



# Sabretache

THE OFFICIAL JOURNAL OF  
THE CALGARY MILITARY HISTORICAL SOCIETY

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January Extra 2022

## **ATTENTION ALL MEMBERS.**

**Please read the following, important letter from our President Dave Love.**

### Message from the CMHS President to the General Membership

It is with a great deal of regret and sadness that I find myself, and the remainder of your Executive Committee, having to write to you about further events that have transpired since my last message to you on December 27.

You will remember that in my last message I gave an update of what had transpired with the Calgary Military Historical Society (CMHS) over the past year. Included was the presentation of our annual financial and membership reports and the need to convene an Annual General Meeting for 2021.

At that point, a Motion was made whereby the general membership gives the Executive Committee permission to hold that meeting and the authority to act on any business that comes forward from that meeting. It was explained that a lack of response to that motion indicates agreement with the motion. The Executive Committee received no responses to the motion within the stipulated time frame and the Motion was duly passed. Since that time, your Executive Committee has conducted the Annual General Meeting, through numerous emails and telephone conversations. The minutes of that meeting follow these opening remarks.

Also mentioned in that earlier message was that, as part of the Annual General Meeting, we are required by the Societies Act of Alberta to hold elections for a new Executive Committee. I reviewed the current status by saying the existing Vice-President (Mike Clare), and Secretary (Rob Wellings) have agreed to let their names stand for re-election to their current positions. I also indicated that the offices of President and Treasurer will need to be filled as both myself and Floyd will not be standing for re-election. The Past-President position, of course, will automatically transfer to me as outgoing President. Dave Gale has indicated that he would be willing to continue as a Director/Editor. Further, Floyd Stinson has indicated he would be willing to act as a General Director and I have also agreed to continue as a Director/Historian, both of these appointments subject to the approval of a new Executive Committee. Further to that information I reported in my last message that there would be serious ramifications should the offices of President and Treasurer not be filled. This is driven by requirements under the Society Act of Alberta to continue as a Registered Society.

I regret to report to you that no nominations for the President and Treasurer were received within the stipulated timeframe. Accordingly, it was the decision of the Executive Committee to not hold an election because of the current un-nominated. This means, simply, that we will no longer comply with the Societies Act of Alberta and thus will be formally dissolved as a registered Society within Alberta, effective June 1 this year when our annual report to the government is due. This sets into motion a series of other requirements that have been outlined and explained, along with requisite Motions and Resolutions that were carried by the Executive Committee and come into effect once the membership has received the Minutes of the 2021 AGM of the Calgary Military Historical Society.

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Again, those minutes follow these introductory remarks. **Bottom line – unless two members come forward before June 1 and indicate a willingness to stand for election as President and Treasurer, the Calgary Military Historical Society will cease to exist as a Registered Society as of June 1.**

Within the context of the minutes, I also shared some thoughts under the heading ‘Moving Forward’ suggesting alternative ways to continue our fellowship albeit in a different format. I leave that to each of you, as members of this organization, to consider and decide how you would like to see things continue or not continue. I will not take an active role in any undertaking of this nature however I will be available to act, to a degree, as a facilitator for correspondence between members as well as an advisor should any member(s) wish to utilize my experience.

In giving this situation further thought and in discussions with the remainder of the Executive Committee, we all recognize that this situation has been many years in coming, but coming it has. For at least the past 10 years, it has become increasingly difficult to get a greater active involvement by the general membership in the affairs of this Society. Every year we have had to work harder to find new blood for the Executive Committee or any other commitment other than meeting attendance. There has been an increase in apathy shown by much of the membership with the result that for several years, the active work and governing of this Society has been mostly handled by the same small segment of members. It is my experience backed up by proof/results that in any organization, this series of events usually results in that organization folding.

Again, I must emphasize that this is not a pleasant thing for me to have to deal with. I did a rough accounting and realize that I have been an active member of the CMHS and its precedent, the Calgary Military Collectors’ Club for at least 40 years and possibly as long as 50 years (with the passage of time, dates become murky LOL). My association with this organization has been a focal point in my life and I count many of my best friends from within its ranks. This turn of events greatly saddens me. I will continue to be active to a degree if the organization survives but I have no interest in holding office other than, as I mentioned, a Director/Historian and Past-President which is automatic. Please, I implore all of you to carefully review the Minutes and explanations accompanying below and decide on your own course. If you choose not to take a more active role, i.e. stand for office as mentioned, that is certainly your right and I will respect and defend you on that, but I also remind everyone that anything worthwhile takes commitment and some effort to keep it vital and in existence. Take care.

Dave  
(dlove@davincibb.net)

**Minutes from the 2021 Annual General Meeting of the Calgary Military Historical Society, Virtually and by telephone conversations, held 12 January, 2022.**

**MOTION (as presented within the 27 December 2021 President’s Message to the general membership):**

Moved by Dave Love, seconded by Floyd Stinson, that the membership of the Calgary Military Historical Society authorize the current Executive Committee to conduct a virtual Annual General Meeting on behalf of the membership at large. This authorization includes giving the Executive Committee authority to vote on any matters or motions, that come before them from the membership at large as well as to carry out the election of the Executive Committee and declaration of said results.

**MOTION CARRIED (approved by absence of any exceptions by the General Membership)**

1. Meeting was called to order on 12 January at 6:30pm
2. A quorum of the Executive Committee was declared to virtually exist for the meeting by David Love, as President/Meeting Chairman
3. Rob Wellings was appointed as Secretary for the meeting
4. The Maurice Harvey Award – it was decided by the Executive that the Maurice Harvey Award would not be given for the 2020-2021 year.
5. Reports

A) Financial:

**MOTION**

Moved by Floyd Stinson, seconded by Rob Wellings, that the annual Financial Report of the Calgary

Military Historical Society be approved, as presented within the 27 December 2021 President's Message to the general membership

**MOTION CARRIED (approved by absence of any exceptions by the General Membership)**

- B) Membership:** previously presented for information within the 27 December 2021 President's Message to the Membership
- C) President's Report:** previously presented for information and/or approval within the 27 December 2021 President's Message to the Membership
- D) Historian's Report:** Dave Love reported that while queries from the general public were noticeably reduced over the past year, undoubtedly due to the Covid pandemic, several requests were received and addressed throughout the year. In most cases, Dave (with help from other members when applicable), was able to supply the information asked for.

6. Election of Officers to the Executive – it was decided by the Executive Committee that no election would be held due to the lack of nominations for the positions of President and Treasurer. Given the importance of these positions needing to be filled as per the Societies Act of Alberta, it was felt that an election under these circumstances would not be totally valid. By point of information, as it stood going into the Annual General Meeting, we had nominations for Vice-President and Secretary, the position of Past President would be automatically assumed by Dave Love as the outgoing President and we had three individuals who expressed interest in being appointed as Directors (Editor, Historian and a General Director). one for the position of Historian and the other , a general Director. In making this decision, it was understood by the Executive Committee that there are significance ramifications regarding the continuing existence of the Calgary Military Historical Society as a registered Society. See further discussion and decisions under "8. Other Business" below.

7. Annual Dues for the 2021-2022 year – Earlier in 2021, the Executive Committee approved a second rollover of dues for the 2021-2022 year

8. Other Business

A) Dissolution of the Calgary Military Historical Society:

**RESOLUTION FROM THE EXECUTIVE COMMITTEE**

Be it resolved that the Calgary Military Historical Society be dissolved as a Registered Society within the Province of Alberta due to the inability of the Society to elect a President and a Treasurer.

**RESOLUTION CARRIED**

As rationale for this decision, as the Executive Committee understands it, The Societies Act of Alberta stipulates that all organizations that are Registered Societies within Alberta must have, as a minimum, a President, a Secretary and a Treasurer. And that should vacancies exist for any or all of these positions following an organization's Annual General Meeting, that organization will be considered to be dissolved as a Registered Society, effective the next due date for that organization's annual report to the Government (in this case June 2022).

The Executive has had lengthy and iterative virtual/telephone discussions on this issue given that no nominations were received for election to the positions of President and Treasurer. The Executive Committee agreed that dissolution appears to be the obvious consequence. It should be noted that within the Constitution of the Calgary Military Historical Society, there is a clause that dictates how normal dissolution would occur. This clause, however, deals with how to dissolve the Society if the membership requests it. However, it is again the understanding of the Executive Committee that the instructions within this clause do not apply to this situation. Rather, the stipulations in the Societies Act of Alberta with respect to required Society officers supersedes the CMHS Constitution dissolution clause.

Having said the above, it should be pointed out this organization can still continue in some other format, such as this organization was many years ago when it was the 'Calgary Military Collectors' Club'. It just cannot be a Registered Society and cannot conduct business under that category. It could continue informally but under a different name. There would be no formal stipulations or requirements regarding how it would be organized and how it would be governed. It should be pointed out, though, as a new organization, the current Executive Committee of the CMHS is under no obligation nor responsibility to continue in their former duties and responsibilities.

B) Disposition of the Property of the Calgary Military Historical Society.

**RESOLUTION FROM THE EXECUTIVE COMMITTEE**

Be it Resolved that the Property of the Calgary Military Historical Society be disposed of and realized by the Society Trustees, consistent with the stipulations and instructions of the Societies Act of Alberta and Federal Government provisions relating to non-profit organizations.

**RESOLUTION CARRIED**

Again, as rationale for this decision, as per the Societies Act of Alberta, once a Registered Society has been dissolved, the Property of the organization must also be realized (i.e. disposed of and/or dispersed). As defined by the Constitution of the Calgary Military Historical Society and the Societies Act of the Province of Alberta, a Registered Society's property is formally vested and controlled by three Trustees who shall be the holders for the time being of the Offices of President, Secretary and Treasurer. Further, the Trustees, at their discretion, shall dispose of the property consistent with the objectives of the Society and for the benefit of the Members of the Society. The Property is defined by the Societies Act of Alberta to include all financial, physical and intellectual assets. Electronic assets such as a webpage or a facebook page are a little more complicated because they are controlled by two appointed members in good standing, but again, the CMHS Constitution deals with this. There is also an understanding within the Societies Act that indicates that the Property, especially financial, cannot be distributed to Members of the Society for personal material gain. In other words we cannot 'pay' ourselves.

No firm decisions have been made on this subject as yet. That will be the responsibility of the three Trustees. However in discussions between Executive Committee members, several ideas were raised for consideration by members of the Executive Committee. There was unanimous agreement that, because the Property of the Calgary Military Historical Society is overwhelmingly financial, a donation(s) should be made to another non-profit organization having similar objectives to our Society. The Executive Committee further agreed that the Trustees should consider organizations who 1) promote and foster general interest in military heritage and traditions and, 2) promote study and research of military history and related subjects. Such an organization that could be considered is the Vimy Foundation, as one example. Such donation(s) may be in the form of sponsoring a scholarship or educational program in the Society's name for young students. The Executive Committee also felt the disposition of Society Property would not be finalized and executed until the Society was formally dissolved in June. Up until that point, only preparations would be put in place. At that point, the Trustees would report back to the general membership.

**MOTION**

Moved by Alan Ross, Seconded by Mike Clare, that David Love, Floyd Stinson and Rob Wellings be appointed as Trustees of the Calgary Military Historical, term to be effective from the date of the 2021 Annual General Meeting until formal dissolution of the Calgary Military Historical Society be complete.

**MOTION CARRIED**

**MOTION**

Moved by Dave Love, seconded by Mike Clare, that Floyd Stinson and Susan Elve continue as signing officers for the Calgary Military Historical Society, term to be effective from the date of the 2021 Annual General Meeting until formal dissolution of the Calgary Military Historical Society is complete.

**MOTION CARRIED**

C) The Society Webpage and Facebook page and the Society Mailbox

**MOTION**

Moved by Dave Love, seconded by Rob Wellings, that the outgoing members of the 2020-2021 Executive Committee, be authorized to decide the realization of the Calgary Military Historical Society webpage and Facebook page. Execution of the realization will occur once formal dissolution of the Calgary Military Historical Society is complete.

**MOTION CARRIED**

At the time of the 2021 Annual General Meeting no decisions were made concerning these Properties. There were questions as to whether to delete or keep the page(s) active, whether they should be monitored or not if kept active, what changes would have to be made should they stay active, etc. etc. It was decided that the outgoing members of the Executive Committee would take on this task with assistance, as needed from other more knowledgeable members of the Society. It was also agreed that execution of any decisions in this area would not occur until formal dissolution of the Society is complete.

D) Refund of Annual Dues

**MOTION**

Moved by Floyd Stinson, seconded by Rob Wellings, that payments of annual dues made prior suspension of face-to-face meeting (i.e. the period of the Covid pandemic) will not be refunded. For those individuals who joined the Society during the past year, their dues will be refunded if they so request.

**MOTION CARRIED**

As rationale, the Executive Committee felt that individuals who were members in good standing prior to the start of the Covid pandemic and the subsequent suspension of monthly meetings have gained benefit through their membership during the last two years primarily through the distribution of regular newsletters. As well, while not easily seen, the operation of the Calgary Military Historical Society has continued during the entire Covid pandemic period with occasion calls on our financial assets. For those members who joined the Society within the past year, benefits to their membership are obviously less so the Executive Committee felt it appropriate to refund their dues if they so indicate to a member of the Executive Committee

- E) Moving forward – The Executive Committee, as it was dealing with issues around dissolution of the Society also discussed informally what may happen until dissolution actually takes place in June. We recognize, and hope, that individuals will let their names stand for election to the positions of President and Treasurer prior to June. If that happens, an election could be organized and held by members of the Society. If that were to occur, then the Society would again be operating within the stipulation of the Societies Act of Alberta. This is the primary reason the Executive Committee agreed that realization of Society Property be held off until the last possible moment prior to dissolution.

If individuals do come forward between now and June, the first order of business would be to convene a special meeting (probably virtual) of the Society membership to carry out elections. Given that from the date of this meeting forward no member of the existing Executive Committee will hold office, the membership at large would have the responsibility to arrange this meeting and the ensuing election. Probably the easiest way is for the membership to appoint a member in good standing, if they agree, to coordinate and oversee the election as what is termed a Chairperson pro tem (i.e. a person holding temporary authority for a specific reason). Unless all positions are elected by acclamation, the voting would have to be formal with each member casting a ballot, not just by exception, again probably electronically. Quorum rules would apply to actual votes cast (10% of the voting membership). If an election were held with a full slate of officers elected, then the new Executive Committee could easily revoke the above resolutions and motions prior to June and the Calgary Military Historical Society could continue as a Registered Society without interruption.

9. The meeting was adjourned at 8:30pm.