



# UNTDA Association of Canada

Minutes of the Annual General Meeting 2022

November 15, 2022

19:00 EDT

[Supporting Documents UNTDA Website](#)

1. Call to order 19:09 EDT– President Graham Scott
  - a. Attendance
    - i. Annex A-UNTDA Board
    - ii. Annex B-UNTDA AGM Attending Voting/Nonvoting
  - b. Approval of the Agenda-Annex C-UNTDA-Notice-of-AGM-Meeting-Nov-2022  
*Moved by: Ken McCaw*  
*Seconded by: Bruce McKean*  
**Carried**
  - c. Virtual Meeting Technical Details - Secretary
    - i. Join the meeting muted and please stay muted unless recognized by Graham
    - ii. If your name is not evident, please make that the case.
    - iii. Use to the Raise Hand feature in reactions to ask questions and vote.
  - d. Voting Process - Secretary
    - i. Only those with paid-up membership are permitted to vote.
    - ii. Use to the Raise Hand feature in Reactions to vote.
    - iii. Keep your hand raised until the count is announced,
    - iv. To facilitate counting Graham will ask for those opposed.
2. Opening Remarks of the President – President Graham Scott
  - a. Welcomed and referred everyone to his report Annex D-Presidents-Report-UNTDA-AGM-15-Nov-2022
  - b. Wished to thank all those many volunteers for their hours of work required to bring the UNTDA to this moment in its history.
  - c. Noted that the webpage transformation must be seen to fully appreciate it.

- d. Thanked the retiring directors for their work and specifically to Glenn Davidson who hoped his vacancy will be filled by someone from the new membership ready to take the organization forward.
  - e. Pointed out that this meeting was a significant milestone the history of the UNTDA as it will determine the future of the organization.
  - f. Question from Pierre Taillon - Will there be any more face to face gatherings?  
Response- Yes indeed later in the meeting the 2023 Convention will be highlighted and as well during the 100th Anniversary of the Naval Reserve events across Canada will happen throughout 2023 and can be found on UNTD.org
3. Acceptance of the Articles of Association (Annex E-Articles-of-Incorporation-4)

Proposed Motion:

**Whereas** the Board in its future planning for the UNTDA determined that the UNTDA would be better served by incorporation, the Board requested that Robert Blakely of Blakely and Dushenski, Legal Counsel to create the initial Articles of Incorporation of the UNTDA; and

**Whereas** the Board approved the Articles of Incorporation (Corporate number 134170-9);

*The Board recommends that the Articles of Incorporation under the Canada Not-for -Profit Corporations Act be approved by the Members of the UNTDA.*

*Moved by: Bob Blakely*

*Seconded by: Russ Cape*

*Discussion: David Cox asked why incorporate now after all this time. Responses Graham Scott the ad hoc form of the UNTDA that worked in the past is not effective going forward and unsupportive of change and growth. Incorporation will ensure the organization is taken seriously. Response by Bob Blakely - Incorporation carries with it liability protection for the Board members and the membership at large.*

**Carried**

4. Approval of By-Law Number 1. (Annex F-UNTDA-By-law-Number-1-final)

Proposed Motion:

**Whereas** the UNTDA was incorporated in October of 2021 it was required that the UNTDA establish By- Laws to govern the work of the board and the membership of the Corporation

*On the recommendation of the Board the Membership approves By-Law Number 1 of the of the Corporation.*

*Moved by: Bob Blakely*

*Seconded by: Roger Elmes*

**Carried**

5. Treasurer's Reports (available on the UNTDA Web site) - Treasurer Ross Connell
- a. Annex G-October-Financial-Report

b. Annex H-UNTDA-Financial-Report-2021

i. Questions-Ron Paquin

1. Gifts, Presentations - Response Ross Connell -BC Shipbuilding Monument and Citizen Sailor Virtual Cenotaph
2. Postage money in - Response Ross Connell – postage included in sale price of regalia
3. Website - Response Ross Connell - the superior end product was significantly less expensive than comparable sites and well worth the cost.
4. Are we still invested in GICs - Response Ross Connell - Yes

6. Approve audit and set policy for internally produced audits

Proposed Motion:

**Whereas** the Not – For – Profit Corporations Act requires annual audits, but does not specify that a professional auditor be employed

**Whereas** the Association as in the past relied on a competent person, and not a professional auditor, to produce its annual audits

And **Whereas** naval officers have received training in the administration of Non – public Funds and the production of annual financial reports

Now therefore be it resolved and the Board recommends that the Association continue its practice of audits by a competent person and that the results of those audits be reported to Corporations Canada on an annual basis.

Be it further resolved that an audit by a professional auditor is dispensed with and replaced by the procedure above

Be it finally resolved that the audit presented to the Annual General Meeting, and recommended by the Board, be adopted as the audit of the Association for the year ending December 31, 2021.

Moved by: Ross Connell

Seconded by: Edgar Williams

*Discussion: Kimberley Unterganschnigg expressed strong reservations about waiving the need for an audit based on the presumption that Naval Officers are trained in the administration of Non-public funds. Response - Bob Blakely - The Corporations Act is very specific that a competent person can fulfill the accounting requirements for an organization such as the UNTDA. In view if the fact that the Treasurer is a CPA waving the auditor for this year would be quite acceptable to Corporations Canada. Thus allowing a significant saving to the UNTDA.*

**Carried**

7. Presentation and discussion of the Report of the Membership Structure Review Committee – Director at Large Marta Mulkins

a. Annex I-UNTDA-2025-FINAL-Report-15-Nov-2021

- b. Annex J-Membership-Structure-Review-Final-Report
  - c. Marta Mulkins highlighted the steps in the process described in detail in Annexes I and J which lead to recommending opening the membership to all ranks and to the subsequently changing the name of the organization.
  - d. Question Ron Paquin-How diverse was the consultation process. Response-Marta Mulkins and Daniel Haché -The consultation was as broad as possible to capture the wishes of a representative sample of the existing membership and the potential new membership.
8. Proposed amendments to the Articles of Association and *By-Laws arising from the report of the Membership Structure and Review Committee as recommended to the membership by the Board.*

*Proposed Amendment #1 to the Articles of Association*

**Whereas** the Board believes that the future of the UNTDA and preservation of the legacy rests within the Naval Reserve of Canada; and

**Whereas** the organization of the Reserves and its training programs and its performance structures have substantially altered since the formation and subsequent disbanding of the UNTD program in 1968;

*The board recommends that the membership approve an amendment to Form 4001 of the Articles of Incorporation Article 4 Statement of Purpose to read:*

*“To celebrate the naval and civilian contributions of participants in the Canadian Naval Reserve and to identify, preserve and promote the history and values of the UNTD program and its successors, with emphasis on citizenship, leadership, honesty, commitment, service and personal discipline.”*

*This replaces the current language: To celebrate the naval and civilian contributions of participants in Canadian Naval Reserve Officer Training Programs, and to identify, preserve, and promote the history and values of the UNTD program and its successors, with emphasis on leadership, honesty, commitment, service, and personal discipline*

*Moved by: Ross Connell*

*Seconded by: Daniel Haché*

*Discussion: Bob Blakely reminded everyone this **Special Resolution** required a 2/3 majority and would need to be subsequently approved by Corporations Canada*

*Vote: unanimous.*

***The Special Resolution to amend the Articles of Association is Carried***

Proposed Amendment #2 to the Articles of Association

**Whereas** the board considers it helpful to advance the smooth restructuring of the UNTDA by marginally increasing the number of directors on the Board.

The Board recommends that the Articles of Incorporation be amended to increase the number of Directors from a Minimum of 1 to a minimum of three and from a Maximum of 16 to a maximum of 20.

*Moved by: Kim Kubeck*

*Seconded by: William Thomas*

**Carried**

Proposed Amendment #1 to the By-Laws

*On the recommendation of the board, the members approve an amendment to Section 2.01 of By-Law Number 1 of the UNTDA by replacing the remainder of the text in paragraph one following the first sentence as follows:*

*“Ordinary membership in the corporation shall be available to individuals, active or retired, who serve or have served in the Canadian Naval Reserve. Anyone who supports the mission of the corporation is welcome to join as an Associate member.”*

*The original read:*

Ordinary membership in the Corporation shall be available to individuals who participated in the UNTD program (1943-1968), and those who participated in other successor naval officer reserve programs such as ROUTH, NROC, UNTD version 2, RESO and DEO, and anyone who supports the vision and mission of the Corporation is welcome to join, and individuals with the connection to those naval reserve officer training schemes may be included in the Association. Members, includes, those who did not go through any of the naval reserve programs but have had or continue to have important connections to those programs or, with the people within them.

*Moved by: Daniel Haché*

*Seconded by: Tom Kuiper*

**Carried**

9. Resolution to Ratify Board of Directors Actions – President Graham Scott

Proposed Resolution: That the actions and decisions of the Board, since the last AGM, have been reviewed by the membership and the same are approved.

*Moved by: Graham Scott*

*Seconded by: Jennifer Bennett*

***Carried***

10. Election of directors - President Graham Scott

The Board recommended list of directors (Annex K-Slate-of-Directors) to continue to serve as Directors until the Annual meeting of May 12, 2023,

Motion to approve the list of Directors

*Moved by: Ron Paquin*

*Seconded by: Iain Munro*

*Discussion: Ron Paquin are there plans to have directors from Quebec and the Maritimes?*

*Response: Graham Scott yes we are actively recruiting but are mindful that the membership structure change will affect where we look for candidates,*

***Carried***

11. 2023 Naval Reserve Centennial Conference - Centennial Conference Chair Roger Elmes reviewed the conference details. Registration is progressing very well and includes a good representation from the post UNTD membership.

12. 2023 AGM Friday 12 May 2pm Hotel Grand Pacific Victoria

13. Other Business - Ross Connell wanted to highlight the historical significance of this meeting and praised those attending and supporting a great future for the organization. Tom Kuiper noted that he attended the meeting specifically because of his support of the membership issue.

14. Adjournment 19:31- Moved William Thomas