

**9th Annual General Meeting
For the Year 2022
Presented at the Annual Meeting,
27 April 2023**



2022 Annual Meeting Agenda

1. Call to Order
2. Welcome and Opening Prayer – Alan Hall
3. Approval of Agenda
4. Minutes of the Annual Meeting of April 28, 2022
5. President's Report
6. Treasurer's Report
7. Nominations Committee Report
8. Proposed Bylaws Revisions
9. Ratification of the Actions of the Board
10. Election of New Directors
11. New Business
12. Adjournment

2021 Annual General Meeting Minutes

Minutes of the 8th Annual General Meeting held on Thursday, April 28th, 2022

This meeting was held by ZOOM. All reports were distributed electronically for this meeting within the time frame as required by the Constitution and Bylaws.

Members present: Mary Mersereau (President and Chair), Leonce Savoie (Vice President), Margaret Savidge (Secretary), Peter Maclean (Treasurer), Virginia Jackson (Director), Terry Brennan (Director), Alan Sears (Director), Alan Hall (Director), Christina Davis (Director), Rod Savidge, Brandon Langteigne, Kurt Schmidt, Janet Hunter. (With 25 current Members, quorum was achieved.)

Others present: Jan Lockhart (prospective Director), Valerie Calhoun (prospective Director), Emma Huddleston (L'Arche Fredericton employee), Jack Passmore, Lorraine Siliphant (FACL), Erica Young (Opal).

1. Call to order at 7:05pm. Mary read an Indigenous land acknowledgement.

2. Alan Hall led us in prayer.

3. Approval of Agenda

Motion: To approve the agenda as circulated. (Peter Maclean! Christina Davis). **Passed**

4. Minutes of the Annual Meeting of April 27, 2021.

Corrections noted: Members in attendance should include Jon McMath and Rod Savidge.

Motion: To accept the minutes with corrections (Alan Sears/Alan Hall). **Passed.**

5. President's Report

Motion: To accept the report as circulated. (Leonce Savoie! Peter Maclean) **Passed.**

6. Treasurer's Report Correction noted: The date at the bottom of the page just above revenue less expenditure should read 2021 instead of 2020. **Motion:** To accept the Treasurer's Report with the corrected date. (Kathie McMath/Virginia Jackson) **Passed.**

7. Nominations Committee Report Christina Davis introduced Valerie Calhoun. Alan Sears introduced Jan Lockhart. **Motion:** To accept the Nominations Report as circulated (Alan Sears/ Leonce Savoie) **Passed.**

8. Special Items

Review of Bylaws: Terry Brennan and Alan Sears have reviewed our Bylaws and recommend that we enact changes at the AGM in 2023. This will allow us to align our Bylaws with the L'Arche Canada Bylaws that are being revised in 2022.

L'Arche Fredericton Video: A link was sent to all attendees so that they can watch the latest L'Arche Fredericton video.

9. Ratification of the actions of the Board.

Motion: To ratify the actions of the Board for 2021. (Alan Hall/ Rod Savidge). **Passed**

10. Election of New Directors for 2022-2024

Motion: To elect Valerie Calhoun as Treasurer (Christina Davis/ Alan Hall) **Passed.**

Motion: To elect Jan Lockhart as a Director (Alan Sears/ Leonce Savoie). **Passed**

Mary Mersereau asked three times if there were any nominations from the floor to fill the one remaining seat on the Board. There were none.

11. New Business

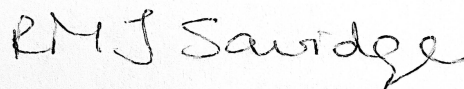
IHSL: Mary and Kurt gave brief updates on the housing solutions lab.

Words of thanks: were expressed to the Board and all involved in L'Arche Fredericton by Kathie McMath, Rod Savidge and Erica Young.

Communications Committee: Terry Brennan mentioned that we will have a summer student working on communications. Anyone interested in being part of a communications committee to continue this work beyond the summer should contact a member of the Board.

12. Motion to adjourn at 8:02pm. Proposed by Kathie McMath.

Respectfully submitted,

A handwritten signature in black ink that reads "RMJ Savidge". The signature is written in a cursive style and is centered on a light-colored rectangular background.

Margaret Savidge, Recording Secretary

President's Report 2022

L'Arche Fredericton Annual Report for 2022

9th Annual Meeting Thursday April 27, 2023

President's Message

Despite the second year of COVID, we attained some significant achievements, growth both in volunteers and membership, partnerships, funding, and the plans for *Inclusive Housing*. We have much to be grateful for. The Charlotte Street Arts Centre continued to offer space for L'Arche Fredericton Community Garden beside the Spirit Garden. The two raised garden beds provide horticultural opportunities for flowers and herbs. The garden is a source of sensory stimulation, tranquility, and socialization.



Looking at growth, core membership saw the addition of three new participants. The Learning Kitchen Cooking Skills Classes brought the number of attendees to 14. The maximum of 12 allowed in the Learning Kitchen, meant that two classes per week were needed to meet the demand. Three student volunteers from the local high schools and three people from the community come to the various programs as they are able. Our thanks to Holly McLaughlin, Phyllis Budden, Regina Klein Ryan and Zak Whalen for their consistent commitment. The activity on the Connect Fredericton site is staying active with an average of two visits per week.



Outreach with other community agencies and organizations has yielded a new partnership with Renaissance College – UNB, Brunswick Street Baptist Church, Fredericton High School Theatre, FASD (Fetal Alcohol Spectrum Disorder) Support Group, the FACL (Fredericton Association for Community Living), Housing Committee, Rhapsody Rhythmic Gymnastics, The YMCA, Hayes Farm and the Department of Social Development. We are grateful to Christ Church Cathedral Memorial Hall for our base during the summer LoL program and for Friendly Freddy Friday sessions throughout the fall. We appreciate the use of the room at the Monsignor Boyd Family Centre for making the L’Arche Logs over the summer months.



We continue to have a strong partnership with Opal, joining in the evening Adult Drop In and the summer activity of “Kicked Soccer”. A new connection with the FASD through a four-part evening musical series “Beyond the Stars” held in June and July attracted a few members for some quality one-on-one time. The Alltones, an all abilities singing group offered by Grace Hickey in the afternoon on one Saturday a month at the Ville is attended by a few members. An all-abilities Yoga and Mindfulness group offered by Mark and Carolyn Hickey offered on Saturday afternoons once a month, also at the Ville is faithfully attended by a few members. The Hickey family generously offer these programs for a nominal fee and are greatly appreciated by L’Arche members. The Rhapsody Rhythmic Gymnastics Club provided an enjoyable session at the BSBC on April 21, 2022. The members have made it clear they want to have this activity again. A few members benefited from the Y membership for one-on-one physical activities, such as swimming.



L’Arche Fredericton attended the Volunteer Fair at STU (St. Thomas University) for a second year. We were invited to the Multicultural Association of Fredericton's (MCAF) Health & Wellness Fair on October 13, 2022 and connections with other agencies such as Community Food Smart were made. FHS provided space for a group to attend the performance of Anastasia on May 4, 2022, at the Tom Morrison Theatre. This evening event was an opportunity for the members to reconnect with favorite teachers. A big thank you goes out to Dwight Dunfield and Andrew Reid. The members jumped at the chance to go to the FHS Musical production of 42nd Street on November 22, 2022.



On May 17, 2022, the three local high schools (OHS, FHS & LHHS) invited L'Arche to participate in an evening event called, "Transition to Life Night" with over 20 agencies involved for high school graduates and their parents/guardians to learn what supports are available in their community. We had good representation with a paid staff, volunteer, core member, parent, and Board member available to speak to attendees.



We tried an evening social for celebrating birthdays once a month. The evening socials were intended to follow the suggestion of student volunteers and to celebrate a special time for the members. As well, we thought that this would appeal to the members who work during the day. Only two or three members attended the monthly birthday bashes, in fact we had more volunteers than members on some nights. The Brunswick Street Baptist Church has been wonderful with accommodating our desires for an evening activity.



We started a partnership with the Playhouse, “Arts are for Everyone” program to bring birthday celebrants to a performance as close to their birthday as possible. This new outing started November 4, 2022. On November 19, a core member and volunteer attended “Armstrong’s War” at UNB Memorial Hall to support Brenna Gauthier in her starring role as Halley Armstrong.

Lisa Ross’ Solo Chicken Productions’ partnership was indeed active. The Spirit Project actors performed in three events. *Nature Nurture* directed by Kaylee MacNeil was held at the Charlotte Street Arts Centre in April. A Coffee House concert, called “*Make Some Noise with Kylie Fox*” took place at the Topsy Muse Café on June 1. A joint L’Arche Fredericton and L’Arche Saint John workshop at the Atlantic Arts Symposium was held in Saint John on October 21. Another joint event between Creative Connections and The Spirit Project called “*Togetherness – Ensemble*” a special art exhibit by artists with intellectual disabilities, was opened on December 9, 2022 at Government House.



New and innovative fund-raising strategies were tried, and successful results obtained. Thanks to Saint Mary Magdalene Parish for the Club 200 Raffle, a Sports Lottery – Masters Golf Tournament, Greener Village and Chef Yves for a take home Lasagna Dinner, The Knights of Columbus, the Northside Creator's Market and Boyce Farmer's Market, and Jen Pilon for the Pop - Up Art and Craft Market at the Charlotte Street Arts Centre. Jen Pilon volunteered to continue with art sessions to silk screen totes and aprons and she designed and donated L'Arche mugs for our Christmas fundraiser.



The Inclusive Housing Solutions Lab came to a close on June 30, 2022. In September an Inclusive Housing Forum was held where the Roadmap for Inclusive Housing was presented to an interested audience with over 80 attendees representing municipal, provincial, and federal levels of government, and a wide variety of not-for-profit agencies and organizations.

In October, Fiona Williams started a dual role with L'Arche Canada as Vice Regional Leader for the Atlantic Region and she continues with the work from the Housing Forum, specifically in NB and NL. The Board has been attending Board Formation meetings hosted by Jenn Power on a quarterly basis. Jenn has held monthly support meetings for the Board Chairs/Presidents in the Atlantic Region and these sessions have been a helpful forum to discuss issues facing the Board Chairs/Presidents.

The partnership with the Department of Social Development was solidified in the signing of a Service Provider contract on June 17, 2022 and this contract expires on March 31, 2024. The partnership with Renaissance Collage gave us a summer student Leah Fancey, to work on our virtual communications. Leah learned the new L'Arche Branding guidelines and produced Spring and Fall Newsletters that went out to the membership. Leah helped with the organizing and advertising for the Annual Fall Fundraiser Dinner held on November 5, 2022.

As for programming, the name of "Hub" for our day program was changed to Learning on Location (LoL) to better reflect what we do and the focus we maintain. The Fredericton Community Foundation funded the LoL programming in 2022. We received notice that a grant from Alcohol NB Liquor was going to be coming and it will pay for "Art with Angela" spring sessions. We are grateful to our many regular donors. A Canada Summer Jobs grant paid for eight weeks of the Coordinator Position. A SEED (Student Employment Experience Development) grant paid for the Assistant position. In the fall, Technation (UNB) funded 50 % for the Communications Manager position Leah filled, to continue part time. We were fortunate to also receive funding from this program from January to April 2023.

Emma Huddleston has provided strong leadership and programming for LoL activities throughout 2022. Victoria Keats who filled the Assistant position stayed on as a Board member and chairs the LoL committee. We are most grateful to these energetic and resourceful women who have demonstrated their commitment to L'Arche in Fredericton.

What's next?

Fortunately, the experience with having Kurt Schmidt as the L'Arche Coordinator gave us a taste of having someone in a leadership role to assist the Board. On completion of the Inclusive Housing Solutions Lab, Kurt reported to the Board that there is enough work for a full-time person/position. The weekly coordinating of the LoL activities, grant writing, interviewing and supervising summer student employees, orientating new staff, writing evaluations for received grant funds and student summer grants are all the work for a paid staff. Securing sustained funding is necessary to fill a position of Community Leader/ Executive Director. Going into 2023 our tenth-year anniversary and our fifth year as a project of L'Arche, we hope to secure funding for this important position. Before we move into a housing project for core members, it is essential to have this position filled.

Let's make 2023, our tenth year, a banner year for increasing face to face community gatherings, membership, fundraising and enhanced day program activities!

In closing, I want us to remember Emily Arbeau, a core member when we were known as Willow Tree Community, who died on October 24, 2022. Emily's art was used in announcing our becoming a L'Arche project in 2018 and in greeting cards you may recognize.



Mary Mersereau,

A handwritten signature in black ink that reads "Mary Mersereau".

President/Chair
L'Arche in Fredericton

The Treasure's Report for 2022 follows

Annual General Meeting Report

2022

December 31, 2022



Prepared by

Valerie Calhoun, Treasurer

Prepared on

April 2023

Profit and Loss

January - December 2022

		Total
	Jan - Dec. 2022	Jan - Dec. 2021 (PY)
INCOME		
3010 Donations	20,191.98	20,042.13
3020 Grants	41,038.44	45,256.20
3030 Non-Profit Income	4,699.80	2,903.02
3031 Registration	460.00	210.00
3040 Sales of Product Income	1,851.36	1,400.00
3041 Fundraiser - Fall Meal	9,745.00	3,062.80
3042 Fundraiser - Golf	2,220.00	
Bottle Redemption	153.71	407.20
Sales	0.00	
Total Income	80,360.29	73,281.35
COST OF GOODS SOLD		
Cost of Goods Sold	178.26	705.50
Total Cost of Goods Sold	178.26	705.50
GROSS PROFIT	80,182.03	72,575.85
EXPENSES		
5005 Bank charges	19.75	
5010 Dues and Subscriptions	3,132.15	2,508.30
5011 QuickBooks Online Subscription		403.65
Total 5010 Dues and Subscriptions	3,132.15	2,911.95
5020 Insurance	1,377.51	1,409.49
5030 Meals and entertainment		383.19
5035 Activities	6,618.91	7,038.48
5040 Office expenses	800.22	1,264.54
5045 Payroll Expenses		391.58
5046 Taxes	2,759.22	2,248.23
5047 Wages	37,762.35	35,428.69
Total 5045 Payroll Expenses	40,521.57	38,068.50
5050 Post Office Box	203.55	
5055 Rent or lease payments	1,400.00	639.00
5080 Travel mileage	99.45	418.00
Charitable Contributions	200.00	
Supplies	146.25	
Website		188.86
Total Expenses	54,519.36	52,322.01
OTHER EXPENSES		
6000 Miscellaneous		1,667.65
Other Miscellaneous Expense		254.00
Total Other Expenses	0.00	1,921.65
PROFIT	\$25,662.67	\$18,332.19

Balance Sheet

As of December 31, 2022

	As of Dec. 31, 2022	As of Dec. 31, 2021 (PY)	Total
ASSETS			
Current Assets			
Cash and Cash Equivalent			
1000 Chequing	12,916.25		
1010 Omista Chequing	51,066.73		44,460.10
1011 Cash on hand	185.00		334.29
Payroll	0.00		0.00
Total Cash and Cash Equivalent	64,167.98		44,794.39
Accounts Receivable (A/R)			
Accounts Receivable (A/R)	6,720.00		
Total Accounts Receivable (A/R)	6,720.00		0.00
1400 Inventory Asset	125.32		0.00
Total Current Assets	71,013.30		44,794.39
Non-current Assets			
2900 Omista Share	10.00		5.00
Total Non Current Assets	10.00		5.00
Total Assets	\$71,023.30		\$44,799.39
LIABILITIES AND EQUITY			
Liabilities			
Current Liabilities			
Accounts Payable (A/P)			
Accrued liabilities	450.00		
Total Accounts Payable (A/P)	450.00		0.00
2200 Payroll Liabilities			
2210 Federal Taxes	280.44		169.20
Total 2200 Payroll Liabilities	280.44		169.20
Total Current Liabilities	730.44		169.20
Total Liabilities	730.44		169.20
Equity			
2910 Opening Balance Equity	22,913.27		22,913.27
Retained Earnings	21,716.92		3,384.73
Profit for the year	25,662.67		18,332.19
Total Equity	70,292.86		44,630.19
Total Liabilities and Equity	\$71,023.30		\$44,799.39

Trial Balance

As of December 31, 2022

	Debit	Credit
1000 Chequing	12,916.25	
1010 Omista Chequing	51,066.73	
1011 Cash on hand	185.00	
Payroll	0.00	
Accounts Receivable (A/R)	6,720.00	
1400 Inventory Asset	125.32	
2900 Omista Share	10.00	
Accrued liabilities		450.00
2210 Payroll Liabilities:Federal Taxes		280.44
2910 Opening Balance Equity		22,913.27
2920 Retained Earnings		21,716.92
3010 Donations		20,191.98
3020 Grants		41,038.44
3030 Non-Profit Income		4,699.80
3031 Registration		460.00
3040 Sales of Product Income		1,851.36
3041 Fundraiser - Fall Meal		9,745.00
3042 Fundraiser - Golf		2,220.00
Bottle Redemption		153.71
Sales		0.00
Cost of Goods Sold	178.26	
5005 Bank charges	19.75	
5010 Dues and Subscriptions	3,132.15	
5020 Insurance	1,377.51	
5035 Activities	6,618.91	
5040 Office expenses	800.22	
5046 Payroll Expenses:Taxes	2,759.22	
5047 Payroll Expenses:Wages	37,762.35	
5050 Post Office Box	203.55	
5055 Rent or lease payments	1,400.00	
5080 Travel mileage	99.45	
Charitable Contributions	200.00	
Supplies	146.25	
TOTAL	\$125,720.92	\$125,720.92

Treasurer Notes

In previous years our financials were recorded on a cash basis and not an accrual basis. Simply put our transactions were recorded as they were in our bank statements when cash was received (or spent) instead of when it was earned (or payable). The financials for fiscal 2022 have been prepared on an accrual basis and adjustments made to make the comparison year on an accrual basis as well.

If you have any questions please do not hesitate to reach out to me by email: valerie.calhoun@unb.ca

Nominations Report

L'Arche Fredericton Inc.

Nominations Committee

AGM Report

2023

Roles and structures in L'Arche Canada are at the service of the mission. Those in authority must exercise it with wisdom through listening and taking counsel. (General Operating Bylaw No. 2 Draft Aug. 10, 2022, p. 21)

Nominated to the Board for a two-year term 2023 -2025

Cheyenne Mckinley

Finishing a two-year term 2021 – 2023

Margaret Savidge – Secretary (Completed second Term, not re-offering)

Alan Sears – Chair Partners Relations Committee (Voted in for a third term)

Mary Mersereau - President (2023 -2025)

Board Composition

Mary Mersereau – President (reoffered to 2025)

Valerie Calhoun – Treasurer (2022-2024)

Jan Lockhart – Secretary-2022 -2024-

Victoria Keats – 2022 – 2024 (Replaced Christina Davis who resigned July 2022 Chair LoL Committee)

Leonce Savoie – (Voted in for a second Term 2023 -2025)

Alan Hall - Spiritual Advisor (Board member since 2020, in second term)

Terry Brennan – Special Projects (Board member since 2020 in second term)

Virginia Jackson – Secretary LoL Committee (Board member since 2020 in second term)

Alan Sears –Chair Partner Relations Committee (Re-offered for a third term 2023 - 2025)

New Board Nominee for 2023-2025

I want to introduce you to Cheyenne Mckinley, our 2023 nominee for a Board position.

Cheyenne is from the Perth area and has a long association with intellectually disabled adults.

As a student she worked with CIEVA – Community Industries Employment Vocational Association. This service agency provides supported job opportunities, employment and skills development to adults with intellectual disabilities in Carlton and York counties. She was a Best Buddy and an au pair in Switzerland to boy who lives with Downs Syndrome. Most recently she has supported one of our Core Members. As a licensed practical nurse, who travels for work, she told the members of the Nomination Committee one of her favorite placements is on a unit

dedicated to those with a range of intellectual abilities in the Grand Lake area. If you've seen some of our recent Weekly Newsletters, the photographs are Cheyanne's work at capturing our core members in amazing moments. Cheyanne asked if there was room for her to volunteer with L'Arche. The Nomination Committee felt that her experience, medical skills and commitment will make a good addition to the Board.

Mary Mersereau,

A handwritten signature in black ink that reads "Mary Mersereau". The signature is written in a cursive, flowing style.

Chair, Nominations Committee

L'Arche Fredericton Inc.
(formerly Willow Tree Community Inc.)

General Bylaw No. 1

Passed August 28, 2013

Amended April 17, 2015

Amended April 22, 2016

Amended April 7, 2017

Amended April 20, 2018

Amended June 9, 2020

Amended April 27, 2023

PART I

NAME OF COMPANY, LOCATION OF REGISTERED OFFICE, COMPANY SEAL AND PURPOSE

Article 1.01 - Name of Company

The name of the Company shall be L'Arche Fredericton Inc.

1.02 - Registered Office

The registered office of the Company shall be in the City of Fredericton, N.B. and at such address therein as the Board may, from time to time, determine by resolution.

1.03 - Corporate Seal

The Corporate Seal of the Company shall be as determined from time to time by the Board and shall bear the name of the Company and the year of its incorporation.

1.04 - Company Symbol

The symbol or logo of the Company shall be as determined from time to time by the Board.

1.05 - Purposes and Objects

The purpose and objects of the Company shall be as set forth in the Letters Patent of the Company as follows:

- (a) To provide residential housing and support services to individuals with disabilities.
- (b) To provide trained persons or services required by persons with intellectual or developmental disabilities to assist them with life skills, recreation, and other daily activities.
- (c) To provide training and assistance in the placement of persons with disabilities in gainful employment.

- (d) To do all such things as are incidental or ancillary to the attainment of the above objects.

PART II

DEFINITIONS

Article 2.01 - Definitions

In the bylaws of the Company the following words, unless the context requires otherwise, shall have the following meanings:

“Assistant” or “Assistants” means individuals who commit to share their lives with individuals with intellectual disabilities who live in homes or who participate in other activities operated or supported by the Company;

“Board” means the Board of Directors of the Company;

“Bylaws” means this bylaw and all other bylaws of the Company from time to time in force and effect;

“Company” means L’Arche Fredericton Inc.;

“*Ex-officio* member” means a member who holds a membership on a committee by virtue of the office he or she holds and such *ex-officio* member is entitled to notice of and the right to attend meetings of the committee for which he or she is an *ex-officio* member but shall not have the right to vote at such committee meetings;

“Executive” means the Executive Officers of the Company as defined by Article 7.01 of this bylaw;

“Meeting of members” includes an annual general meeting of members and a special meeting of members;

“Member” means any person who becomes a member of the Company in accordance with the requirements of Part IV of this by-law. Where “member” is used in these by-laws, it shall be deemed to mean a member of the Company;

“Resident” or “residents” mean individuals with disabilities who reside in a home operated or supported by the Company, otherwise known as “Core Members”;

“Special meeting of members” means a meeting of members other than an annual general meeting of members;

“Special resolution” means a resolution passed by not less than two-thirds (2/3) of such members entitled to vote as are present at a meeting of members of which notice specifying the purpose of the meeting has been given.

Article 2.02 – Interpretation

In all of the Bylaws of the Company, where the context requires, the singular shall include the plural and *vice versa*, and the masculine shall include the feminine and *vice versa*.

PART III

BUSINESS OF THE COMPANY

Article 3.01 - Execution of Corporate Documents

Deeds, transfers, assignments, contracts, obligations, certificates and other corporate documents may be signed on behalf of the Company by any two of the President, Vice-President, Secretary, and Treasurer. In addition, the Executive may, from time to time, direct the manner in which and the person or persons by whom any particular document or class of documents may or shall be signed. Any signing officer may affix the Corporate Seal to any document that must be sealed. For the purpose of certifying documents or proceedings, the Corporate Seal may be affixed by any of the President, Vice-President, Secretary, or Treasurer of the Company.

3.02 - Banking Arrangements

The banking business of the Company shall be transacted with such credit unions, banks, trust companies or other financial institutions as may, from time to time, be designated by or under the authority of the Executive. Any banking business shall be transacted with such agreements, instructions and delegations of power as the Executive may, from time to time, prescribe or authorize.

3.03 - Auditors

If the members at the annual general meeting elect, they may appoint auditors for the Company to hold office during the next year following or until successors are elected. Any auditor so appointed shall be a Chartered Professional Accountant, and be responsible to the members and shall prepare an annual report on the financial statement of the Company.

3.04 - Financial Year End

The financial year end of the Company shall be December 31st.

3.05 - Borrowing Power

The Board may, from time to time, in such amounts and on such terms as it deems expedient:

- (a) borrow money on credit of the Company; or
- (b) with the sanction of a special resolution, charge, mortgage or pledge all or any of the currently owned or subsequently acquired real or personal, moveable or immovable, property of the Company.

PART IV

MEMBERSHIP

Article 4.01 - Register of Members

There shall be maintained and updated when necessary a register of members of the Company.

4.02 - Admission to Membership

Admission to membership to the Company may be gained by making application to and being accepted by the Board.

4.03 - Rights of Membership

Each member in good standing shall have the right to:

- (a) attend and vote at meetings of members; and
- (b) inspect the books and records of the Company at each annual general meeting.

4.04 - Cessation of Membership

A member shall cease to hold membership in the Company and his or her name shall be struck from the register of members in the following circumstances:

- (a) upon a member serving notice on the Company of his or her desire to cease to be a member;

- (b) upon motion duly moved and carried by a two-thirds (2/3) vote of the Board present at a meeting at which the member shall be entitled to be heard, having received a minimum of seven (7) days notice;
- (c) upon the death of the member; or
- (d) upon the member being determined by the Board, upon motion duly moved and carried by a two-thirds (2/3) vote of the Board present at a meeting, to be inactive due to failure to: (i) attend meetings of members, or (ii) respond to communications from the Company when requested to do so.

4.05 - Membership Records

Every member shall furnish to the Company the address of his or her usual residence or place of business or a mailing address or email address to which all notices intended for the member shall be mailed or delivered. It is each member's responsibility to furnish any new address or contact information to the Company.

4.06 - Protection of Member

No member of the Company shall, in his or her individual capacity, be liable for any debt or liability of the Company beyond the amount of any subscription, dues or fees payable by him or her to the Company.

PART V

MEETINGS OF MEMBERS

Article 5.01 - Annual Meetings

The Company shall hold an annual general meeting of members, following the financial year end, as the Executive may determine, but not later than June 30th. The meeting shall be held for the purpose of receiving the Balance Sheet of the Company as at the immediately preceding fiscal year end; the Statement of Income and Expenditures for the immediately preceding fiscal year; the auditor's report, if any; the annual report of the President; the annual report of the Executive Director, if any; electing Directors; appointing auditors if the members choose to have auditors; and for the transaction of such other business as may properly be brought before the meeting.

5.02 - Special Meeting

The Executive, President or any five (5) members of the Company may call a special meeting of members at any time as considered necessary.

5.03 - Place of Meeting

Meetings of members shall be held at the registered office of the Company or elsewhere as the Executive or the President may, from time to time, determine.

5.04 - Notice of Meeting

- (a) Notice of the time, place and general nature of the business to be transacted at any meeting shall be given not fewer than fourteen (14) days before and not more than thirty (30) days before the meeting to each member in good standing on the day before the day on which notice is given.
- (b) Notwithstanding paragraph (a) of this Article or any other section of this by-law, notice of the time, place and purpose of each meeting shall be sufficiently given and deemed to be received if it is published at least once in a newspaper distributed in the City of Fredericton, or sent to members at the most recent address provided by them, not fewer than fourteen (14) days and not more than thirty (30) days before the date of such meeting.
- (c) Notwithstanding paragraph (a) and (b), notice of meeting may be waived by the unanimous vote of the members if all members entered in the Register of Members are in attendance at the meeting.

5.05 - Quorum

A quorum for the transaction of any meeting of members shall be twenty-five percent (25%) of the members entered in the register of names on the day preceding the meeting who are entitled to vote at such meetings.

5.06 - Chairperson and Secretary

The President shall be chairperson of any meeting of members. If the President is not present within fifteen (15) minutes following the time fixed for holding the meeting, the persons present and entitled to vote shall choose one (1) of the members to be chairperson. The Secretary of the Company shall be secretary of any meeting of members. If the Secretary of the Company is absent, the chairperson shall appoint some person to act as secretary of the meeting.

5.07 - Taking of Vote

Subject to Articles 5.08 and 5.09, any question at a meeting of members shall be decided by a show of hands or collection of voices. Whenever a vote by a show of hands or collection of voices has been taken upon a question, a declaration by the chairperson of the meeting that the vote upon the question has been carried, or not carried, shall be sufficient to be considered the decision of members upon the question.

5.08 - Taking a Poll

On any question proposed for consideration at a meeting of members, and whether or not a show of hands or collection of voices, has been taken, the chairperson may require, or any five (5) persons entitled to vote on the question may demand, a poll. A poll shall be taken in such manner as the chairperson shall direct. A requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll. The result of the poll shall be the decision of the members upon the said question.

5.09 - Requirement for a Poll

A poll shall be taken on any question proposed requiring a special resolution of the members.

5.10 - Adjournment

The chairperson at a meeting of members may, with the consent of the meeting and subject to such conditions as the members may decide, adjourn the meeting from time to time and from place to place, but no business shall be transacted during any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

5.11 – Electronic Meetings

- (a) A meeting may be held by means of such conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other.
- (b) A member may participate in a meeting of the members by means of such conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other.
- (c) A member participating in a meeting by such means is deemed to be present at the meeting.

PART VI

DIRECTORS

Article 6.01 - Power of Directors

The Board of Directors shall be responsible for the overall direction and policy of the Company and shall manage and direct the affairs and property of the Company. The Board of Directors may exercise all such powers and do all such acts and things as may be in accordance with the authority and responsibility expressly conferred upon it.

6.02 - Number and Composition of Directors

The number of Directors of the Company shall not be less than three (3) nor more than eleven (11) and shall include the Executive Officers.

6.03 - Qualifications

(a) No person shall be qualified for election as a Director if he or she is an un-discharged bankrupt, an employee of the Company, or if he or she has not attained nineteen (19) years of age.

(b) A Director shall be a member of the Company at the time of his or her election or appointment, or shall become a member of the Company within ten (10) days of his or her election or appointment and shall remain a member as long as he or she continues to be a Director.

(c) A Director shall not be an "ineligible individual" as defined by s. 149.1(1) of the *Income Tax Act (Canada)*.

6.04 - Election and Term

The Directors' term of office shall be for two (2) years from the annual general meeting at which they are elected. No Director shall serve more than five (5) consecutive two (2) year terms, but Directors may be re-elected after the lapse of one (1) year. The maximum number of terms a Director may serve may be extended in exceptional circumstances as may be determined in the sole discretion of the Board.

6.05 - Vacation of Office

The office of a Director shall be vacated upon the occurrence of any of the following events:

- (a) if the Director fails to maintain the qualifications specified in Article 6.03;
- (b) if by notice in writing to the Company he or she resigns his or her office and such resignation, if not effective immediately, becomes effective in accordance with its terms; or
- (c) if the Director is absent from three (3) consecutive Directors' meetings without providing reasonable explanation for his or her absence.

6.06 - Vacancies

If a vacancy occurs on the Board, the remaining Directors may appoint a qualified person to fill the vacancy until the next annual general meeting, and notwithstanding Article 6.04, any person so appointed shall remain eligible to serve five (5) consecutive two (2) year terms after the completion of the partial year during which such person was appointed.

6.07 - Meetings

- (a) The Board shall meet at least four (4) times per year. The time and place of every meeting shall be determined by the Executive. Notice of the time, place and agenda of every meeting shall be given to each Director not less than seven (7) days before the time when the meeting is to be held.
- (b) L'Arche Canada may at its discretion appoint an additional non-voting person to receive notice of, attend and participate in board meetings to offer support and guidance as a representative of L'Arche Canada.

6.08 – Electronic Meetings

- (a) A meeting may be held by means of such conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other.
- (b) A Director may participate in a meeting of the Board by means of such conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other.
- (c) A Director participating in a meeting by such means is deemed to be present at the meeting.

6.09 - Quorum

A quorum for the transaction of business at any meeting of the Board shall consist of:

- (a) where there are an even number of Directors, one-half (1/2) plus one (1) more; or
- (b) where there are an odd number of Directors, the number that constitutes the majority of Directors.

6.10 - Chairperson and Secretary

The President or his or her delegate shall be chairperson of any meeting of the Board. If the President or his or her delegate is not present, the Directors shall choose one of their number to be chairperson. The Secretary of the Company shall act as secretary of the Board. If the Secretary of the Company is absent, the chairperson shall appoint some person to act as secretary of the meeting.

6.11 - Votes to Govern

At all meetings of the Board, every question shall be decided by a vote of fifty percent (50%) plus one (1) of those in attendance. In the event that the number of members of the Board present at a meeting comprises an uneven number, then "50% plus 1" shall mean the next highest whole number to 50%, plus 1.

PART VII

OFFICERS

Article 7.01 - Number of Officers

The Officers of the Company shall be the President, Secretary, Treasurer and, at the discretion of the Board, the Vice-President. Together these Officers constitute the Executive of the Company.

7.02 - Powers of the Executive

The Executive shall be vested with the powers and authorities necessary for the management of the business and activities of the Company. In addition to the powers and authorities expressly conferred on it by these Bylaws, the Executive may exercise all such powers and do all such acts and things as may be exercised or

done by the Company that are not by statute expressly directed or required to be exercised or done by the Company in general meeting or by the Board.

7.03 – Qualifications

An officer must be a Director of the Company.

7.04 – President

The President shall be the Chief Executive Officer of the Company and, subject to the authority of the Board, Executive and the Bylaws, shall have general supervision of the affairs and business of the Company and the power to appoint and remove any and all employees and agents of the Company not appointed by the Board or the Executive and to settle the terms of their employment and remuneration.

7.05 - Vice-President

The Vice-President shall exercise any or all of the duties of the President in the absence of the President or if the President is unable for any reason to perform those duties, and shall assist the President in Executive and Board functions subject to the authority of the Board, Executive and the Bylaws.

7.06 - Secretary

The Secretary shall:

- (a) attend and be the secretary of all meetings of the Members, of the Board, and of the Executive;
- (b) enter or cause to be entered in records kept for that purpose minutes of all proceedings;
- (c) give or cause to be given, as and when instructed, all notices to Members, Directors, and Officers;
- (d) be the custodian of the Corporate Seal of the Company and of all books, papers, records, documents and instruments belonging to the Board, except when some other officer or agent has been appointed for that purpose;
- (e) be responsible for maintaining the register of members and other books and records required by the Act;

- (f) have such powers and duties as the Board or Executive may prescribe;
- (g) be an *ex-officio* member of the Nomination Committee; and
- (h) be responsible for filing with Service New Brunswick (or its successor) the Annual Return for non-profit companies (Form 35.1) each year, and a Notice of Change of Directors (Form 47) within fifteen (15) days of any change in members of the Board.

7.07 - Treasurer

The Treasurer shall keep proper accounting records and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Company. He or she shall render to the Members, Board or Executive, whenever required, an account of all his or her transactions as the Treasurer, and of the financial position of the Company. He or she shall have such other powers and duties as the Board or the Executive may prescribe.

7.08 - Election of Executive

The Executive shall be elected by the Board of Directors from individuals who are elected to serve on the Board. The President, Secretary and Treasurer shall be elected by the Board at its first meeting following the annual general meeting. The Vice-President may be elected at any meeting of the Board.

7.09 - Term of Office

Officers shall hold their positions from the time of their election until the first meeting of the Board immediately following the next annual general meeting. Subject to their continuing eligibility to serve as Directors, they shall be eligible for re-appointment without limitation. In those cases where an Officer is appointed by the Board to fill a vacancy during the year, the position shall be held until the first meeting of the Board immediately following the annual general meeting.

7.10 - Vacancy

If a vacancy occurs in the Executive, the Board at their next meeting may appoint a person who meets the qualifications of a Director to fill the vacancy for the remainder of the term.

7.11 - Meetings

The Executive shall meet as necessary between meetings of the Board of Directors. The time and place of every meeting shall be as determined by the President. Notice of the time and place of every meeting so called shall be given to each Officer not less than twenty-four (24) hours before the time when the meeting is held.

7.12 - Quorum

A quorum for the transaction of business at any meeting of the Executive shall be three (3) Officers.

PART VIII

EXECUTIVE DIRECTOR

Article 8.01 - Powers to Appoint

The Board of Directors may by resolution appoint an Executive Director to administer the affairs of the Company and direct the work and the employees of the Company subject to and in accordance with the instructions of the Executive or the President.

8.02 - Remuneration

The Executive may pay the Executive Director such compensation for his or her services as may be fixed by resolution of the Board. The Executive Director shall perform such duties and assume such responsibilities in the administration of the affairs of the Company as may be decided and communicated to him or her from time to time by the Executive.

8.03 - Duties of the Executive Director

The Executive Director shall, subject to the authority of the Executive and the supervision of the President, manage the day-to-day affairs, and direct the employees and Assistants of the Company. He or she shall prepare budgets of expense in conjunction with the Executive and be authorized to incur expense in accordance with the approved budget or as instructed by the Executive. He or she shall be an *ex-officio* member of all Committees excepting the Nominating Committee. The Executive Director shall report to the Board of Directors at every meeting of the Board.

PART IX
COMMITTEES

Article 9.01 - Nominating Committee

The Nominating Committee shall be a standing committee of the Board and shall consist of the President, Secretary and one (1) other Director and shall advise the annual general meeting with respect to suitable persons for election to the Board. The Nominating Committee shall also advise the Board with respect to suitable persons to act as Executive Officers of the Company and shall make recommendations to the Board to fill any vacancies throughout the year.

9.02 – Other Committees

The Board may create and/or repeal other committees at its discretion. The mandate, membership, terms of reference, procedures and reporting requirements for each committee shall be contained in the L'Arche Fredericton Policies. The chairperson of each committee shall be appointed by the Board. Any committee member may be removed by resolution of the Board.

PART X
PROTECTION OF DIRECTORS AND OFFICERS

Article 10.01 - Limitation of Liability

No Director or Officer of the Company shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other Director or Officer or employee;
- (b) loss, damage or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Board or the Executive for or on behalf of the Company;
- (c) the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested;

- (d) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Company shall be deposited;
- (e) any loss occasioned by any error of judgment or oversight on his or her part;
or
- (f) any other loss, damage or misfortune, which happens in the execution of the duties of his or her office or in relation thereto, unless occasioned by his or her own willful neglect or default.

10.02 - Indemnity

Every Director and every Officer of the Company and every other person who has undertaken or is about to undertake any liability on behalf of the Company and his or her heirs, executors, administrators and other legal personal representatives, shall from time to time be indemnified and saved harmless by the Company from and against:

- (a) any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him or her for or in respect of anything done or permitted by him or her in respect of the execution of the duties of his or her office or undertaking; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in respect of the affairs of the Company.

PART XI

ENACTMENT AND AMENDMENT OF BYLAWS

Article 11.01 - Enactment of Bylaws

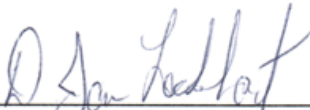
No article of the bylaws shall be inconsistent with the *Companies Act* of New Brunswick.

11.02 - Amendment of Bylaws

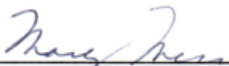
These Bylaws of the Company may be amended or repealed or any additional Bylaw may be adopted by a two-thirds (2/3) vote of those present at any general meeting of the members of the Company, provided that written notice setting out such

amendment, repeal or additional Bylaw shall have been included in the notice calling such meeting.

APPROVED, RATIFIED, CONFIRMED AND ENACTED this 27th day of April, 2023.



D. Jan Lockhart, Secretary



Mary Mersereau, President