



RMC ALUMNI ASSOCIATION INC
L'ASSOCIATION DES ANCIEN(NE)S DES CMR

September 17, 2024

Dear fellow alumni and voting members,

On behalf of the Board of Directors, I am pleased to invite you to the annual meeting of the voting members of the Royal Military Colleges of Canada Alumni Association Inc. (the “**RMCAA**”) to be held at the **Canadian War Museum Ateliers C & D**, 1 Vimy Place, Ottawa, Ontario K1A 0M8, on Thursday, October 24, 2024 at 17:00 hours (Ottawa, Ontario time). Following the meeting, there will be a short presentation by management. **See “FREQUENTLY ASKED QUESTIONS” below or “THE MEETING” on page 1 below for the Zoom details for the meeting.**

This gathering is a significant occasion for our community, offering us an opportunity to reflect on our achievements over the past year, discuss important matters that impact our Association, and look ahead to the future with renewed commitment and purpose.

Your participation in the AGM is vital. It is through the engagement and dedication of our members that we continue to build upon the proud legacy of the Canadian Military Colleges. Whether you attend in person or virtually, your voice and vote are essential in shaping the direction of our Association and ensuring it continues to serve the interests of all its members.

The AGM will include reports from the Board and various committees, a review of our financial performance, and discussions on key initiatives and strategic priorities for the coming year. We will also be conducting the election of new Board members.

I encourage you to review the enclosed circular thoroughly and consider how you might contribute to the future of our Association, either by participating in the discussions, volunteering for a committee, or standing for election.

Details on how to attend the meeting and how to vote are provided in the enclosed Circular. Whether or not you are able to attend the meeting, we would encourage you to read the enclosed Circular and vote. Voting members who have any questions or who need assistance voting may contact us by telephone at 1-844-216-6765 x9 or by email at rmcaa2024agmro@gmail.com.

Please note that voting at the meeting is limited to voting members of the RMCAA. If you are not currently a voting member, there is no better time to join. Simply call us at the above noted telephone number or email us at the above noted email address to join.

Thank you for your continued support and commitment to the RMCAA.

Truth, Duty, Valour.

George Lundy 17203
*Board Chair, Royal Military Colleges of
Canada Alumni Association Inc.*

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RMC ALUMNI ASSOCIATION INC
L'ASSOCIATION DES ANCIEN(NE)S DES CMR

**NOTICE OF THE ANNUAL MEETING
OF THE VOTING MEMBERS OF
THE ROYAL MILITARY COLLEGES OF CANADA ALUMNI ASSOCIATION INC.**

NOTICE IS HEREBY GIVEN that the annual meeting (the “**Meeting**”) of the voting members of the Royal Military Colleges of Canada Alumni Association Inc. (the “**RMCAA**”) will be held at 17:00 hours (Kingston, Ontario time) on Thursday, October 24, 2024 and any adjournments or postponements thereof at the **Canadian War Museum Ateliers C & D, 1 Vimy Place, Ottawa, Ontario K1A 0M8** for the following purposes:

1. To set the number of directors of the RMCAA at twenty (20);
2. To elect the seven (7) director nominees standing for election for the board of directors of the RMCAA (the “**Board**”);
3. To receive the financial statements of the RMCAA for the year ended December 31, 2023, together with the auditors report thereon;
4. To appoint **Wilkinson & Company LLP** as the auditors for the RMCAA and to authorize the Board to fix their remuneration; and
5. To transact such other business as may properly be brought before the Meeting, or any adjournment, or adjournments, thereof.

The Board has fixed 1600 hours (Kingston, Ontario time) on Wednesday, October 23, 2024 or, if the Meeting is adjourned, 48 hours (excluding Saturdays, Sundays and holidays), preceding the day and time the adjourned Meeting is reconvened, as the time before which electronic ballots from Voting Members must be received.

DATED at Kingston, Ontario, this 17th day of September, 2024.

BY ORDER OF THE BOARD


George Lundy 17203
*Board Chair, Royal Military Colleges of
Canada Alumni Association Inc.*

FREQUENTLY ASKED QUESTIONS

The following frequently asked questions and answers is a summary of the other information contained elsewhere in this Circular and is qualified in its entirety by such other information. Capitalized and defined terms used below have the meanings given to them elsewhere in this Circular. The Board recommend that Voting Members read this Circular in its entirety before making a decision regarding the matters contained herein.

When and where will the Meeting be held?

The Meeting will be held in person at the **Canadian War Museum** Ateliers C & D, 1 Vimy Place, Ottawa, Ontario K1A 0M8. Voting Members can also use this Zoom link to watch or listen to the Meeting:

<https://baldwinav.zoom.us/j/86120566599?pwd=vQtb2lwUieb57oIXvwlWITVIY86rdj.1>

Meeting ID: 861 2056 6599 Passcode: RMCA1024

Dial by your location: +1 647 374 4685 Canada Meeting ID: 861 2056 6599 Passcode: 22664605

Who is entitled to vote at the Meeting?

You are entitled to vote if you are a voting member of the RMCAA in good standing as of the close of business on September 20, 2024 (the "**Record Date**"). All such Voting Members will be entitled to one vote per Voting Member at the Meeting. According to the by-laws of the RMCAA, to be a voting member of the RMCAA, a person must generally have paid for an annual or life-time membership.

The Board encourages all Voting Members to vote. Voting will be carried out by electronic ballot mailed on October 11, 2024 to Voting Members as of the Record Date. Any voting member must ensure their correct email address is on file with the RMCAA in order to receive a ballot.

Please note that voting at the Meeting is limited to Voting Members. If you are not currently a Voting Member, there is no better time to join. Simply call us at 1-844-216-6765 x 9 or email us at rmcaa2024agmro@gmail.com to join as a voting member.

How do I vote?

Voting Members will receive their ballot electronically from Simply Voting. Simply Voting is a Canadian company that conducts online elections for other alumni associations, non-profits and professional organizations.

Voting at the Meeting

You will not be entitled to vote at the meeting. All voting will be conducted electronically. According to the by-laws of the RMCAA, to be a voting member, a person must generally have paid for an annual or life-time membership.

Why can't I vote on-line on the Zoom call?

At its May meeting the Board of Directors determined that, in order to ensure the widest possible participation in the AGM while preserving the secrecy and integrity of each member's ballot, voting would be conducted electronically using Simply Voting. Voting by Zoom does not preserve the integrity or secrecy of the ballot. Limiting voting to those who attend in person limits participation in the meeting process.

When is the deadline to become a Member to vote at the Meeting?

You are entitled to vote if you are a voting member of the RMCAA in good standing as of the close of business on September 20, 2024 (the "**Record Date**").

What is proposed to be approved at the Meeting?

The following is proposed to be approved at the Meeting:

1. To set the number of directors of the RMCAA at twenty (20);
2. To elect seven (7) director nominees standing for election for the Board;
3. To receive the financial statements of the RMCAA for the year ended December 31, 2023, together with the auditors report thereon;
4. To appoint **Wilkinson and Company** as the auditors for the RMCAA and to authorize the Board to fix their remuneration; and
5. To transact such other business as may properly be brought before the Meeting, or any adjournment, or adjournments, thereof.

Who do I contact with questions or to get help voting?

If you need assistance with voting before the Meeting, please contact us by telephone at 1-844-216-6765 x 9 or by email at rmcaa2024agmro@gmail.com.



RMC ALUMNI ASSOCIATION INC
L'ASSOCIATION DES ANCIEN(NE)S DES CMR

THE ROYAL MILITARY COLLEGES OF CANADA ALUMNI ASSOCIATION INC.

ANNUAL MEETING CIRCULAR

September 17, 2024

This Meeting Circular (this “**Circular**”) is provided in connection with the electronic ballots by and on behalf of the board of directors (the “**Board**”) of the Royal Military Colleges of Canada Alumni Association Inc. (the “**RMCAA**”) for use at the annual meeting (the “**Meeting**”) of voting members of the RMCAA (the “**Voting Members**”) to be held at 1700 hours (Kingston, Ontario time) on Thursday, October 24, 2024 and any adjournments or postponements thereof for the purposes set forth in the accompanying Notice of Annual Meeting of Voting Members (the “**Notice of Meeting**”). Following the Meeting, there will be a short presentation by management of the RMCAA and remarks from the Chief of Defence Staff.

THE MEETING

The Meeting will be held in person at **Canadian War Museum, 1 Vimy Pl, Ottawa ON**. Voting Members can also use this Zoom link to watch or listen to the Meeting:

<https://baldwinav.zoom.us/j/86120566599?pwd=vQtb2lwUieb57olXvwlWITVIY86rdj.1>

Meeting ID: 861 2056 6599 Passcode: RMCA1024

Dial by your location: +1 647 374 4685 Canada Meeting ID: 861 2056 6599 Passcode: 22664605

The solicitation will be by e-mail, The cost of such solicitation will be borne by the RMCAA.

Unless otherwise specified herein, the information contained herein is given as of the date of this Meeting Circular.

PERSONS ENTITLED TO VOTE

You are entitled to vote if you are a voting member of the RMCAA in good standing as of the close of business on **September 20, 2024** (the “**Record Date**”). All such Voting Members will be entitled to one vote per Voting Member at the Meeting. According to the by-laws of the RMCAA, to be a voting member of the RMCAA, a person must generally have paid for an annual or life-time membership.

The Board encourages all Voting Members to vote. How do I vote?

Voting Members will receive their ballot electronically from Simply Voting. Simply Voting is a Canadian company that conducts online elections for other alumni associations, non-profits and professional organizations. You will not be entitled to vote at the meeting. All voting will be conducted electronically. According to the by-laws of the RMCAA, to be a voting member, a person must generally have paid for an annual or life-time membership.

Please note that voting at the Meeting is limited to Voting Members. If you are not currently a Voting Member, there is no better time to join. Simply call us at 1-844-216-6765 x 9 or email us at rmcaa2024agmro@gmail.com to join as a voting member.

HOW TO VOTE

Voting Members as of the Record Date will receive their ballot electronically from Simply Voting. Simply Voting is a Canadian company that conducts online elections for other alumni associations, non-profits and professional organizations.

Voting at the Meeting

You will not be entitled to vote at the meeting. All voting will be conducted electronically. According to the by-laws of the RMCAA, to be a voting member, a person must generally have paid for an annual or life-time membership.

If you need assistance with voting before the Meeting, please contact us by telephone at 1-844-216-6765 x 9 or by email at rmcaa2024agmro@gmail.com

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

As at the date hereof, other than as disclosed herein, to the knowledge of the directors and officers of the RMCAA, none of the directors or officers of the RMCAA, nor any proposed nominee for election as a director of the RMCAA, nor any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, in any matter to be acted upon at the Meeting, other than the election of directors.

THE NUMBER OF DIRECTORS

At the Meeting, Voting Members will be asked to set the number of directors of the RMCAA to twenty (20) to accommodate the twelve (12) current directors whose terms are continuing, the three (3) current directors standing for re-election, as well as the four (4) new director nominees.

One seat on the Board of Directors will remain vacant as the Board of Directors continues a recruitment process with respect to supervision of Fundraising in Relation to the RMC Museum Corporation.

The approval of a majority of the Voting Members voting electronically at the Meeting is required in order to approve these ordinary resolutions. The text of the ordinary resolution of Voting Members is set out below:

“BE IT RESOLVED as an ordinary resolution of voting members that the number of directors of the RMCAA be set at twenty (20).”

THE ELECTION OF DIRECTORS

Background

The by-laws of the RMCAA provide for a “staggered board” with one-third (1/3) of the directors to be elected for a three-year term, one-third (1/3) of the directors shall be elected for a two-year term and one-third (1/3) of the directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three-year (3) terms.

The Board is currently comprised of eighteen (18) directors. Three (3) directors whose terms are expiring are being put forward for re-election for three (3) year terms. Four additional persons are also being put forward as director nominees. Taking into account term expiry, resignation and proposed appointments the Board would be comprised of nineteen (19) directors with one vacancy.

Election of Directors

At the Meeting, Voting Members will be asked to elect the following seven (7) director nominees to the Board (three (3) of whom are proposed to be re-appointed and **four (4)** of whom are new director nominees), for a term set forth across from their name in the chart below.

The following table sets out the name, province and country of residence of each person proposed to be nominated for election as a director of the RMCAA, the principal occupation or employment of such person, the year of graduation of such person from a Canadian Military College, if applicable, and the proposed term of appointment of directorship:

| NAME / PROVINCE / STATE AND COUNTRY OF RESIDENCE AND PRINCIPAL OCCUPATION | GRADUATION YEAR FROM A CANADIAN MILITARY COLLEGE (IF APPLICABLE) | COLLEGE NUMBER (IF APPLICABLE) | TERM |
|---|--|--------------------------------|-----------------|
| Scott Durie, Ontario, Canada Executive | 1984 | 14420 | 3 (three) Years |
| Carina De Pellegrin, Ontario, Canada, Lawyer | 1990 | 17096 | 3 (three) Years |
| Harry Kowal, British Columbia, Canada, Retired | 1984 | 14458 | 3 (three) Years |
| Alexander Landry, Ontario, Canada, Military Officer | 2016 | 26559 | 3 (three) Years |
| Margot Naudie, Ontario Canada, Investment Executive, Independent Director | Independent Director | | 3 (three) Years |
| Scott Stevenson, Ontario, Canada, Consultant | 1988 | 16598 | 3 (three) Years |
| Cybèle Wilson, Ontario, Canada, Executive | 1998 | 21198 | 3 (three) Years |

A brief biography of each director nominee is set forth below:

<https://www.rmcalumni.ca/en/notice-of-annual-general-meeting-rmc-alumni-association-2/>

Required Approval for the Election of the Directors of the RMCAA

The approval of a majority of the Voting Members voting electronically at the Meeting is required in order to approve the ordinary resolution to appoint the director nominees of the RMCAA (the “**New Directors Resolutions**”). The text of the ordinary resolution of Voting Members to appoint the director nominees set forth above as directors of the RMCAA is set out below:

“BE IT RESOLVED as an ordinary resolution of voting members that:

1. The seven (7) nominees for the Board as specified in the nominee director chart set forth on page 3 of this Circular, are appointed as directors of the RMCAA for the term set forth opposite their names in such nominee director chart; and
2. Any officer or director of the RMCAA is hereby authorized and directed, for and on behalf of the RMCAA, to execute or cause to be executed and to deliver or cause to be delivered, all such documents and instruments and to perform or cause to be performed all such other acts and things as, in such person’s opinion, may be necessary or desirable to give full force and effect to the

foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of any such other document or instrument or the doing of any such other act or thing.”

PRESENTATION OF FINANCIAL STATEMENTS

At the Meeting, the annual financial statements of the RMCAA for the fiscal year ended December 31, 2023, together with the auditors report thereon, will be placed before the Meeting (the “**Annual Financial Statements**”). A copy of the Annual Financial Statements may be obtained from the RMCAA website at [\[https://www.rmcalumni.ca/en/about-us/financial-statements-minutes/\]](https://www.rmcalumni.ca/en/about-us/financial-statements-minutes/)

APPOINTMENT OF THE AUDITORS

At the Meeting, Voting Members will also be asked to appoint **Wilkinson & Company LLP** as the auditors of the RMCAA for a term expiring at the next annual meeting of voting members of the RMCAA, and to authorize the Board to fix their remuneration. ***Wilkinson & Company LLP were first appointed as the auditors of the RMC Foundation, a predecessor entity to the RMCAA, in 2008.***

The approval of a majority of the Voting Members voting electronically at the Meeting is required in order to approve these ordinary resolutions. The text of the ordinary resolution of Voting Members is set out below (collectively, the “**Auditor Re-Appointment Resolutions**”):

“BE IT RESOLVED as an ordinary resolution of voting members that Wilkinson & Company LLP be appointed as the auditors of the RMCAA for a term expiring at the next annual meeting of voting members of the RMCAA, and that the Board shall be authorized to fix their remuneration.”

RECOMMENDATIONS OF THE BOARD

Each of the directors of the RMCAA recommends that Voting Members vote:

- **“FOR”** the ordinary resolution setting the number of directors of the RMCAA at TWENTY (20) (see the text of that resolutions on page 2 of this Circular);
- **“FOR”** the Directors Resolutions (see the text of those resolutions on page 3 of this Circular);
- **“FOR”** the Auditor Re-Appointment Resolutions (see the text of those resolutions immediately above).

INTEREST OF INFORMED PERSONS IN A MATERIAL TRANSACTIONS

Except as otherwise disclosed in this Circular, no informed person of the RMCAA, nor any proposed director of the RMCAA or any associate or affiliate of such persons, has had any material interest, direct or indirect, in any transaction of the RMCAA during the last fiscal year or in any proposed transaction which has materially affected or would materially affect the RMCAA.

DIRECTORS AND OFFICERS INSURANCE

The RMCAA currently carries a directors’ and officers’ insurance policy, which was last renewed on December 12, 2023. The amount of the annual premium paid by the RMCAA was \$6,799; no amount was payable by the directors or officers in respect of such insurance.

The insurance policy is subject to a \$5 million limit, both per claim and in the aggregate. In addition, there is Supplemental Personal Indemnification Coverage subject to a separate \$1 million limit, both per claim and in the aggregate. There is no deductible for all claims.

ADDITIONAL INFORMATION

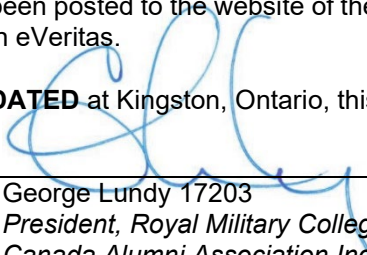
Voting Members who wish additional information regarding electronic voting at the Meeting, or have any questions regarding the matters set forth in this Circular, can contact us by telephone at 1-844-216-6765 x 9 or by email at rmcaa2024agmro@gmail.com.

Additional information relating to the RMCAA is available at www.rmcalumni.ca.

APPROVAL

The content and the sending of this Circular have been approved by the Board. A copy of this Circular has been posted to the website of the RMCAA and will be distributed to Voting Members by email and included in eVeritas.

DATED at Kingston, Ontario, this 17th day of September, 2024.



George Lundy 17203
*President, Royal Military Colleges of
Canada Alumni Association Inc.*