



Sabretache

THE OFFICIAL JOURNAL OF
THE CALGARY MILITARY HISTORICAL SOCIETY

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ATTENTION ALL MEMBERS PLEASE READ THE FOLLOWING

‘Resolution on Dissolution of the Calgary Military Historical Society’

To the Membership:

My friends,

The Calgary Military Historical Society has been a significant aspect over the last 50 years of my life. Likewise, there are members who also have been part of this organization for both longer in a couple of cases and shorter, but still with decades of active association. We all have developed friendships that has literally lasted a lifetime for many of us. Therefore, it is with tremendous sadness and a heavy heart that I must send this message out to all of you.

On 30th of November last, your Executive and invited member guests of long association with the CMHS met in a Special Meeting to discuss the question of whether or not the Calgary Military Historical Society should be dissolved. This question arose through earlier informal discussions between members of the Executive and longer-serving members. These discussions were informal at the time but also very informative to all involved. It was realized that this is a valid question to consider more formally.

Attached are the Minutes of this Special Meeting with various necessary motions plus a ‘Resolution on Dissolution of the Calgary Military Historical Society’. The Executive is unanimously recommending that you, the membership, support this Resolution, because we feel it is now time to do this.

Within the minutes I have tried to include explanations and justifications that were discussed by your executive at this Special Meeting. In particular, I have tried to be diligent and comprehensive, and honest in passing on the reasoning behind that which was discussed and has led to this resolution being tabled. Prior to sending out the Minutes and Resolution to you the membership, all attendees at the Special Meeting (Executive and invited guests) have reviewed them for accuracy, and have given back direct feedback and suggestions to me, as each felt the need. We have tried, on your behalf, to be diligent and as much as possible, objective but realistic.

In the affairs of the CMHS, this is serious stuff and it is the hope of the Executive that each of you will read through the material very carefully and consider the implications of your vote. And then actually vote! Voting will be done by sending an email to myself (dlove@davincibb.net) prior to the stated date in the Resolution. I will be the only person privy to how each member voted but will keep the vote emails for a reasonable time period should there be questions or dispute.

I am also available through my email address, as is any member of the Executive for that matter, for any questions or queries that any of you might have.

Dave Love, Past President/Acting President

**Minutes of the Special Meeting of the Executive
held on 30 November, 2022 at The Glenmore Inn, Calgary**

The meeting was called to order by acting President David Love at 12:10 pm. Attendees were David Love (Past President/Acting President), Mike Clare (Vice-President), Dell Pohlman (Treasurer), Floyd Stinson (Director – by Proxy), Brian Hanning (Invited Guest), Barry Elve (Invited Guest), Susan Elve (Invited Guest)

It was declared that a quorum of Executive Members existed (3) and was agreed that David Love would act as Chairman and Secretary for the meeting in his capacity as Past President and Acting President, necessitated by the earlier resignation of David Soltess.

MOTION: moved by Dell Pohlman, seconded by Mike Clare that Brian Hanning, Barry Elve and Susan Elve be appointed Directors of the Society for the duration of this meeting. Motion Carried.

The purpose for these appointments was to give voting privileges to these individuals as they are and represent the very longest-term active members of the CMHS (apart than a couple of the executive members) and thus their history and association with the CMHS was considered valuable and integral to the purpose of the meeting. As an aside, the attendees collectively represented more than 250 person years of continuous and active membership spanning in some cases more than 50 years.

MOTION: Moved by Mike Clare, Seconded by Dell Pohlman, that the Society would handle the bill for the lunch. Motion Carried.

This was considered valid, given that this was a special meeting to deal with whether or not a recommendation and resolution to dissolve the Society be decided upon.

In light of the stated purpose, it was decided to forgo a normal CMHS general meeting agenda in order to focus on the primary purpose of the meeting, as was stated to and subsequently agreed upon by the Executive prior to the meeting.

OLD BUSINESS:

- David Love gave an update on the affairs of the CMHS over the past year. Main points reported were as follows.
 - For important personal reasons, David Soltess and Rob Wellings have both resigned respectively as President and Secretary. Both positions remain vacant at this time however Dave Love has agreed to temporarily handle the responsibilities of the President, with Mike Clare also offering the same if the need arises.
 - The term of office of the current Executive formally expired at the end of October, however David Love, Mike Clare, Dell Pohlman, Floyd Stinson and David Gale have agreed to continue with their responsibilities until matters change or are resolved. End of term of office of an existing Executive is based upon the CMHS Constitution that states that an Annual General Meeting is to be held in either September or October of each year with a main order of business being the election of new officers. No discussion regarding the Annual General Meeting was addressed at this meeting.
 - It was reminded and reported to the attendees that there have been informal telephone and virtual conversations between Executive members on whether to resume in-person meetings, with unanimous consensus this should happen. It was agreed that this decision will be deferred, being dependent upon decisions and outcome regarding the question of Society dissolution (which is the primary purpose of this meeting).
 - It was reported that at present it is not clear if Tecumseh is, or will be available to us should the Society resume in-person meetings. Attempts to contact Al Deeves, our bartender, and main liaison with Tecumseh, have been unsuccessful even though several attempts have been made. This has to be resolved. Further it was mentioned that member Alan MacKenzie had been in contact with the Horton Road Legion which has offered meeting space at their branch, at no cost, for our meetings on the 3rd Tuesday of each month. It is not known whether this offer is still valid but could be considered if appropriate.

NEW BUSINESS:

- The question of Society Dissolution was the main piece of New Business. Lengthy discussion on this subject followed as to both whether or not, and why or why not dissolution should occur. Points brought up, in no particular order of priority or organization, were as follows.
 - It was recognized by all attendees that for several years now (including pre-Covid), only a small percentage of the Society membership now take an active role in the affairs of the Society other than just attending meetings. It was noted that most of those individuals that do take an active role were in attendance at this meeting. Further, all but one of the attendees (the one exception has been our newest member) have served in several Executive roles over a long period of time. Comment was made that it appears “everyone wants the benefits but at the expense of the very few who are willing to do the work”.

- It was recognized by all attendees that it is becoming increasingly difficult, if not impossible, to convince other members to become more active. Case in point was the situation the Society found itself in over the past two years when we almost had to dissolve the Society because we could not put together the minimum number of officers as required by the Societies Act of Alberta. This, in spite of numerous requests and entreaties by both newsletters and personal contacts by members of the existing Executive. The situation was resolved for the past year by two members, who at a late point, volunteered to take on the required roles.
- It was conceded by all attendees that most of the above-mentioned active members are getting tired and burning out, and wish to step back. It should be noted that all are now seniors and are now retired with many being so for several years. With this realization, it was agreed that priorities, including personal (family issues, health issues, etc.), interests, collecting and others, understandably have changed with these individuals.
- It was recognized that Covid has had a significant impact on the Society and it was the opinion of many of the attendees that many members, after 2-3 years of no in-person meetings, would probably not return should in-person meetings be re-instated and the Society continue its existence.
- Comments were made the Society no longer seems to have the ‘energy’ it once had.
- It was expressed by all attendees that they are very saddened that we have come to the point where we must consider whether the Society should be dissolved. The main reason given is that the Society has been a focal point in everyone’s life where many close, life-long friendships were formed as well as a connection with those having a shared mutual interest in military history and collecting.
- Other than point 6), the attendees were hard pressed to identify the current value to them, of the Society.
- It was conceded that if the Society were to continue, it would require sufficient other members coming forward and taking on the requisite roles. This must be considered and acted upon if the membership votes to continue the Society.
- The attendees all re-affirmed that they would like to continue, in some lesser fashion, to maintain and continue the fellowship and friendships that have developed over the years, whether or not the Society continues to be in existence.

MOTION: Moved by Mike Clare, seconded by Dell Pohlman, that David Love (past president and acting president), Dell Pohlman (Treasurer) and Floyd Stinson (Director at Large), be appointed as Trustees of the Calgary Military Historical Society to carry out the dissolution process, should the membership support the Resolution below. Motion Carried.

The Constitution of the Calgary Military Historical Society states:

Article XIII Society Property

- The property of the Society shall be vested in three Trustees who shall be the holders for the time being of the Offices of President, Secretary and Treasurer (*with the current absence of a President and Secretary, it was decided that David Love, as acting President and Floyd Stinson, as Director at Large, given their experience, will fill two of the three Trustee positions*).
- The property of the Society shall be held by the Trustees for the benefit of the Members of the Society.
- In the event of the society being dissolved, the property of the Society shall be disposed of by the Trustees, at their discretion, consistent with the objectives of the Society and for the benefit of the Members of the Society. (*There was preliminary discussion and consensus as to how the property, specifically the financial property, of the Society would be realized (i.e. disposed of). This will be communicated to the membership at a later date once the situation is clearer*).

**RESOLUTION ON DISSOLUTION OF THE
CALGARY MILITARY HISTORICAL SOCIETY**

By a reluctant, but unanimous, recommendation of the current CMHS Executive and long-term members temporarily acting as Directors (as mentioned above) **be it resolved that:**

The Calgary Military Historical Society will be dissolved, to begin taking effect following a positive virtual vote of 2/3 of a quorum of the voting membership (10%) thereon, to be held beginning from the date of receipt of these minutes and ending 10 January 2023. Should a quorum of votes not be received, the Executive will decide, at their discretion, the outcome of the Resolution.

The resolution to be published in a December 2022 edition of the Society Newsletter.

Voting is open to all eligible members of the Calgary Military Historical Society with each vote being cast via direct email to David Love (email address: dlove@davincibb.net) . No voting by exception, word of mouth or other contact or method, will be accepted as valid. No proxy votes will be accepted as valid.

It should be noted that our constitution indicates a requisite minimum three-month waiting period from the time of the resolution until the date of the vote. It was decided by the Executive that this requirement would be waived. Rationale for this is that the original purpose for the inclusion of this three-month waiting period was to allow all members the opportunity to actually receive a resolution in some fashion. At the time of drafting of the Constitution, it was pre-internet times where the only viable and recordable communication was by our monthly newsletter via Canada Post, which took time and had an element of uncertainty. This is no longer valid as every member of the CMHS now receives their newsletter by email (some have requested to also receive a hardcopy of the Newsletter for various reasons). The Executive thus feels that such a delay is no longer necessary.

Following the end of voting on 10 January 2023, and depending upon the outcome of the vote, there two possible pathways.

- If the resolution is supported by 2/3 of the voting members thereon (or in the event a quorum is not present and the Executive agrees to support the Resolution), the dissolution process will start immediately, under the authority of the Society Trustees. First and foremost, all obligations and liabilities of the Society will be retired. This will be followed by realization (disposal) of the property of the Society. Essentially the Society property is limited to the Society's financial assets. This will be done through donation (s). The receiving beneficiary or beneficiaries of such donation(s) must be an officially recognized organization or valid entity such as another Society, a registered organization or a charitable institution which is consistent with the stated objectives of the Calgary Military Historical Society. By the Societies Act of Alberta, Society property cannot be distributed to the membership. Everything must be transparent and open to scrutiny. The decision of the Trustees, while final, must be communicated in a timely fashion to the Membership at large for information's sake. Following retiring of liabilities and obligations and resolving of the property of the Society, notice of dissolution will be forwarded to the Government in a similar manner as is done with our annual reports. Once those tasks are completed, the Society will be considered as dissolved.
- If the resolution is not supported by 2/3 of the voting members thereon (or in the event a quorum is not present and the Executive agrees to not support the Resolution), the Society continues its existence. But this will be dependent upon sufficient members volunteering to continue as officers of the Society, otherwise we are back to the situation we had to deal with a year or so ago. Therefore, in this case, the first order of business must be to somehow convene an Annual General Meeting and elect a new Executive. It must be stressed that members of the retiring Executive may or may not wish, each to their own feelings, to be part of that process. Other members must step up to handle that void otherwise nothing gets done and there is no movement forward. If this were the case, it is likely the current executive would unilaterally decide to re-start the dissolution process. Other items of business in an annual general meeting that would also have to be immediately addressed include the questions of whether or not to resume in-person meetings, where the meetings will be held and the resumption of annual dues.

In voting to the Resolution, the implications stated above and inherent in either pathway have to be considered, decided upon and implemented by each member prior to voting.

The meeting was adjourned at 1:35 pm.

Respectively submitted,

David Love

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