



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

September 27, 2023

Dear fellow alumni and voting members,

We are 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 Kingston, on Friday, October 27, 2023 at 13:00 hours (Kingston, 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.

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 to vote. Voting members who have any questions or who need assistance voting may contact us by telephone at 1-844-216-6765 ext 1, or by email at info.eVeritas@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.

We look forward to seeing you at the meeting.

Truth, Duty, Valour.

Yours truly,

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 13:00 hours (Kingston, Ontario time) on Friday, October 27, 2023 and any adjournments or postponements thereof at the Harbourview Room, Delta Hotels, 1 Johnson Street, Kingston, Ontario for the following purposes:

1. To set the number of directors of the RMCAA at seventeen (17);
2. To elect the four (4) 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, 2022, together with the auditors report included therein;
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 1300 hours (Kingston, Ontario time) on Friday, October 27, 2023 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 proxies for the Meeting may be deposited.

DATED at Kingston, Ontario, this 15th day of September, 2023.

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 Harbourview Room, Delta Hotels, 1 Johnson Street, Kingston, Ontario. Voting Members can also use this Zoom link to watch or listen to the Meeting:

<https://us02web.zoom.us/j/89189240393?pwd=c1d4aHdWOGhIUVB5Y0h1WHVaSHNldz09>

Meeting ID: 891 8924 0393

Passcode: 894181

Dial by your location

- +1 780 666 0144 Canada
- +1 204 272 7920 Canada
- +1 438 809 7799 Canada

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 October 3, 2023 (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. If you can’t attend the Meeting in person, you can vote in advance by completing and returning a form of proxy (available at www.rmcalumni.ca) prior to the Meeting. See “How To Vote – Voting Before the Meeting by Proxy” below.

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 ext 1, or email us at info.eVeritas@gmail.com to join as a voting member.

How do I vote?

Voting Members and their duly appointed proxyholders will be able to attend, participate and vote at the Meeting. Guests will not be able to vote at the Meeting.

Voting Members may vote before the Meeting or vote at the Meeting, as described below. Voting Members attending virtually are not entitled to vote at the meeting.

Voting at the Meeting

If you are a voting member of the RMCAA in good standing as of the Record Date, you will be entitled to vote at the Meeting. 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.

Voting Before the Meeting by Proxy

Voting Members may vote before the Meeting by completing and submitting a form of proxy (available at www.rmcalumni.ca).

Completed proxies can be emailed to us at info.eVeritas@gmail.com or sent by facsimile to 416-947-0866, in each case, to be received on or prior to 13:00 hours (Kingston, Ontario time) on Thursday, October 12, 2023 or, if the Meeting is adjourned, 48 hours (excluding Saturdays, Sundays and holidays), preceding the day and time the adjourned Meeting is reconvened (the “**Proxy Deposit Deadline**”).

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

Unfortunately Voting Members will not be able to vote on-line on the Zoom call as that platform does not provide a verifiable record for a proctored vote that would meet an adequate legal standard. The alternative of proctoring voting on-line would require the RMCAA to spend thousands of dollars to use specialized software, which the Board could not justify. **Therefore, Voting Members are asked to vote in advance of the Meeting by proxy or attend the meeting in-person to vote.**

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 October 3, 2023 (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 seventeen (17);
2. To elect four (4) director nominees standing for election for the Board;
3. To receive the financial statements of the RMCAA for the year ended December 31, 2022, together with the auditors report included therein;
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.

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 ext 1, or by email at info.eVeritas@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 15, 2023

This Meeting Circular (this “**Circular**”) is provided in connection with the solicitation of proxies 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 1300 hours (Kingston, Ontario time) on Friday, October 27, 2023 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.

THE MEETING

The Meeting will be held in person at Harbourview Room, Delta Hotels, 1 Johnson Street, Kingston, Ontario. Voting Members can also use this Zoom link to watch or listen to the Meeting:

<https://us02web.zoom.us/j/89189240393?pwd=c1d4aHdWOGhIUVB5Y0h1WHVaSHNldz09>

Meeting ID: 891 8924 0393 Passcode: 894181

Dial by your location

• +1 780 666 0144 Canada • +1 204 272 7920 Canada • +1 438 809 7799 Canada

The solicitation will be primarily by e-mail, but proxies may also be solicited personally or by telephone by directors, officers or employees of the RMCAA. 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 **October 3, 2023** (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. If you can’t attend the Meeting in person, you can vote in advance by completing and returning a form of proxy (available at www.rmcalumni.ca) prior to the Meeting. See “How To Vote – Voting Before the Meeting by Proxy” below.

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 ext 1, or email us at info.eVeritas@gmail.com to join as a voting member.

HOW TO VOTE

Voting Members and their duly appointed proxyholders will be able to attend, participate and vote at the Meeting. Guests will not be able to vote at the Meeting.

Voting Members may vote before the Meeting or vote at the Meeting, as described below. **Voting Members attending virtually are not entitled to vote at the meeting. Voting Members will not be able to vote on-line on the Zoom call as this platform does not provide a verifiable record for a proctored vote that would meet an adequate legal standard.**

Voting at the Meeting

If you are a voting member of the RMCAA in good standing as of the Record Date, you will be entitled to vote at the Meeting.

Unfortunately Voting Members will not be able to vote on-line on the Zoom call as that platform does not provide a verifiable record for a proctored vote that would meet an adequate legal standard. The alternative of proctoring voting on-line would require the RMCAA to spend thousands of dollars to use specialized software, which the Board could not justify. **Therefore, Voting Members are asked to vote in advance of the Meeting by proxy or attend the meeting in-person to vote.**

Voting Before the Meeting by Proxy

Voting Members may vote before the Meeting by completing and submitting a form of proxy (available at www.rmcalumni.ca).

Completed proxies can be emailed to us at info.eVeritas@gmail.com or sent by facsimile to 416-947-0866, in each case, to be received on or prior to 13:00 hours (Kingston, Ontario time) on Thursday, October 12, 2023 or, if the Meeting is adjourned, 48 hours (excluding Saturdays, Sundays and holidays), preceding the day and time the adjourned Meeting is reconvened (the “**Proxy Deposit Deadline**”).

Appointment and Revocation of Proxies

The persons named in the form of proxy are directors of the RMCAA. A Voting Member has the right to appoint a person, other than the persons specified in the form of proxy, who need not be a Voting Member, to attend and act for him or her and on his or her behalf at the Meeting. A Voting Member desiring to appoint some other person as his or her proxy holder may do so by either inserting such person’s name in the blank space provided in the form of proxy or by completing another legal form of proxy.

A Voting Member executing the form of proxy has the right to revoke it. A Voting Member may revoke a proxy for any matter on which a vote has not already been cast pursuant to the authority conferred by such proxy and may do so: (a) by completing and signing a proxy bearing a later date and depositing it as aforesaid; (b) by depositing an instrument in writing revoking the proxy executed by the Voting Member, or by his or her attorney authorized in writing; or (c) in any other manner permitted by law.

The persons named in the form of proxy will vote or will withhold such votes in accordance with the direction of the Voting Members appointing them. In the absence of such direction, such form of proxy will be voted in favour of the matters set out in the Notice of Meeting. The form of proxy confers discretionary authority upon the persons named therein to vote in accordance with his or her best judgment with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting and any reconvened Meeting. At the date of this Circular, the directors and officers of the RMCAA know of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

If you need assistance with voting before the Meeting, please contact us by telephone at 1-844-216-6765 ext 1, or by email at info.eVeritas@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 seventeen (17) to accommodate the thirteen (13) current directors whose terms are continuing, the two (2) current directors standing for re-election, as well as the two (2) new director nominees.

The approval of a majority of the Voting Members voting in person or by proxy 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 seventeen (17).”

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. Two directors whose terms are expiring are being put forward for re-election for three (3) year terms. Two 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 seventeen (17) directors.

Election of Directors

At the Meeting, Voting Members will be asked to elect the following four (4) director nominees to the Board (two (2) of whom are proposed to be re-appointed and two (2) of whom are new director nominees), for a three-year term.

Unless contrary instructions are indicated on the form of proxy, the persons designated in the form of proxy intend to vote FOR the election of the nominees whose names are set forth below. The RMCAA does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons named in the form of proxy will exercise discretionary authority to vote for the election of any other person or persons as directors unless they have been otherwise instructed on the form of proxy.

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,:

NAME / PROVINCE / STATE AND COUNTRY OF RESIDENCE AND PRINCIPAL OCCUPATION	GRADUATION YEAR FROM A CANADIAN MILITARY COLLEGE (IF APPLICABLE)	COLLEGE NUMBER (IF APPLICABLE)
Jill Carleton, RMC, MBA, CPA,CMA, Ontario, retired Canadian Armed Forces. Ontario, Canada	RMC 1987	15946
Nicolas Desjardins, Portfolio Manager, Quebec Canada	RMC 2002	22350
Dharminderpal (Pal) Singh Mann, Engineer, Nova Scotia, Canada	RMC 1987	16115
Bryn Weadon, retired. Nova Scotia, Canada.	CMR 1978	H12141

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

Jill Carleton – Jill graduated from RMC in 1987 with a BA in Honours Economics and Commerce. She served as a Naval Logistics Officer until 2005. She subsequently worked for DND as the Comptroller for the Canadian Forces Pension Plans and then Comptroller for Canadian Forces Housing Agency (CFHA). In 2007 she was appointed as the General Manager (Director) Strategic Planning and Governance, at CFHA, a position she held until retirement. In that role she was responsible for the Agency's Organisational Excellence and Healthy Workplace Program, Strategic Planning, Policy, Risk Management, Communications and Internal Review.

Jill holds the P Log, CPA, CMA and ACC designations, and earned an MBA (Saint Mary's University) in 2000. She has served on the Board of Governors of Excellence Canada as well as the RMC Club as a member of the Audit Committee and as Treasurer. Jill is the Past President and a founding member of the Royal Canadian Legion's OSI Special Section and a former Director on the Legion's Dominion Executive Council. She is a mentor for the Mental Health Commission of Canada's SPARK program, and an Advisor for "The Burns Way", an innovative online peer support program that will be introduced to Indigenous Veterans and then gradually made available to all Veterans.

Jill served on the RMC Foundation Board starting in 2016, and was the last President of the Foundation, and then the first Chair of the RMC Alumni Association. She is currently the Past Chair of the RMC Alumni Association.

Nicolas Desjardins – Nicolas graduated from the Royal Military College in Kingston, Ontario with a Bachelor of Science degree (Honours Physics and Space Science) in 2002, and later with a Master of Science degree (Physics) in 2006. Nicolas served as an Aerospace Engineer with 14 Air Maintenance Squadron in Greenwood, Nova Scotia and as an Operations Engineer/Robotics Instructor at the Canadian Space Agency – Canadian Forces Detachment. Nicolas then attended Université de Sherbrooke graduating in 2010 with a Master of Science degree in Finance and was awarded a CFA charter in 2015. Nicolas joined Canso in 2011 as a Portfolio and Risk Analyst and is now a Portfolio Manager.

Dharminderpal (Pal) Singh Mann - A graduate of RMC a B.Eng. (Civil), Pal's experience includes 32 years of progressive experience as a Royal Canadian Engineer. In 2015, Pal joined the Association of Professional Engineers and Geoscientists of Alberta, holding two appointments:

The Director, Corporate Services, and
The Director, Professional Practice

In February 2020, Pal was appointed the CEO and Registrar responsible to Engineers Nova Scotia's elected Council for the regulation of engineering in Nova Scotia. A licensed professional engineer since 2000, he has a Masters of Defense Studies (RMC), and was granted the ICD.D. certification in 2023.

Bryn Weadon - Bryn served for 35 years as a Naval Logistics Officer, retiring in 2009. Extensive experience was gained in the fields of finance and accounting, supply chain management, human resources management, and strategic planning. Bryn is a Certified Professional Accountant (FCPA, FCMA). Since retirement Bryn has been primarily involved as either a board member or an advisor to a number of not-for-profit organizations.

Bryn was involved with the RMC Club Board since 2004 in various capacities including CFLO and managing the LMIF. He joined the RMC Foundation Board in 2009 as Treasurer until the merger. He has been Treasurer since that time and was also appointed Vice-Chair following the 2022 AGM.

Required Approval for the Election of the Directors of the RMCAA

The approval of a majority of the Voting Members voting in person or by proxy 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 four (4) nominees for the Board as specified in the nominee director chart set forth on page 4 of this Circular, are appointed as directors of the RMCAA for a three-year term; 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, 2022, 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, 785 Midpark Drive, Suite 201, Kingston, Ontario K7K 7G3 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 2005.

The approval of a majority of the Voting Members voting in person or by proxy 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 seventeen (17) (see the text of the resolutions on page 3 of this Circular);
- **“FOR”** the Directors Resolutions (see the text of those resolutions on page 5 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 \$6,534; 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 how to submit their proxies to vote in advance of the Meeting, or have any questions regarding the matters set forth in this Circular, can contact us by telephone at 1-844-216-6765 ext 1, or by email at info.eVeritas@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 has been distributed to Voting Members by email.

DATED at Kingston, Ontario, this 15th day of September, 2023.



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