



**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF
CANADA'S NATIONAL FIREARMS ASSOCIATION**

February 24, 2015

To be submitted to the Board for approval on March 2, 2015

CALL TO ORDER

The meeting was called to order by CLARKE at 6:30 MST, notice of meeting having been duly given by the President on behalf of the Executive Committee on February 22, 2015 at 3:26 MST.

ELECTION OF A CHAIR

CLARKE moved to appoint COLGAN to chair the meeting.

(CARRIED, UNANIMOUS)

ATTENDANCE

In attendance at the time of call to order:

Ericka CLARKE, Alberta Director
Stephen BUDDO, Quebec Director
Claude COLGAN, Quebec Director
Robert BRACKEN, Maritimes Director
Kurt LUCHIA, Saskatchewan Director
Darlene MacKenzie, Ontario Director

Absent from the meeting at the time of call to order:

Sheldon CLARE, B.C. Director, President
Blair HAGEN, B.C. Director, Vice-President
Bill RANTZ, Ontario Director, Treasurer
Jerrold LUNDGARD, Alberta Director, Secretary
Ginger FOURNIER, General Manager (non-voting)

A. Items 1, 2 and 3 set out in the notice of meeting be postponed until the next directors meeting.

(CARRIED, UNANIMOUS)

B. CLARKE/MACKENZIE MOVED THAT a confidential review of certain events and transactions within Canada's National Firearms Association be undertaken in accordance with the following terms of reference:

(1) The Review Committee of the Board of Directors is established to oversee the review and consists of Ericka Clarke (Chair), Claude Colgan, and Darlene MacKenzie.

(2) The Review Committee shall:

- (a) Convene immediately after the meeting in which this resolution is passed and subsequently at the call of its Chair;
- (b) Appoint or change an individual to serve as the Review Officer to conduct the review;
- (c) Authorize the payment of the expenses of the review up to \$5,000.00;
- (d) Take any action on behalf of the board of directors as is in its discretion necessary or convenient to facilitate or assist the review;
- (e) Take reasonable steps to secure confidentiality of the review;
- (f) Upon recommendation of the Review Officer, add any event or transaction to the review as it may consider appropriate;
- (g) Receive the interim and final reports of the Review Officer and supervise the progress of the review; and
- (h) Report to the board of directors upon completion of the review, including the Review Officer's final report.

(3) The Review Committee and the Review Officer shall have complete access to the records, facilities, resources and property of the Association, and complete access to and cooperation of the directors, officers, committees, employees and contractors of the Association. The President, upon the request of the Review Officer or Review Committee, shall issue any letter, memorandum or instruction necessary to give effect to this provision.

(4) The events and transactions to be reviewed are as follows:

- (a) the validity of the election of Bill Rantz to the Board of Directors in December 2013;
- (b) the validity of the appointment of Dennis Young, Sheldon Clare and Sean Penney as life members of the Association; and
- (c) the collection and operation of the Association's legal fund.

THE MOTION WAS DEBATED

(CARRIED, UNANIMOUS, BRACKEN ABSTAINED)

C. CLARKE/MACKENZIE MOVED THAT the board of directors, acting pursuant to section 31 of the bylaws of the Association:

- (a) finds that Sheldon Clare has failed to maintain the ethical standards expected of officers and directors;
- (b) finds that the failure to permit the board of directors to consider and decide on the termination of Shawn Bevins as Executive Vice-President of the Association was inappropriate in the circumstances;
- (c) finds that this conduct constitutes cause to remove an officer of the Association; and
- (d) hereby removes Sheldon Clare as president of the Association, effective immediately.

THE MOTION WAS DEBATED

BRACKEN: This motion should be considered with more of the directors on the call.

CLARKE: This motion needs to be passed now in order to prevent CLARE from taking further unauthorized actions on behalf of the Board.

THE MOTION WAS FURTHER DEBATED

(CARRIED, 5-1, BRACKEN AGAINST)

D. CLARKE/MACKENZIE MOVED THAT the board of directors, acting pursuant to section 30 of the bylaws of the Association for the express purpose of immediately removing Sheldon Clare as president of the Association, withdraws support for Sheldon Clare as president of the Association, effective immediately.

THE MOTION WAS DEBATED

(CARRIED, 5-1, BRACKEN AGAINST)

E. CLARKE/MACKENZIE MOVED THAT pursuant to section 30 of the bylaws of the Association, Claude Colgan is hereby chosen to be the President of Canada's National Firearms Association, effective immediately.

THE MOTION WAS DEBATED

LUCHIA MOVED THAT the motion be amended such that the appointment is for Interim President to be confirmed by the members at the Annual General Meeting of the Association.

CLARKE: The amendment is friendly.

CLARKE/MACKENZIE MOVED (AS AMENDED) THAT pursuant to section 30 of the bylaws of the Association, Claude Colgan is hereby chosen to be the Interim President of Canada's National Firearms Association, effective immediately, to be confirmed by the members at the Annual General Meeting of the Association.

THERE WAS NO FURTHER DEBATE ON THE AMENDED MOTION

(CARRIED, 5-1, BRACKEN AGAINST)

F. CLARKE/MACKENZIE MOVED THAT pursuant to section 39 of the bylaws of the Association, all current members of the Executive Committee are hereby removed from the Executive Committee effective immediately.

THE MOTION WAS DEBATED

(CARRIED, 5-1, BRACKEN AGAINST)

G. CLARKE/MACKENZIE MOVED THAT the board of directors wishes to explore the immediate reversal of the termination of Shawn Bevins as Executive Vice-President, and to that end:

(a) the President is authorized to retain and instruct a lawyer on behalf of the Association to negotiate with Mr. Bevins and report on the terms under which Mr. Bevins would be willing to accept reinstatement;

(b) the President is authorized to reinstate Mr. Bevins, provided that such reinstatement is done in a manner that the Association's lawyer is satisfied will release the Association from any liability to Mr. Bevins; and

(c) the President shall report to the board of directors in the event that the Mr. Bevins either is not willing to be reinstated or is willing to be reinstated on terms other than in paragraph (b).

THE MOTION WAS DEBATED

(CARRIED, 5-1, BRACKEN AGAINST)

H. CLARKE/MACKENZIE MOVED THAT the President is:

(a) instructed by the board of directors to immediately take steps to secure the property of the Association, including without limitation the Association's financial accounts, social media accounts, records and data; and

(b) authorized by the board of directors to exercise any of the powers of the board of directors that he considers necessary or convenient to secure the property of the Association, including without limitation instructing the officers and employees of the Association, issuing notices to banks and other vendors and service providers, and retaining and instructing legal counsel on behalf of the Association.

THE MOTION WAS DEBATED

(CARRIED, 5-1, BRACKEN AGAINST)

I. CLARKE/MACKENZIE MOVED THAT the meeting be adjourned until further notice, there being no further business at this time.

(CARRIED, UNANIMOUS)