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THE OFFICIAL JOURNAL OF
THE CALGARY MILITARY HISTORICAL SOCIETY

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January 17th, 2023

To the Membership of the Calgary Military Historical Society

Hello Friends,

I'll keep this short and to the point.

The voting on the CMHS Resolution regarding dissolution of the CMHS ended Wednesday last at 12 midnight.

To reiterate on what was required to make a formal/official decision.

- A vote had to be held on the resolution communicated to the membership in December where it was requested to either support or not support the resolution. It was explained that supporting the resolution was a vote for dissolution of the Society; not supporting the resolution was a vote to continue the status quo of the Society.
- A quorum of 10% of eligible members voting was needed for the vote to be valid.
- In order for dissolution to proceed, 2/3 of voting members had to vote in favour of the Resolution; conversely only a simple majority of voting members voting to not support the Resolution meant that status quo would continue.
- There are 40 members in the CMHS who were eligible to vote.

The results are:

- A total of 13 votes were received via email, as instructed, with the last vote being cast a week or so before Christmas day. All email votes have been kept and will be so for a suitable period of time. The names of members who voted and how they voted will not be made public as this was a secret ballot. While this is not a high number of votes cast, it does nonetheless equate to 32% of total eligible members, so a voting quorum exists and therefore the results are valid in this respect.
- Eleven (11) votes were cast in favour of the Resolution (i.e. for dissolution). This represents 85% of the total votes cast.
- Two (2) votes were cast against the Resolution (i.e. continue with status quo). This represents 15% of the total votes cast. There were no abstentions.
- Under the rules of this vote as outlined in the CMHS Constitution and as communicated beforehand to the membership, sadly the membership has chosen to proceed with dissolution of the CMHS.

- The dissolution process will now begin with the three appointed Trustees (myself, Floyd Stinson, Dell Pohlman) having sole authority to proceed and decide on the progress of dissolution. This is also stipulated in the CMHS Constitution. The Trustees are not required to obtain feedback, advice or permission from any other member(s) although comments given during the voting period have been kept and will be reviewed by the Trustees.
- The Trustees have certain obligations to the members and the Government which essentially require that:
 - the total property of the Society must be realized (i.e. disposed of) prior to an official dissolution date,
 - all decisions made are accountable/justifiable and transparent through timely communication with the membership and the Government,
 - all decisions must be consistent with the overall aims and goals of the CMHS and,
 - a recognition that members are not to benefit financially or otherwise from decisions arising from the dissolution process.
- The actual process that must be followed consists of four main tasks.
 - The Trustees must address and close any Society obligations. The only current obligations are our post office box, our webpage and our facebook account. The post office box and maintenance of the webpage both have annual fees which were recently renewed, so other than cancelling them, we have no other obligation. Our facebook account is free.
 - The Trustees must decide how to handle the Society's intellectual property, i.e. the webpage and facebook account, which will be discussed in the near future because there are a couple of different scenarios which could be chosen. As an aside, should the Trustees decide to perpetuate and not retire either or both, they must be redefined/renamed and advertised under a different identity.
 - The Trustees must decide how the financial property of the Society will be realized. There are specific stipulations within the Societies Act of Alberta that direct us to follow certain criteria in making this decision. Generally, as we understand it, financial property is donated to a suitable organization, charity or facility. The donation may be as one lump sum or subdivided among more than one recipient. The recipient(s) must be either registered or a known entity. Again the recipient(s) organization must reasonably be of a consistent nature to the aims of the Society and members are not allowed to gain financial or other benefit from such disposition, i.e. we cannot pay or reward ourselves. The Society has two bank accounts – one operating and one a reserve account. These must be closed once the financial property and any outstanding obligations have been realized. And to reiterate so it is clear, under the Society Constitution, the Trustees have sole authority to make these and any other decisions

A report of some sort (yet to be determined) must be made to the Government department that oversees Registered Societies. Presumably, this will be mainly an accounting of the realization of all Society properties.

On a personal note, this is a sad time for me and also for many of our members, especially those of long-standing association with the Society (often of several decades). We have all developed and maintained very close mutual friendships over the years and it is my hope that somehow we will, albeit now informally, keep up these connections in some fashion. I did not want this to occur, but the reality is that it is for the best for reasons I stated in my last message before Christmas prior to the vote. Take care, all.

Dave Love (acting President/Past President)