



AGM MEETING MINUTES

June 21st, 2024

Call to order: Called to order at 17:00 hrs, June 21st, 2024.

Executive Members Present: Juan Jose Besterio, President, Mike Mclean, (1st Vice-President), Ken Keegan (Membership), Dave Hiorth (2nd Vice President & Advertising), Lawrence Stasiuk (Journal Editor and Web manager), Bill Alexander (Secretary)

Number of CSMMI members present: 30

CSMMI Members represented by proxy: 11

Is the meeting official?

The president declared the members present a quorum and the meeting formally constituted.

1. Approval of Minutes of 2023 AGM - June 16th, 2023:

Outstanding items from previous meeting:

- a. It was suggested that members be encouraged to display for the monthly bourse shows. We would like to promote this.

Minutes of **2023 AGM - June 16th, 2023.**

Moved: Lawrence Stasiuk Seconded: Ken Keegan Carried

2. President's Remarks:

The President greeted those attending the Annual General Meeting of the Canadian Society of Military Medals & Insignia.

The President spoke to the operations of the last year of the Society:

Over the past year, my primary goals have been to bring in new members and create stronger ties with the community while maintaining the high standards of CSMMI. I am delighted to report that we have seen a steady increase in our membership, with a notable influx of younger members. This rejuvenation is

essential for the continued growth and vitality of our society, and I am excited about the fresh ideas and energy they bring.

In addition to growing our membership, we have also focused on updating our society to comply with the new Ontario Not-for-Profit Corporations Act (ONCA). ONCA is legislation designed to modernize the legal framework for not-for-profit organizations in Ontario, providing clearer rules for governance, accountability, and transparency. Coming into compliance with ONCA is crucial as it ensures our society operates within the legal standards, promotes good governance, and enhances public trust. I am also pleased to report that our finances remain stable, ensuring that we can continue our activities and initiatives without interruption.

Moreover, our monthly shows have been enhanced by the presence of new vendors, bringing greater variety and quality to our events. This not only enriches the experience for all attendees but also strengthens our community by fostering new connections and opportunities.

I am also excited to announce that this year we have taken on the responsibility of running the MILART military articles website. This initiative further expands our footprint in Canadian military history, providing a valuable resource for enthusiasts and researchers alike.

In conclusion, I want to extend my deepest gratitude to each of you for your ongoing support and dedication to CSMMI. Together, we have made significant strides this year, and I am confident that with your continued involvement, we will achieve even greater success in the years to come.

3. Treasurers Report: As a result of Bryan Patterson's resignation in the fall of 2023, the position of Treasurer has been temporarily filled by the President.

a. Review of Financial Statements & 2024 Budget: The President reviewed the budget in detail. Several line items were identified and explained. See attached Financial Report.

b. Current bank balances:

\$ Cdn: \$44,569.17

\$ US: \$653.00

Petty cash: approx. \$100

Ursula (last name needed) suggested that some funds should be invested. To be investigated.

Questions from the floor about accounting and the ONCA application were raised. See new business.

- c. Monthly Shows Report: 171 tables have been rented over the previous year.

The President noted the CSMMI needs a Treasurer.

Motion to accept Treasurer's report: Bob Haggarty Seconded: David Irvine
Carried.

- 4. **Membership Report:** Ken Keegan reported on the status of membership, noting we are holding steady. Several members have died over the last year, which the President asked for a moments silence to commemorate.

- a. Current members: See attached report.

Motion to accept Membership report: Andrew Godefroy
Seconded: Peter Rydahl Carried

- 5. **Website Report:** Lawrence Stasiuk reported on the website.

- a. CSMMI: See attached report.
- b. MILART: Bill Alexander reported the MilArt site has transitioned to the CSMMI management.

Motion to accept Website report: Chris Warnick Seconded: Mike McLean
Carried.

- 6. **Social Media Report:**

- a. Facebook Group: 2,100 members, with approx. 100 posts per week.

Motion to accept Social Medial report: Mike McLean
Seconded: Lawrence Stasiuk Carried

- 7. **Journal Report:** Lawrence prepared the annual Journal report, see attached.

Motion to accept Journal report: Ken Keegan
Seconded: Mike McLean Carried

- 8. **New Business:**

The President explained that the CSMMI had to come into compliance with the ONCA regulations. As such there were some issues with complying with

the terms. The application is with a lawyer, but one issue resulted in some heated discussion.

Whereas section 68 of the Not-for-Profit Corporations Act (the "Act") provides as follows:

"Subject to section 76, at each annual meeting, members of a corporation shall by ordinary resolution appoint,

- 1. That the Corporation appoint someone to conduct a review engagement report of the financial status of the Corporation for the current fiscal year; and*
- 2. That the said person hold the office of auditor until the next annual meeting of the corporation.*

In either case the person so chosen must satisfy the following qualifications.

69 (1) In order to be an auditor of a corporation or to conduct a review engagement of a corporation, a person must be permitted to conduct an audit or review engagement of the corporation under the Public Accounting Act, 2004 and be independent of the corporation, any of its affiliates, and the directors and officers of the corporation and its affiliates.

- a.** *Appointment of Financial Auditor for recurring end year review.* The President suggested that the CSMMI should have an external financial audit on an annual basis. It was this particular point that was discussed at length. Interpretations of the Act diverged, with some members familiar with the process indicating there was no need for auditing, as the Act indicated a \$500,000 lower ceiling for a non-profit as the trigger for audits. It was moved that the CSMMI appoint an independent external financial review on an annual basis.

Moved Steve Gusterson Seconded Lawrence Stasiuk.
Motion defeated.

- b.** The question was referred back to the Executive for review and action.
It was reported that exceptional expenses had been budgeted this year only for lawyers' expenses and accountant expenses to bring the CSMMI into compliance. See the budget summary.

9. Authorizing the revised Constitution of CSMMI.

The President prefaced the Constitution v 2024.

The major initiatives this past year has been formulation of the CSMMI constitution in order to comply with the new Ontario Not-for-Profit Corporations Act (ONCA). This new constitution is the result of many hours of dedicated work by members of the Executive. This Constitution is intended to enhance the governance and operations of the society more resilient and adaptive to future challenges.

Ratification of the constitution will take place by a vote. The entire CSMMI membership has been included in this process by sending out the proposed constitution and providing proxy voting forms. The constitution requires approval by 2/3 of the membership present at the Annual General Meeting on June 21st, 2024, either in person or by signed proxy form.

Motion: The Constitution of the CSMMI version 2024 as proposed by the Executive be adopted.

Moved: Ian Candy Seconded: Terry Wallace

Carried by 35 of 41 votes cast.

10. New business.

- a. It was suggested the Executive consider different types of memberships including corporate and student. Taken under advisement by the Executive.

11. Election of New Executive:

- a. The current executive of the CSMMI resigns.
- b. Nominations for CSMMI Executive positions opened:

2 Year terms:

President: Juan Jose Besteiro

1st Vice-Pres: Mike McLean

Membership Secretary: Ken Keegan

1 Year term (2024-25), two years after following:

2nd Vice-Pres: Dave Hiorth

Treasurer: Dave Hiorth

Secretary: Bill Alexander

Journal Editor: Lawrence Stasiuk

c. Nominations from the floor? None.

Nominations closed.

d. As no positions were contested all nominees are acclaimed.

e. Point of Personal Privilege: Steve Gusterson rose to thank the former Executive for their efforts on behalf of the CSMMI.

12. Annual Show Display Awards:

1. 1st Place Display - G.E. Switzer Prize & CSMMI Gold Medal:
One Ship Four Crosses, Robert Land
2. 2nd Place Display – CSMMI Silver Medal:
Interallied Victory Medals of the First World War, Lawrence Stasiuk
3. 3rd Place Display – CSMMI Bronze Medal:
The Birth of a Regiment - Strathcona's Horse in the Boer War, James Godefroy

13. Society Awards:

- Honour: Mr. Bryan Patterson #953 - For being past president for 12 years.
- Gold Badge of Honour: Ken Keegan #1603. – For his years of dedication to the CSMMI and being a face for our society.
- Silver Medal: Mr. Lawrence Stasiuk #1685. – For his outstanding contributions to the CSMMI and its Journal.
- Special Mention: To all the wives and caretakers that help our members come to our shows.
- CSMMI Fellowship: Mr. Fred Tripp HM, F.CSMMI, #L464– He can now use the post nominals F. CSMMI. This distinction is bestowed upon individuals who have made significant contributions to the understanding of military history and collecting, both within and outside of our Society.

14. Adjournment: Motion to adjourn: Lou Grimshaw. Adjourned: 18:14.

President

Secretary