeting of the Board. The accidental omission to give notice of a Meeting to a Trustee or the fact that a Trustee does not receive notice of the Meeting does not invalidate the Meeting nor make void its proceedings. The 14-day period for notice of Board Meetings can be waived by unanimous vote with every Trustee agreeing to the waiver.

4.08 Minutes. The Secretary, or a person appointed by the Chair, will be responsible for taking and preparing Minutes at all Meetings of the Board. The original copy of the Minutes will be filed at the HGMF office.

4.09 Adjournment. Any Meeting may be adjourned or postponed to a specific date and time by a majority vote of the Board.

4.10 Meeting Held Wholly or Partially by Electronic Means. Either the Chair, or two or more Trustees, may call a Board Meeting. No person shall act for an absent Trustee to call such a Meeting. The Chair, or the Trustees, as the case may be, may determine that the Meeting shall be held, wholly or partially by means of a telephonic, electronic, or other communication method. Thus, Trustees present for the Meeting may be joined electronically by other Trustees not actually present, or alternatively, the Meeting may be held with the entire Board connected electronically. However, Trustees participating electronically must be able to clearly hear and be heard by all those attending the Meeting. In addition, there must be a means to collect, count and include their votes on Motions as if they were present at the Meeting. Trustees participating in a Meeting electronically in this manner are deemed to have been present at the Meeting.

4.11 Voting Procedures. Normal voting may be conducted by show of hands of those present at the Meeting, or by voice by those using electronic communication. However, it will not be possible to carry out a vote by ballot. Should a vote by ballot be requested by a Trustee, the Chair must suspend the Motion until such time as arrangements can be made to conduct the vote by mail-in ballots, or other methods approved by the Board.

Section 5 – Responsibility and Liability

5.01 Insurance. The HGMF shall carry insurance and will indemnify, as provided for in the policy, each Trustee against all costs and charges that result from any act in good faith done by a Trustee; except that the HGMF will not protect, nor provide insurance coverage to any Trustee who has acted illegally, with dishonesty, willful negligence, bad faith, or who has acted outside the scope of the insurance policy's coverage and/or the charitable purpose and Objects of the HGMF.

5.02 Acting as Board Chair. No Trustee acting in good faith is liable for any loss due to an act or oversight, or by an action when acting as Chair, unless the act is illegal, dishonest, or committed in bad faith.

5.03 Auditor's Statement or Financial Review. Trustees can rely on the accuracy of any statement or report prepared by the HGMF's accountant. Trustees are not liable for any loss or damage as a result of acting on the basis of the HGMF accountant's Audit Statement or Financial Review Report.

Section 6 – Finance

6.01 Financial Year. The financial year of the Hamilton Gault Memorial Fund will conclude on the 31st day of December annually.

6.02 Reporting. In accordance with the *Act* and as set out in the *Generally Accepted Accounting Principles* (GAAP) of Canada, the Board will ensure that all financial reporting requirements are met and that either a financial review or an audit is conducted annually by appointing an accountant, who is registered as a CPA in Alberta, to either review or audit all HGMF accounts.

6.03 Annual Budget. The HGMF Annual Budget for all Activities and Programs planned for the following year will be presented at the Annual Board Meeting. However, if it is not then available, it is to be presented to the Board as soon as possible and no more than four months following the end of the HGMF's Financial Year.

6.04 Cheques. All cheques and payment orders issued in the name of the HGMF shall be signed by at least two persons authorized by the Board for that purpose.

Section 7 – HGMF Activity and Program Guidelines

7.01 Administration. Pursuant to the HGMF's charitable purpose and Objects, the Trustees have accepted the responsibility of administering all HGMF Activities and Programs.

7.02 Written Agreements. The Board may undertake to administer and run the HGMF Activities and Programs with the assistance of other organizations, such as the PPCLI

Association. The terms and conditions of any such undertaking must be set out and mutually agreed upon by all parties in a written agreement.

7.03 Forecast Activities and Programs. Each year, the Board will plan and confirm all scheduled HGMF Activities and Programs for the upcoming year and detail them in the Annual Report.

Section 8 – Annual Report

8.01 Required Contents. The Board Chair must ensure that an HGMF Annual Report covering all the Funds Activities and Programs is prepared annually. The Report will be provided to all Trustees by the means determined most efficient and expedient by the Chair or the Secretary. The Chair must also ensure the Annual Report is posted on the HGMF's public website. This Report must include:

- a. The list of Hamilton Gault Memorial Fund Trustees;
- b. The Activities and Programs Report for the preceding year;
- c. The forecasted Activities and Programs for the upcoming year;
- d. The HGMF Financial Review Report or Annual Audit Report; and
- e. The Annual Budget for the forthcoming year.

Section 9 – Records and Bookkeeping

9.01 Provision of Documents. The Board of Trustees may, in accordance with applicable law, provide other stakeholders with any notices, documents, or any information by the provisions of such notices, documents, or information in an electronic or any other similar form.

9.02 Execution of Documents. Documents to be executed by the Fund will be executed in such a manner as may be determined by the Board, including electronic or other similar means, to the extent permitted by applicable law.

9.03 Certain Documents. Significant contracts, agreements, and instruments for reasonable day-to-day operations of the Fund shall be submitted in writing and approved by a majority of the Board before being signed by the two most senior Trustees, normally the Board Chair and the Vice-Chair. However, the Board shall not give Power of Attorney to a registered dealer in securities for the purpose of transferring and dealing with any HGMF stock, bonds, or other securities.

9.04 Maintaining Books and Records. The Board of Trustees will ensure that all books and records of the Hamilton Gault Memorial Fund required by the *Act*, the Constitution or this By-law are properly maintained. The Board will take special care to ensure all recorded donations that are subject to direction by a donor or donors are properly handled.

9.05 Seal. The HGMF Seal, if approved, shall be stamped on the title page of this document. Custody of the Seal, if approved, is the responsibility of the HGMF Secretary, but the Board shall determine its use and the location where it will be stored.

9.06 Execution of Documents. Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Board must be signed by the Chair, or a Trustee appointed by the Chair, and at least one other Trustee, normally those who are senior. In addition, the Board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the HGMF Seal to the document, if one is approved. Any authorized signing Trustee may certify a copy of any instrument, resolution, By-law or other HGMF document to be a true copy thereof. However, a document is not invalid merely because the HGMF seal is not affixed to it.

Section 10 – Rules and Regulations

10.01 The Board of Trustees may make, amend, or repeal Rules and Regulations relating to the management and operation of the Hamilton Gault Memorial Fund as it deems expedient, provided they are not contrary to the provisions of the *Act*, this Constitution, or By-law.

Section 11 — Dispute Resolution

11.01 Disputes or conflict among Trustees, volunteers, or other persons involved in HGMF Activities and Programs are to be resolved informally and amicably or, if this type of resolution is not possible, the Board will appoint a mediator. Should mediation not be successful, the Board will appoint an arbitrator who is not the same person as the mediator. After hearing the issues, the arbitrator will decide what action is to be taken to resolve the dispute. The arbitrator shall also decide on the division of costs, if any, of the arbitration. These costs will normally be bourn equally by the parties involved in the arbitration. By agreeing to arbitration, all parties involved agree that the decision of the arbitrator shall be final and binding and shall not be subject to appeal on any grounds.

Section 12 – Amendment

12.01 Special Resolution. A Special Resolution of the Trustees is required to make any amendments to this By-law. Except as noted in paragraph 12.02 below, and subject to the *Act*, the Constitution and this By-law, the Board may make, amend, or repeal any Article of this By-law.

12.02 Charitable Objects and Prior Approval. If any such amendments affect the Fund's charitable Objects, they must have the prior approval of the Charities Directorate, Canada Revenue Agency.

12.03 Effective Date. Provided that those amendments involving the HGMF charitable Objects have been pre-approved by the Charities Directorate, Canada Revenue Agency, the changes shall be effective from the date that the Special Resolution was passed by the Board.

Section 13 – Previous HGMF By-laws

13.01 All previous HGMF By-laws are repealed as of the effective date of this By-law. Such repeal shall not affect the previous operation of the old By-laws nor shall it affect the validity of any act done, or right, privilege, obligation or liability acquired or incurred prior to its repeal.

Section 14 – Invalidity of any Provision of this By-law

14.01 The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

HAMILTON GAULT MEMORIAL FUND Updated 1 April 2021
2021 BUDGET

2021 HGMF Budget updated 7 April 2021		Updated Budget 7 April 2021	Actual Revenue and Disbursements as of XX April 2021
Revenue			
	Donations - Tax Received	\$25,000.00	
	Donations - Non-Tax Received (Note1)	\$5,000.00	
	Grants - Tax Received	\$0.00	
	2019 Investment Income (Note 2)	\$25,000.00	
	Total Revenue	\$55,000	\$0
Disbursements			
Administration			
	Transformation Expense	\$5,000.00	
	Office Expense	\$1,000.00	
	Accounting/Audit Fees (Projected)	\$3,500.00	
	Trustees Insurance	\$1,500.00	
	Travel/Directors	\$0.00	
	Fund Raising Expense	\$1,000.00	
	Website Expense (Note 3)	\$3,000.00	
	Interest and Bank Charges	\$100.00	
Charitable Objects			
	Memorial Maintenance	\$1,000.00	
	Student Bursaries (Note 4)	\$25,500.00	
	Cadet Support (Note 5)	\$6,800.00	
	Veterans and Family Support	\$1,500.00	
	Peer Support Workshops and ASIST training (note 6)	\$0.00	
	Total Disbursements (Note 7)	\$49,900	\$0
	Revenue over Expenditures	\$5,100	\$0

Notes:

1. Donation of \$5,000 to HGMF for Bursaries from PPCLI Association
2. Unrealized gain from HGMF investments for 2019 was \$104,126. Proposed that up to \$25,000 from investments be used if required.
3. Need to consider domain name, SSL certificate, set-up web hosting and maintenance. Estimate \$3000 with annual cost of \$1500.
4. \$25,000 Educational Bursaries and \$500 for admin costs.
5. Three Cadets have requested funds to date. Anticipate \$1,500 per cadet corps, \$800 for hatbadges /shoulder flashes and \$1,000 Top Cadet Corps plus \$500 for admin (keeper trophy, engraving and shipping.
6. Virtual Mental Health First Aid provided at no cost by VAC. ASIST Training currently on hold due to COVID 19 restrictions.
7. Estimated disbursement quota for 2021 is \$35,000



Hamilton Gault Memorial Fund

Board of Trustees

Web Conference

7 April 2021



Agenda

1. Call to Order
2. Opening Remarks from the Chair
3. Approval of Agenda
4. Approval of Minutes 23 January 21



5. HGMF BoT SR 02-21 HGMF Governance Documents

WHEREAS the Hamilton Gault Memorial Fund (HGMF or Fund) was established by a Special Resolution of the Princess Patricia's Canadian Light Infantry (PPCLI) Association and was recognized by the Canada Revenue Agency/Charities Division (CRA/CD) as a charitable organization in 1964, a status confirmed in 1982 after significant changes to the *Income Tax Act (ITA)*;

WHEREAS, with the effective date of 27 February 2019, and following the procedures then in place, the 2009 HGMF Constitution was amended, including, with the prior approval of CRA/CD, a revision of the Objects of the Fund;

WHEREAS on 15 March 2019 a copy of this amended 2019 HGMF Constitution was forwarded to, and accepted without comment by, CRA/CD;

WHEREAS, through amendments to the *ITA* and other developments in Canadian Law it has become apparent that the HGMF Constitution needs to be updated and amended as is allowed and also required by applicable Canadian Law;



5. HGMF BoT SR 02-21 HGMF Governance Documents

WHEREAS, under the terms of Article 5 of the HGMF Constitution, a By-law governing the administration and operation of the HGMF is to be approved and issued;

WHEREAS, through Special Resolutions passed unanimously by both the PPCLI Association Council of Presidents and the PPCLI Association Board of Directors between 27 January 2021 and 10 March 2021, the relationship between the PPCLI Association and the HGMF was clarified;

WHEREAS, after consultation with the HGMF Board of Trustees, it has been agreed that the adoption of By-law Number One will help to better continue and ensure that all Fund Activities and Programs are conducted in accordance with the HGMF's Objects and that they are directly controlled by the Board;



5. HGMF BoT SR 02-21 HGMF Governance Documents

AND WHEREAS, in accordance with Article 6 of the HGMF Constitution, amendments to the HGMF Constitution and to the HGMF By-law require approval of a Special Resolution by the HGMF Board of Trustees;

BE IT RESOLVED BY SPECIAL RESOLUTION THAT:

The 2021 HGMF Constitution and 2021 HGMF By-law Number One, included as Attachment A and Attachment B respectively to this Special Resolution, replace all previous HGMF Constitutions and HGMF By-laws, and be adopted as the governance documents of the HGMF.

Moved by Dougal Salmon, Seconded by Ted Giraldeau



6. Extension of Current Trustees

- Current Trustees are members of the Association Board of Directors
- Their positions will change as of the Association AGM on 1 May 2021
- In order to ensure continuity until the HGMF AGM on 8 May 2021 it is recommended that current trustees remain in their current positions on the HGMF Board of Trustees until the AGM on 8 May 2021
- Moved by Dougal Salmon, seconded by Ted.



7. HGMF 2021 Budget Amendment

- Current HGMF Budget was approved at 2020 AGM and should be amended based on new circumstances.

7. HGMF 2021 Budget Amendment



	Current Budget	Updated Budget
Revenue		
Donations - Tax Received	\$10,000	\$25,000.00
Donations - Non-Tax Received (Note1)	\$12,000	\$5,000.00
Grants - Tax Received	\$20,000	\$0.00
2019 Investment Income (Note 2)	\$25,000	\$25,000.00
Total Revenue	\$67,000	\$55,000
Disbursements		
Administration		
Transformation Expense		\$5,000.00
Office Expense	\$1,000	\$1,000.00
Accounting/Audit Fees (Projected)	\$4,000	\$3,500.00
Trustees Insurance		\$1,500.00
Travel/Directors	\$8,500	\$0.00
Fund Raising Expense	\$300	\$1,000.00
Website Expense (Note 3)		\$3,000.00
Interest and Bank Charges	\$60	\$100.00
Charitable Objects		
Memorial Maintenance	\$3,500	\$1,000.00
Student Bursaries (Note 4)	\$23,000	\$25,500.00
Cadet Support (Note 5)	\$5,000	\$6,800.00
Veterans and Family Support	\$1,500	\$1,500.00
Peer Support Workshops and ASIST training (note 6)	\$20,000	\$0.00
Total Disbursements (Note 7)	\$66,860	\$49,900
Revenue over Expenditures	\$140	\$5,100



7. HGMF 2021 Budget Amendment

Notes:

1. Donation of \$5,000 to HGMF for Bursaries from PPCLI Association
2. Unrealized gain from HGMF investments for 2019 was \$104,126. Proposed that up to \$25,000 from investments be used if required.
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6. Virtual Mental Health First Aid provided at no cost by VAC. ASIST Training currently on hold due to COVID 19 restrictions.
7. Estimated disbursement quota for 2021 is \$35,000



8. Open Forum

9. Next Meetings

8 May 21 –Virtual AGM (1500 hrs Ontario time)

10. Adjournment