

*Constitution of the Fort Garry Horse Foundation
Last amended April 24, 2019*

THE FORT GARRY HORSE FOUNDATION CONSTITUTION

Amended and Restated on August 31, 2000

Further Amended and Restated on April 21, 2001

Further Amended and Restated on January 13, 2002

Further Amended and Restated on February 24, 2002

Further Amended and Restated on May 25, 2004

Further Amended and Restated on June 29, 2017

Further Amended and Restated on April 24, 2019

Note:

**This version issued pending approval at the April, 2022
Annual General Meeting, after which signing will occur.**

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THE FORT GARRY HORSE FOUNDATION
CONSTITUTION

WHEREAS The Fort Garry Horse Benevolent Fund, as it was then named, was established by the Commanding Officer of The Fort Garry Horse (the "Regiment") on the 1st day of June, 1967;

AND WHEREAS, as originally constituted, the affairs of The Fort Garry Horse Benevolent Fund were administered by the Benevolent Fund Committee consisting of the Commanding Officer, as President; the Second in Command, as Secretary-Treasurer; and, such other members as appointed by the said Commanding Officer;

AND WHEREAS, in consultation with the other officers and members of the Benevolent Fund Committee and The Fort Garry Horse Regimental Senate, the Commanding Officer decided that it was in the best interests of The Fort Garry Horse Benevolent Fund to amend and restate its constating document (the "Constitution") on August 31, 2000 to establish a greater degree of permanence in its governance; provide a structure that lent itself to the raising and management of a meaningful asset base; and create a separation between those who manage and disburse the assets and those who wish to call upon them;

AND WHEREAS the Board of The Fort Garry Horse Benevolent Fund passed a unanimous resolution on August 21, 2001 to change the name of The Fort Garry Horse Benevolent Fund to The Fort Garry Horse Foundation (hereinafter called the "Foundation"); to substitute the word "patron" for the word "member"; and to again amend and restate the Constitution to incorporate and consolidate these amendments;

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NOW THESE PRESENTS WITNESSETH AS FOLLOWS:

Authority and General Matters

1. The preamble hereto forms part of and shall be fully integrated into this, the Constitution.
2. All previous constating documents of the Foundation, as amended from time to time, shall be revoked and the Constitution set out herein shall be the sole and only constating document of the Foundation;
3. The name of The Fort Garry Horse Benevolent Fund shall and hereby is amended to be The Fort Garry Horse Foundation;
4. The Foundation shall be carried on without pecuniary gain to its members and any profits or other accretions to the Foundation shall be used in furthering its purpose and undertaking and for no other purpose, other than upon its dissolution.

Purpose

5. The purpose of the Foundation is as follows, namely:
 - (a) to perpetuate the memory of the Regiment and its members past;
 - (b) to provide and maintain a Regimental Museum;
 - (c) to promote interest in and ensure the efficiency, welfare and well-being of the Regiment;
 - (d) to assure the future of the Regiment and
 - (e) to support other members of the regimental family, namely The Fort Garry .Horse Regimental Association and associated cadet corps.

All moneys received by the Foundation shall be held by it in trust subject to the foregoing purposes.

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Members & Officers of the Foundation Board

6. The active management and administration of the Foundation will be the responsibility of the Foundation Board (the "Board") which shall consist of the following persons:

- (a) the Honorary Colonel of the Regiment (the "Honorary Colonel");
- (b) the Honorary Lieutenant Colonel of the Regiment (the "Honorary Lieutenant Colonel");
- (c) the Commanding Officer of the Regiment (the "Commanding Officer");
- (d) the Second in Command of the Regiment (the "Second in Command");
- (e) The Regimental Sergeant Major of the Regiment (the "Regimental Sergeant Major");
- (f) two members of The Fort Garry Horse Association (the "Association"), one of whom shall be the current president of the Association, appointed annually by the Association;
- (g) four members of The Fort Garry Horse Regimental Senate (the "Senate") appointed annually by the Senate; and
- (h) not less than one and not more than four persons who are members of the general public and have no connection or tie to the Regiment may be appointed by the Members of the Board;

collectively. The foregoing persons shall herein be called a "Member" individually and the "Members of the Board" collectively.

7. The officers of the Foundation shall be as follows:

President: the Honorary Colonel

Vice-President: the Honorary Lieutenant-Colonel

Chief Executive Officer: appointed by the Honorary Colonel

Treasurer: appointed annually by the Honorary Colonel from
the Members of the Board

Secretary: appointed annually by the Honorary Colonel from
the Members of the Board

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8. Should any officer of the Foundation be unable or unwilling to act in that capacity, the Members of the Board shall elect, from themselves, on an annual basis, another individual to fill such vacancy. The foregoing power of election shall prevail for only so long as such incapacity exists.
9. Should there be insufficient persons available from either the Association of the Senate or should either entity cease to exist, the remaining Members of the Board may, by unanimous vote, reduce the number of Members of the Board by the corresponding number.
10. The Members of the Board may by unanimous vote of all but the affected Member remove any Member appointed under paragraphs 6 (f) and (g) and request the appointment of a new Member by the sponsoring organization.

Meetings of the Board

11. Meetings of the Board will be at the call of the President or, in his absence, the Vice-President or any two members. The Secretary shall call a meeting when so directed. Notice of every meeting so called shall be given to each not less than five business days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Members of the Board are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting. Members of the Board may attend by telephone if personal attendance is not practical. A quorum for meetings of the Board shall be four, one of which shall be the President or Vice-President.
12. The Members of the Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Members fixing the place and time for regular meetings of the Members shall be sent to each Member forthwith after being passed, but no other notice shall be required for any such regular meeting.

Remuneration of Members of the Board

13. The Members of the Board shall serve without compensation and no Member shall, directly or indirectly, receive any profit from his or her position as such; reasonable

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expenses incurred by any Member in the performance of his or her duties may, however, be paid.

14. The Members of the Board will ensure that accurate and complete financial and secretarial records are maintained by the appointees. The Members of the Board may negotiate compensation for the services of the Secretary or the Treasurer, or both, which payments will be charges on the income of the Foundation

15. **Indemnity of Members and Officers**

Every member of the Board or Officer of the Foundation and his or her heirs, executors, administrators and assigns and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the monies of the Foundation from and against:

- (a) All costs, charges and expenses whatsoever which such Member of the Board or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and,
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof;

except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

Amendment of Constitution & General Voting

16. Two-thirds-consent of the Members of the Board is required to amend this Constitution except that the purpose as set out in the preamble paragraph 5 and the disposition of the Foundation upon dissolution as set out in paragraphs 32 and 33 are unamenable.
17. In all other matters that come before the Board a majority of the existing Members of the Board, in person or by telephone is required for approval.

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Administration

18. The Head Office of the Foundation will be the Regimental Headquarters of the Regiment.
19. The Foundation shall be administered by the Board who shall have full responsibility for the custody of all subscriptions, donations and assets and for the investment of the funds of the Foundation. The Members of the Board may appoint a regulated financial institution licensed to carry on business in Canada as agent on behalf of the Board and the remuneration of that agent will be a charge on the income of the Foundation.
20. Investments made on behalf of the Foundation must be governed by the "prudent man rule" of The Trustee Act (Manitoba) and the Members of the Board have ultimate responsibility in this regard.
21. The Members of the Board may appoint an Investment Committee and empower it to implement investment decisions on behalf of the Board. The investment Committee's main purpose will be to make investments which will provide a rate of return that will allow the Foundation to provide for the annual operating expenses of the Foundation and any ancillary expenses that the Foundation deems necessary;
 - (a) The Investment Committee shall be comprised of no more than five members of the Board appointed by the President of the Board annually.
 - (b) The Chairman of the investment Board, appointed annually by the President of the Board, may open or close an account in the name of the Foundation with any brokerage licensed under The Securities Act (Manitoba) for the purpose of buying and selling investments;
 - (c) The Chairman of the Investment Committee will have the authority to buy and sell investments on behalf of the Foundation as approved by the investment Board;

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(d) The Investment Committee will report quarterly, or on request by the President, to the Board on investments made and returns received on investments;

(e) The Board shall approve the activities of the Investment Committee annually.

22. The Members of the Board may appoint one or more Investment Managers to manage the investments of the Foundation provided such Investment Managers are licensed to provide investment management in the Province of Manitoba. The Investment Managers may report either to the Investment Committee or directly to the Board.

23. No member of the Board may receive compensation for acting as Investment Manager for the Foundation except for the regulated financial institution appointed by the Board under paragraph 21 above or an Investment Manager appointed by the Board under paragraph 22 above. If compensation is paid to a person or organization, there must exist an "arm's length" relationship between the Board and that person or organization. Such compensation as negotiated by the Board will be a charge to the income of the Foundation.

Banking Resolutions

24. The banking business of the Foundation, or any part thereof, shall be transacted with such chartered bank in Canada, regulated financial institution or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution, and all such banking business, or any part thereof, shall be transacted on the Foundation's behalf by such two or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided.

Deposit of Securities for Safekeeping

25. The securities of the Foundation shall be deposited for safekeeping with one or more chartered banks, trust companies or other financial institutions in Canada to be

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selected by the Board.

Execution of Instruments

26. Deeds, transfers, assignments, contracts and obligations on behalf of the Foundation may be signed by either the President or the Vice-President, and one of the Chief Executive Officer, the Secretary or the Treasurer.

Fiscal Year

27. Unless otherwise ordered by the Board, the fiscal year of the Foundation shall end on the 31st day of December in each year.

Expenditures

28. The Board must distribute during the fiscal year of the Foundation such amounts of income and capital as applicable legislation requires. Additional distributions of income and capital are at the discretion of the Board. Income deemed as surplus by the Board may be retained and added to the capital of the Foundation. While any person or organization may apply to the Board for funding, it is anticipated that most distributions will be made to the Commanding Officer on behalf of the Regiment and in response to his requests for funding.

Auditors

29. The Board may appoint an auditor or Audit Board to review the financial statements of the Foundation and report to the Board thereon annually. Included in the Annual Audit Report must be the opinion as to whether or not distributions were applied in a manner consistent with the request for funding and an opinion as to whether or not the uses of the distributions were consistent with the purposes of the Fund.

Capital Funds

30. Where a donor has not designated that his or her gift shall be otherwise allocated, his or her gift shall be allocated as a permanent gift for the purpose of gaining or producing income.

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Receipt

31. A receipt signed by the Commanding Officer of the Regiment for any property or funds transferred to or applied for the purpose of the Regiment shall be valid and binding upon the Regiment and shall be a good and sufficient release to the Foundation.

Dissolution

32. Should the Regiment be merged or redesignated or placed on the Supplementary Order of Battle, the Board in their absolute discretion may determine the disposition of the Foundation which may include, but not be limited to, the distribution of all or a portion of the assets of the Foundation to The Fort Garry Horse Museum & Archives Inc. or its successor. The principal reasons for the establishment of the Foundation, however are those set out in paragraph 5 above. Should however the successor formation satisfy the Board at the time of such merger or redesignation that it perpetuates the Regiment, the Board may designate new Members of the Board based on the regimental appointments of the successor formation.
33. Failing a determination of the dissolution of the Foundation pursuant to paragraph 33, any final distribution shall be to The Winnipeg Foundation, or its successor, to be used for the benefit of the Army Reserve in Manitoba.

34. General Membership of the Foundation

Any person making a donation of \$25.00 or more to the Foundation during any fiscal year shall be a patron of the Foundation during that year, and until the Annual Meeting immediately following that fiscal year.

35. Recognition of Donors to the Foundation

- (a) Any person making a donation or donations aggregating \$250.00 or more during a period of five fiscal years shall be designated a LIFE PATRON and such contribution shall be acknowledged in a suitable manner as the Board shall determine from time to time.
- (b) Any Corporation making a donation or donations aggregating \$1,000.00 or more during a period of two fiscal years shall be designated a CORPORATE

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BENEFACTOR and the Corporation may name any individual from time to time to exercise the privileges of membership in the Foundation. A Corporate Benefactor shall be for a five-year period unless renewed for further five-year terms at the discretion of the Board. Such contribution shall be acknowledged in a suitable manner as the Board may from time to time determine.

- (c) A LIFE PATRON or CORPORATE BENEFACTOR within the meaning of sub-paragraphs (b) and (c) making accumulated donations as below set out shall be designated as follows:

\$ 500.00	Leader
\$ 1,000.00	Benefactor
\$ 5,000.00	Major Benefactor/Major Corporate Benefactor

and such designations shall be acknowledged in a suitable manner as the Board may from time to time determine.

36. Each patron shall be promptly informed by the Secretary of his admission as a patron of the Foundation and achievement of higher patron status such as Life Patron, Leader, etc.
37. Life Patron and Major Corporate Benefactors are entitled to receive notice of and attend Annual Meetings in perpetuity until death or corporate dissolutions or until such patron requests that notices cease.

Annual Meeting

38. An Annual Meeting of the Foundation, chaired by the President or failing him or her, the Vice-President, or his or her nominee, shall be held at the head office of the Foundation or such alternate location as determined by the President or failing him or her, the Vice-President. Such meeting will be held within one hundred and twenty (120) days of the end of the Foundation's fiscal year at such time and times as the President or failing him or her, the Vice-President shall determine.
39. Notice of this meeting shall be sent by the Secretary to all Board Members and patrons at least ten business days in advance of such meeting at the last known address of each.

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40. The Annual Meeting shall review and approve the report of the Board and the financial statements for the most recently ended fiscal year and such reports and statements shall accompany the notice of meeting. The Financial Statements shall be in a form acceptable to the Board. A quorum at the Annual Meeting shall be ten (10) patrons or Board Members of the Foundation present in person or by proxy.
41. An instrument of proxy shall accompany the Notice of Meeting but no form of information circular shall be necessary in the case of proxies solicited on behalf of the Board.
42. Voting at the Annual Meeting shall be by simple majority of those present or represented by proxy.

Counterparts

43. This Amended and Restated Constitution may be executed in one or more counterparts, each of which shall be deemed an original and all of which taken together shall constitute a single agreement and shall be effective as of the day and year so executed.

IN WITNESS WHEREOF the officers of the Foundation have hereunto attested by affixing their signatures as of the 24th day of April, 2022.

President - HCol Robert Williams

Vice-President - HLCol David Stones

Chief Executive Officer – David Atwell

Treasurer – Sheldon Friesen

Secretary – Kenneth Webb