



**LORD STRATHCONA'S HORSE (ROYAL CANADIANS)
CEREMONIAL MOUNTED TROOP FOUNDATION
ANNUAL GENERAL MEETING
MINUTES
Wednesday 5 April 2017**

12 April 2017

Attendance (alphabetically)

Chief Warrant Officer A.S. Batty - Former RSM
Mr. J. Bilyk - Civilian Board Member/Chair Strathcona Guild (*teleconference*)
Brigadier-General (Ret'd) D.C. Hilton - Board Member/Former CO (*teleconference*)
Colonel (Ret'd) G.G. Hug - Board Member/Chair (*video conference*)
Master Warrant Officer K. King - SSM HQ
Chief Warrant Officer W.A. Laughlin - Board Member/Serving and former Strathcona Gens, Cols, and CWOs (*teleconference*)
Captain C.D. McLean - Board Member/Treasurer
Colonel (Ret'd) W.K. Megill - Former CO (*teleconference*)
Mr. S.J. Rolinger - Civilian Board Member
Captain C. Ross - Assistant Adjutant
Lieutenant-Colonel (Ret'd) J.A. Stuckart - Board Member/Society Secretary/Vice Chair (*teleconference*)
Chief Warrant Officer (Ret'd) P.J. Wonderham - Board Member/Association President (*teleconference*)
Major A.S.H. Wong - Board Member/Society Operations Adviser

Mrs. K.M. Batty – Recording Secretary

Voting By Proxy (alphabetically)

Proxy to Al Wong

Master Warrant Officer S. Brown	SSM Recce
Chief Warrant Officer R.J. Clarke	Board Member/Senior NCM Adviser
Captain N. Hevenor	OC HQ
Corporal T.U. Lauterbacher	PMC Track Pad
Major P. Leonard	OC Recce
Lieutenant-Colonel M. Lubiniecki	Board Member/ Senior Regimental Adviser
Warrant Officer N. Mills	PMC Sarcee
Master Corporal J. Monge	PMC Green Point
Master Warrant Officer K. Shiells	SSM B

Proxy to John Stuckart

Colonel (Ret'd) J.R. Forestell	Serving and former Strathcona Generals, Colonels, and Chief Warrant Officers
Colonel (Ret'd) J.N. Murphy	Serving and former Strathcona Generals, Colonels, and Chief Warrant Officers
Colonel (Ret'd) J.E.N. Roderick	Board Member/Former COTR

Opening Remarks

1. The Vice Chair opened the meeting at 9:00 AM. He noted that the AGM would normally occur later in the year but due to the bylaw amendment items it was felt that the meeting needed to be pushed up a few months.
2. The Chair noted that this AGM will follow much like in previous years, however a few changes in governance will be proposed. Everyone had received the information electronically regarding the agenda items and all voting members were asked to submit their vote electronically on the bylaw amendments. Col (Ret'd) Hug thanked everyone for their continuing support to the Ceremonial Mounted Troop Foundation as we move forward improving our governance.



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**Review of 2015
CMT AGM
Minutes**

**Foundation
Operations
Overview**

**2016 Financial
Reports**

**Appointment of
Auditor for 2017**

**Annual Reports
Board of Directors**

3. LCol (Ret'd) Stuckart indicated that the CMT Foundation is in relatively good shape. A number of things have been actioned or about to be actioned and will be realized in 2017. All this is a prelude to operations taking place for MW 2018.
4. The previous minutes were circulated along with the agenda. The Vice Chair asked for any errors or omissions.
5. **A motion** was made by Capt McLean, **Seconded by** Maj Wong that the 2015 Ceremonial Mounted Troop minutes dated June 22, 2016 be accepted as presented. **CARRIED**
6. Maj Wong noted that the Treasurer would be highlighting the 2016 unaudited financial report, slides 36-38, which was electronically distributed with the agenda.
7. Capt McLean noted that the 2016 revenue was approximately \$8,000 lower than expected. This was due in part to CF wide cuts. Most other anticipated revenue came in either on par or slightly more than budgeted.
8. The expenses were under budget in most categories, but transportation was over budget. This was due to the Bison donation not being as much as expected, but was also due to more rides being done outside the local geographical region. He noted that the extra expense is worth it as it gets SMT out into the public eye.
9. CMT had planned a deficit for 2016 but went over that deficit again, due to transportation. Capt McLean drew attention to the projects line item (slide 39) which shows the Foundation's actual expenditure towards WWI uniforms. This amount was matched by a grant from the Provincial Government which is the first time CMT has applied for a grant as a source of revenue. The bank account is in a good place to support the 2017 season.
10. LCol (Ret'd) Stuckart noted that these reports have been presented to the Board and they understand the transportation issues. They agree that we need to continue to promote rides, but need to work to gain additional revenue for transportation.
11. The audited version is not available as the AGM was moved up a couple of months. The audited report will be sent out electronically for AGM approval.
12. Capt McLean also noted that for the third consecutive year the number of journal entries have been reduced due to the advice of the Finance Committee, and the new processes that have been put in place.
13. **A motion** was made by CWO Batty, **seconded by** CWO (Ret'd) Wonderham that the 2016 unaudited financial report be accepted as presented with it being noted that the audited report will be circulated electronically for AGM approval when received. **CARRIED**
14. The Vice Chair noted that Jay Noden has been a great support to the Foundation over the last couple of years and has enabled us to improve our practices.
15. **A motion** was made by Capt McLean, **seconded by** Col (Ret'd) Megill, that Jay C. Noden Professional Corp be appointed as the 2017 auditor with remuneration being set by the Society Operations Adviser based on costs from the previous year. **CARRIED**
16. LCol (Ret'd) Stuckart advised the AGM that the Foundation owes a huge debt of gratitude and thanks to Capt McLean for his hard work as the treasurer on behalf of the Foundation.
17. The Vice Chair advised the AGM that the Board will be entering a cycle of where they will be meeting 4 times during the operational year. The operational year runs from January to December and each meeting will focus on specific items.
18. The Foundation Board of Directors has not changed significantly. The Board is working towards getting ready for MW 2018. Good ideas equate to background study, presentation and fundraising before moving forward with implementing. This is important to remember because as was shown in 2016, a



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small decrease in revenue causes an increase in cost to the operations. The Board is pleased with how the operations of the Foundation are going.

**Strathcona
Mounted Troop**

19. Maj Wong advised that the 2016 Annual Report was distributed electronically with the agenda and is listed on slides 40-44. He did make note that 2016 was a little busier than an average year.
20. Maj Wong drew attention to the fact that SMT just returned from participating at the Royal Manitoba Fair. They were able to showcase their new WWI uniforms and their participation was a great success. They will be participating at the Edmonton Vimy Ridge event, setting the tone for what life would have been like on the eve of Vimy.
21. The Troop is also continuing to work on putting on their new trailer wrap. The old wrap was faded, and the new one features the Munnings painting of the Charge, various Troop sponsors and a large Strathcona logo. Maj Wong advised that once the wrap was complete, pictures would be distributed through the website and other electronic means so they can be used by the Regimental Family to promote Moreuil Wood 2018.
22. Col (Ret'd) Megill asked what the Unit Exchanges looked like and was advised the Troop works with 1st Cav in Fort Hood, who has a mounted unit, to exchange ideas and ways of work. For instance Capt McLean noted that their Ferrier works with our Ferrier on ways to decrease our costs by approximately \$10K. This is just one example of the benefits to these exchanges.
23. **A motion** was made by MWO King, **seconded by** Capt Ross to accept the Annual Reports as presented.
CARRIED

New Business

By-Law Amendments

**Civilian Board
Member voting
privileges**

24. The Vice Chair drew the AGMs attention to the email that they received on March 30th, 2017. The proposed bylaw amendments come from the recommendations of the Governance Committee, who have looked at this in great detail, and the current Board of Directors. The Board and Governance Committee continue to look at ways that the Foundation can do business better.
25. We have asked a great deal of our civilian board members noting that these members have been long time supporters and friends of the Regiment. The Board is unanimously recommending that these civilian members be given voting privileges.
26. Col (Ret'd) Hug went on to say that we have made significant strides in updating the governance for the Foundation. The civilian members have been extremely supportive and are a great asset to the Board.
27. LCol (Ret'd) Stuckart advised the AGM that votes and proxies had been received from the majority of the voting members prior to the meeting. Proxies were given to the follow voting members:

Maj Wong – 9 proxies
LCol (Ret'd) Stuckart – 3 proxies.
28. **A motion** was made by BGen (Ret'd) Hilton, **seconded by** Maj Wong that based on the recommendation of the Governance Committee and the current Board of Directors, that the term "non-voting" be deleted from the bylaws in relation to civilian Board Members.

Opposed – 2
Abstained – 0
In Favour – 60
No Vote Received – 10

The motion is **CARRIED** with 83.33% in favour.

**Board and AGM
Quorum
Amendment**

29. The Vice Chair noted that in previous years the recognized quorum for deciding changes for the Foundation had been a very low number of people. The Governance Committee again recommends, and the Board supports, that the quorum be changed to a threshold of at least 51% of eligible voting



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members. Attention was drawn to the current Society bylaws noting that we have been incorporating the same practice for the Foundation which highlights who the Regular (voting) members are.

30. Col (Ret'd) Megill asked for clarification on what 51% means in terms of bodies. The Vice Chair noted that the Board consists of 19 Directors and that the outside the Regiment Regular Members of the Foundation fluctuates between 35-45 people. We consistently update our list ensuring that everyone wants to remain actively involved and remove those who do not.
31. **A motion** was made by CWO Batty, **seconded by** CWO (Ret'd) Wonderham that based on the recommendation of both the Governance Committee and the current Board of Directors that the quorum for both Board Meetings and Annual, or General Meetings be raised to 51% of those eligible to vote.

Opposed – 3

Abstained – 0

In Favour – 59

No Vote Received – 10

The motion is **CARRIED** with 81.94% in favour.

32. The Vice Chair drew the AGM's attention to the previously distributed proposed list of Directors for the 2017/2018 year. He noted that there is a nomination process to elect members of the Regimental Family to be part of the Board.
33. The current Board is apprised of 18 members as one of the previous CO positions is currently vacant, but it is anticipated that the Nominating Committee will begin their search to fill it in the not too distant future. The Board of Directors serves from July to July because our AGM is usually held in June.
34. **A motion** was made by Capt McLean, **seconded by** MWO King to authorize the Board of Directors for 2017/2018 as presented. **CARRIED**

**Election of Board
of Directors
2017/2018**

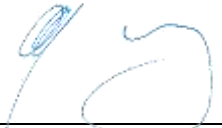
Open Discussion

New Business

35. Maj Wong and Capt McLean spoke to the AGM regarding making an application for a CMT Foundation casino. He noted that current AGLC rules indicate that the AGM is responsible for approving the application request. Maj Wong also stated that the Foundation would be required to add a dissolution clause into the bylaws to indicate that should the Foundation cease to exist, all remaining casino funds and assets would be donated to a charitable organization.
36. **A motion** was made by LCol (Ret'd) Stuckart, **seconded by** Col (Ret'd) Megill to authorize the Board of Directors to initiate the application process with AGLC regarding the Foundation's eligibility to run a charity casino. **CARRIED**
37. **A motion** was made by Col (Ret'd) Megill, **seconded by** Capt McLean, that a dissolution clause indicating that all remaining casino funds and assets be donated to a charitable organization upon dissolution of the Foundation be added to the bylaws. The Board is authorized to move forward with this addition and ensure that the addition is filed with Alberta Registries and show the Corporate Registry 'filed' stamp before the casino application will be filed. **CARRIED.**


Adjournment

38. The Chair and Vice Chair thanked everyone for their continued support. He noted that he recently seen the video of the Mounted Troop's performance in Brandon, MB and thought that they looked fantastic.
39. **A motion** was made by Maj Wong, **seconded by** CWO Batty to adjourn the meeting at 9:43 AM. **CARRIED**



Maj A. Wong
Society Operations Adviser

Approved



LCol (Ret'd) J.A. Stuckart
Vice Chair (on behalf of the Chairman)



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Documents circulated prior to meeting

Email from Chair and Vice Chair dated 30 March, 2017

Email from Recording Secretary dated 4 April, 2017 which included:

CMT AGM Agenda

2015 CMT AGM Minutes dated June 2016

2016 Unaudited CMT Financials

2016 AGM CMT Slides (includes Troop Report, financial breakdown and proposed 2017/2018 Board of Directors)

Document included as attachment

List of eligible 2016 CMT AGM voters.