

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE ESSEX AND KENT
SCOTTISH REGIMENT ASSOCIATION HELD AT THE TILSTON ARMOURY,
WINDSOR AT 2015 HOURS ON THURSDAY, 18TH NOVEMBER, 2010.**

BOARD PRESENT:

Bill Carruthers
Maj. Greg Childs
Pat Coughlin
Capt. Kirk Drew
Jack Goddard
Blake Harding
Cathy Macdonald
Helen McCabe
Megan Mehaffey-Pfeifer
Francine Nantais-Hillman (guest)
Doug Pfeifer
Eric Skelton
HCol Hardy Wheeler (guest)
L/Col M. Brause (guest)

REGRETS:

Sgt. Bob Bacon
Gary Dick

Doug Pfeifer acted as chair and Helen McCabe acted as secretary for the meeting.

1. MEETING CALLED TO ORDER

The meeting was called to order by Doug Pfeifer at 2015 hours. He declared a quorum, and the meeting properly constituted for business. The President welcomed all present.

2. MOMENT OF SILENCE

Doug asked for a moment of silence for the departed comrades since our last meeting in November, 2009.

3. INTRODUCTIONS – Board of Directors

Doug introduced the Board of Directors

4. INTRODUCTIONS - Guests

Doug Pfeifer introduced L/Col Brause, CWO (Ret) Martin Pfeifer, Art Kuderian and HCol Hardy Wheeler.

5. MINUTES OF THE LAST MEETING

As copies of the Minutes of the last general meeting held on 19 November 2009 were available for all to read, they were not formally read. The Minutes are amended to correct the spelling of Art Kuderian. On motion duly made seconded and carried it was resolved: **that the minutes of the general meeting held on 19 November 2009 be approved with the said change.**

6. FINANCE – FINANCIAL REVIEW – April, 2009 – March, 2010

Copies of the Financial Statement was available for all comparing 2009 with 2010. The net assets, March 31, 2010 being \$1,882. The Statement of Operations and Net Assets indicates revenue of \$5,644. and expenses of \$7,104.

Income and Expenses January 1–November 18, 2010 indicates a bank balance of \$4,378.65, which includes the Reunion and Family Day income & expenses.

The proposed Budget 2011 figures were amended to reflect Expenses in 2010 of \$1,996.69 and 2011 of \$3,206.68.

On motion duly made, seconded and carried it was resolved: **that the Financial Reports as presented be accepted and approved.**

7. REPORTS

PRESIDENT – Doug mentioned the various projects ongoing during the year, i.e. packages for the troops in Afghanistan, Golf outing, and Family Day.

Family Day was well attended with Greg as the chair and Megan as the co-chair. The 2011 Family Day will be held in the spring in Chatham.

The 2010 Reunion which was a success, resulting in a net profit of \$112.85. Total expenses were \$7,437.55 (meals were \$5,286.) The wine was donated by Art and Alice Kuderian.

Hub Insurance protects our artifacts – coverage for Windsor is \$75,000. and \$25,000 in Chatham.

The Troops Christmas Dinner will be held on December 2, 2010 in Chatham and members of the Association will help serve.

The cost for the Christmas packages for our ten troops overseas was paid for by an anonymous donor.

Fund raiser ideas are needed.

HCol Hardy Wheeler thanked everyone for attending and making a quorum. New members are needed. He also spoke on our *WEBSITE – ekscot.org*.

L/Col. Morris Brause welcomed all and thanked the Association for supporting the Regiment.

8. ASSOCIATION BY-LAWS – Amendments

Doug read the amendments to the Association Bylaws, specifically:

402 BOARD OF DIRECTORS

2. The Board of Directors shall be members of the Association and be comprised of:

- a. the immediate outgoing past president;
- b. up to thirteen (13) members elected by the membership;
- c. solely at his discretion, the CO may appoint one serving officer and one serving non-commissioned member; and
- d. to satisfy the representative needs of the serving and non-serving members, and the rank structure of the Regiment, included in the sixteen people above shall be, one serving officer, one serving non-commissioned member, two former officers and two former non-commissioned members.

7. The terms of office for the members of the Board, less the immediate past president, shall be for two years. There is no limitation on the total years served on the Board; however, the Board should reflect a variety of experience and time already served on the Board. Where possible, the President will have served in some other position on the Board.

(Note: Article 415.1 will include a new sentence: “In its deliberations, the committee will consider experience and time already served on the Board.” to reflect new article 402.7)

405. DUTIES OF VICE-PRESIDENT

The Vice-President shall:

- a. be prepared to assume the duties of the President in the absence of the President;
- b. assume the authority of the President when acting on behalf of or in the stead
- c. normally be Chair of the Finance Committee;
- d. be a member of the Artifacts Committee;
- e. present a budget, recommended by the Finance Committee for acceptance; by the Board of Directors and approval of the membership at a General Meeting; and
- f. assist the President in the preparation of the General and Board of Directors' meeting agendas.

(Note: Index, Article 409, Article 414 and Annex A to By-Law Four will be changed to reflect renaming of Historical Property Committee to Artifacts Committee.)

407. DUTIES OF TREASURER

1. The Treasurer shall:

- a. ensure the accounts of the Association are kept by means of a suitable double entry system of accounting;
- b. prepare financial statement for General Meeting and for meeting of the Board;
- c. be responsible for the handling and safe-keeping of cash;
- d. make suitable arrangements for the safe-keeping of financial documents, vouchers and investment portfolio;
- e. maintain a record of property owned by the Association or held in trust by or on behalf of the Association;
- f. DELETED.
- g. DELETED.

(Note: Duties in Article 407 (1) (f) and ((g) moved from Treasurer to Vice President. Article 410 changed to show Vice Resident as chair of the Finance Committee.)

611. DISSOLUTION

1. The responsibility of stewardship, hence the role of the Board of Directors, will continue until money and the artifact collection are fully dispersed. Upon the dissolution of the Association and after payment of all debts and liabilities, its remaining money and property shall be distributed or disposed of in Canada in the following manner and order of precedence:

- b. When distributing or disposing of the artifact collection, the prime consideration will be the origin of the artifact. For example, property of the former Kent Regiment will be displayed and retained in the Municipality of Chatham-Kent, and the former Essex Scottish property shall be displayed and retained within Essex County.

On motion duly made, seconded and carried, it was resolved **that amendments be made to Bylaws 402, 405, 407 and 611.**

9. OFFICERS and DIRECTORS of the Board to November 2012

Proposed new members: Tim Charlton, Doug Skinner, Greg Childs, LCol Hardy Wheeler, and Francine Nantais-Hillman. Existing members to stand: Bill Carruthers, Pat Coughlin, Jack Goddard, Blake Harding, Cathy MacDonald, Helen McCabe, Megan Mehaffey-Pfeifer, Doug Pfeifer and Eric Skelton.

10. AUDITOR -- Selection and Approval BDO Dunwoody

On motion duly made, seconded and carried it was resolved: **that we appoint BDO Dunwoody as the Association's accountant for 2011.**

11. SOLICITOR –Selection and Approval - 2011 -Melanie McWilliams, BA LL.B.
On motion duly made, seconded and carried it was resolved **that we appoint Melanie McWilliams, BA, LL.B as the Association’s legal advisor for 2011.**

12. BUSINESS – Membership – As of this date we have 277 members with 180 life and 47 regular.

13. ADJOURMENT OF MEETING

On motion duly made, seconded and carried it was resolved: **that the meeting adjourn at 2110.**

Next Annual General Meeting - November 17, 2011.

_____ *original signed by* _____
Secretary

_____ *original signed by* _____
Chair