

**FREDERICTON COMMUNITY SERVICES INC.**

**GENERAL BYLAW, 2024**

The following is enacted as a bylaw of Fredericton Community Services Inc. (hereinafter referred to as the "Corporation"), as duly incorporated under and by virtue of the Companies Act of the Province of New Brunswick:

**ARTICLE 1 – MANDATE**

The Corporation shall be a non-profit, charitable body having the purposes set out in its Letters Patent and Supplementary Letters Patent. In the furtherance of those purposes it is mandated:

1. To aid those who are in need of food.
2. To help those who are in need of adequate clothing.
3. To provide education in the areas of food, health and personal financial management, and other areas as determined by community needs, with the intention of helping those in need towards self-sufficiency.
4. To provide contact with other organizations in areas of mental health and spiritual and emotional care.
5. To be available to help in times of natural disaster.

**ARTICLE 2 – HEAD OFFICE AND LOCATION**

The head office of the Corporation shall be at 686 Riverside Drive in the City of Fredericton, Province of New Brunswick, or at such other place in that city as the directors of the Corporation may from time to time by resolution determine. The Corporation shall operate a centre at that location or at such other place or places as the directors of the Corporation may from time to time by resolution determine.

**ARTICLE 3 – NATURE OF OPERATION**

The Corporation exists to provide help to people in need without discrimination. The primary support of this Corporation shall be through fund raising, grants and personal and corporate donations.

**ARTICLE 4 – BORROWING POWER**

The Corporation may borrow any amount that is authorized by the directors or by a meeting of the members.

**ARTICLE 5 – SEAL**

The Corporation seal shall be as shown by the impression on the margin hereof.

## **ARTICLE 6 – FISCAL YEAR**

6A. Until this is replaced by Article 6B, the fiscal year of the Corporation shall end on the 31st day of December in each year.

6B. Effective April 1st, 2025, the fiscal year of the Corporation shall end on the 31st day of March in each year.

6C. Audited financial statements for the Corporation's fiscal year ending December 31st, 2024, and for the subsequent period ending March 31st, 2025, shall be presented to the first Annual General Meeting after April 1st 2025 for approval.

## **ARTICLE 7 – MEMBERSHIP OF THE CORPORATION**

7A. A list of current members of the Corporation shall be maintained by the Secretary in which shall be entered the names and contact information of all persons who are members of the Corporation. In case any person resigns or is removed from membership in the Corporation, that person shall be removed from the list of members of the Corporation. In case any person's membership in the Corporation is suspended, a memorandum thereof shall be inserted in the said list.

7B. A person is eligible to be a member if he or she:

1. is at least 19 years old, and
2. is interested in advancing the purposes and supporting the activities of the Corporation,

and is not:

3. an active client of the Corporation,
4. an employee of the Corporation,
5. a contractor for services with the Corporation if the aggregate annual value of the contract is \$10,000 or more, or
6. the spouse of one of those ineligible persons.

7C. A person who desires to become a member of the Corporation must be recommended for membership by the Nominations Committee. In addition, the person must agree to and sign the Memorandum of Understanding of the Corporation, as amended from time to time

7D. The members, with the approval of two-thirds (2/3) of the members present at any Annual General Meeting or Special Meeting, may elect any eligible person to the membership of the Corporation.

7E. A member may resign from the membership of the Corporation at any time upon giving notice of his or her intention to do so to the Secretary of the Corporation. Such notice shall be effective upon the presentation thereof.

7F. A member may be suspended or removed by two-thirds (2/3) of the votes cast at an Annual General Meeting or Special Meeting of the members for any cause or reason deemed sufficient at such meeting of the members. For clarity, and without limiting the foregoing, a Member's failure to attend three (3) consecutive members' meetings (either General or Special),

or a member acting contrary to the Corporation's mandate (as set out above in Article 1) or the Corporation's Memorandum of Understanding, shall be sufficient cause or reason for that member to be suspended or removed.

7G. Any member that is suspended or removed may be reinstated at the discretion of the members at an Annual General Meeting or Special Meeting.

7H. The members, with the approval of two-thirds (2/3) of the members present at any Annual General Meeting or Special Meeting, may elect as an honorary member any member who has provided long and good service to the Corporation.

7I. Honorary members are non-voting members of the Corporation. They do not have the Responsibilities of Membership under the Memorandum of Understanding. They shall receive notices of meetings of the members and may attend and speak there. Their presence or absence does not count towards quorum.

## **ARTICLE 8 – MEMBERS' MEETINGS**

8A. The Annual General Meeting of the Members of the Corporation will be held in each calendar year.

8B. Special Meetings of the Members of the Corporation may be convened at any time.

8C. Meetings of the members of the Corporation shall be convened by:

1. The President, or in the absence, or inability, or refusal of the President to act, by the Vice-President or,
2. A resolution of the Board of Directors or,
3. Upon the written petition of a majority of the members of the Corporation.

8D. Notice of the time and place of any meeting of the members of the Corporation shall be announced at least seven (7) days before the holding of the meeting by written notice to the individual members at their respective mailing address or email address as shown in the records of the Corporation.

8E. All the members in good standing of the Corporation shall have the power to vote at any meeting of the members of the Corporation, provided that the chairperson may vote only to make or break a tie. All questions shall be decided by a simple majority except in situations otherwise covered in the Bylaws of the Corporation. There shall be no voting by proxy at any meeting of the members of the Corporation.

8F. The quorum at any meeting of the members of the Corporation shall be a majority of the members in good standing. If less than a quorum is in attendance at the time for which a meeting of the members has been called, the members present may, after the lapse of fifteen (15) minutes from the time appointed for holding the meeting, adjourn the meeting for a period not exceeding one month without any notice other than an announcement of the time and place for its resumption. This process may be repeated from time to time until a quorum attends. Any meeting at which a quorum is present may also be adjourned in like manner for such time as may be determined by vote. At any resumption of an adjourned meeting at which a quorum shall

attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

8G. The Annual General Meeting shall include the following items of business:

1. The election of the officers of the Corporation,
2. The election of the Board of Directors of the Corporation,
3. Receiving the annual report of the activities of the Corporation,
4. Receiving a report on the finances of the Corporation for the year to date,
5. Approving the audited financial statements for the previous financial year,
6. Such other items of business as may be deemed appropriate for consideration at an Annual General Meeting.

The agenda for the Annual General Meeting shall be included in the notice of meeting.

8H. Special Meetings:

1. The transactions of a Special Meeting of the members shall have the same authority as those of an Annual General Meeting.
2. Every Special Meeting shall be permitted to include on its agenda any item that may properly be included on the agenda of an Annual General Meeting. This includes items referred to in Article 8G, which, if already dealt with at a Special Meeting, do not need to be dealt with again at the next Annual General Meeting.
3. The agenda for every Special Meeting shall be included in the notice of the meeting.
4. Any business transacted at the Special Meeting shall be confined to the subjects stated in the notice of meeting.

8I. The following items may be considered at either an Annual General Meeting or at a Special Meeting of the members:

1. Proposed changes to the Bylaws,
2. Major changes in the purpose or activities of the Corporation,
3. Such items of business as may be referred to it by the Board of Directors.

8J. Nothing in this Article affects the ability of the members to conduct business by a resolution in writing signed by all members in lieu of a duly called, constituted and held meeting of the members pursuant to section 103.1 of the Companies Act.

## **ARTICLE 9 – OFFICERS OF THE CORPORATION**

9A. The officers of the Corporation shall be elected from among the directors at each Annual General Meeting for a term of one (1) year and shall consist of the President, Vice-President, Secretary, and Treasurer. They may be re-elected for subsequent terms.

9B. No individual may hold more than one office at the same time.

9C. The President shall:

1. Preside as Chairperson at meetings of the Corporation, of the Board of Directors and of the Executive Committee,
2. Sign all instruments which require the President's signature,
3. Perform all duties incident to this office,
4. Have such other powers and duties as may, from time to time, be assigned to the President by the Board of Directors.

9D. The Vice-President shall:

1. Perform all of the duties of the President in the event of the failure or inability of the President to perform the duties of that office,
2. Have such other powers and duties as may, from time to time, be assigned to the Vice-President by the President or the Board of Directors.

9E. The Secretary shall:

1. Issue notices for all meetings,
2. Keep and circulate the minutes of the Corporation, the Board of Directors and the Executive Committee,
3. Keep a record of the Letters Patent and Bylaws of the Corporation,
4. Keep a record of the names and addresses of the Board of Directors and the dates of their appointment and retirement,
5. Keep a registry of the Members of the Corporation,
6. Sign any instruments requiring the Secretary's signature,
7. Be responsible for the safekeeping of the seal of the Corporation,
8. Call and chair a meeting in the event of the failure or inability of the President and the Vice-President to perform the duties of that office.

9F. The Treasurer shall be responsible for the general financial interest of the Corporation.

9G. Notwithstanding the foregoing, the directors of the Corporation may vary, add to, or limit the powers and duties of the officers or any one or more of them, from time to time.

9H. An officer may be removed from office by two-thirds (2/3) of the votes cast at an Annual General Meeting or Special Meeting of the members for any cause or reason deemed sufficient at such meeting of the members.

9I. If there is a vacancy in the office of an officer, the members shall elect a replacement for the remainder of that officer's term.

#### **ARTICLE 10 - MEMBERSHIP OF THE BOARD OF DIRECTORS**

10A. The affairs of the Corporation shall be managed by a Board of Directors of not less than seven (7) persons nor more than thirteen (13) persons.

10B. The directors shall be elected by the members of the Corporation at the Annual General Meeting for a term of two (2) years. They may be re-elected for subsequent terms of two (2)

years. Half of the directors' terms, or as close as possible to half of them if there are an uneven number of directors, shall expire at the end of each calendar year.

10C. Directors shall be elected by a show of hands, unless a ballot is requested.

10D. Subject to the requirements set out in section 87 of the Companies Act, any member of the Corporation is qualified to be elected as a director.

10E. Not more than two members of an immediate family shall be qualified to serve as members of the Board of Directors. An exception to this can only be made by unanimous decision at an Annual General Meeting.

10F. A director may be suspended or removed by two-thirds (2/3) of the votes cast at an Annual General Meeting or Special Meeting of the members for any cause or reason deemed sufficient at such meeting of the members. For clarity, and without limiting the foregoing, a director's failure to attend three (3) consecutive directors' Meetings or a director acting contrary to the Corporation's mandate (as set out above in Article 1) or the Corporation's Memorandum of Understanding, shall be sufficient cause or reason for that director to be suspended or removed.

10G. A director may resign from the Board of Directors at any time by giving notice of his or her resignation to the Secretary. Such notice is effective when presented. For clarity, resignation as a director does not constitute resignation from membership of the Corporation.

10H. The Board of Directors may fill any vacancies on the Board of Directors for the unexpired portion of the term that is being filled between duly called Corporation meetings. At an Annual General Meeting or Special Meeting the members may elect a director to fill a vacancy for the unexpired portion of the term that is being filled. If an additional director is elected at a Special Meeting and is not filling a vacancy the election shall be for a term expiring at the end of either the current calendar year or the subsequent one.

10I. Directors shall receive no remuneration for their services as such.

## **ARTICLE 11 – MEETINGS OF THE BOARD OF DIRECTORS**

11A. Meetings of the Board of Directors may be held at any place. No formal notice is required if all the directors are present, or if the directors absent have signified their consent to such meeting. In other cases, directors meetings may be formally called by the President, or five (5) or more of the directors or by the Secretary. Notice of the time and place of any meeting of the directors shall be announced not less than seven (7) days before holding the meeting, by written notice to the individual directors at their respective mailing address or email address as shown in the records of the Corporation.

Meetings will be held a minimum of five (5) times per calendar year. The Board may choose to give invitation and privilege of voice to invitees.

11B. If a meeting of the Board of Directors is held immediately following the Annual General Meeting at which directors are elected, no notice of such Board meeting need be given to the directors in order to legally constitute a meeting.

11C. A majority of the directors holding office at any time shall form a quorum for directors' meetings. If less than a quorum is in attendance at the time for which a meeting of the directors has been called, the directors present may, after the lapse of fifteen (15) minutes from the time appointed for holding the meeting, adjourn the meeting for a period not exceeding one month without any notice other than an announcement of the time and place for its resumption. This process may be repeated from time to time until a quorum attends. Any meeting at which a quorum is present may also be adjourned in like manner for such time as may be determined by vote. At any resumption of an adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

11D. Motions made and seconded at a Board of Directors meeting shall be decided by a majority vote. The chairperson may vote only to make or break a tie. There shall be no voting by proxy at any meeting of the Board of Directors.

11E. A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors, or a resolution in writing signed in separate counterparts by each such director, is as valid as if it had been passed at a meeting of directors duly called, constituted and held. A copy of every such resolution or counterpart thereof shall be kept with the minutes of the proceedings of the directors.

11F. An urgent meeting of the Board of Directors may be held by the means authorized under Article 16 on two clear days' notice. The notice of meeting must be accompanied by a statement of the subject-matter of the meeting, a written report, and the motion or motions to be presented. Any motion must be passed by a majority of the Board. The chairperson of the meeting may vote despite Article 11D.

## **ARTICLE 12 – DUTIES OF THE BOARD OF DIRECTORS**

12A. The affairs of the Corporation shall be managed by the Board of Directors. Said management shall include the following functions:

1. To look ahead and plan for the future of the corporation.
2. To formulate and review policies and practices.
3. To hire and terminate the Chief Executive Officer.
4. To provide and equip facilities.
5. To evaluate the overall performance of the institution operated by the Corporation.
6. To approve the budget and all non-budgeted and capital expenditures.
7. To borrow money.
8. To approve the audited financial statements.
9. To appoint the members of the standing committees of the Corporation.
10. To appoint other committees and define their duties.
11. To maintain the confidentiality of all sensitive issues discussed by the Board of Directors.
12. To maintain good community relations.

12B. The Board of Directors shall report to the members within 30 days any borrowing in excess of \$50,000.

### **ARTICLE 13 – CHIEF EXECUTIVE OFFICER**

13A. The Corporation may have a salaried Chief Executive Officer who shall be hired by the Board of Directors under the following conditions:

1. The Chief Executive Officer shall not be a regular user of Fredericton Community Services Inc.
2. The Chief Executive Officer shall not be a Member of the Corporation.
3. The salary of the Chief Executive Officer shall be set by the Board of Directors from time to time.
4. The Chief Executive Officer shall attend Board of Directors meetings and Executive Committee meetings if invited to do so, with voice but without vote, in order to report and give counsel.

13B. Notwithstanding the above, in the absence of the appointment of a Chief Executive Officer all the duties of the Chief Executive Officer may be shared by two or more members of the Board of Directors as appointed by the members of the Corporation and as such they may be remunerated for duties normally performed by the Chief Executive Officer.

### **ARTICLE 14 – EXECUTIVE COMMITTEE**

14A. The Corporation shall have an Executive Committee which shall consist of the officers of the Corporation.

14B. The Executive Committee shall act on behalf of the Board of Directors on matters of an urgent nature that cannot be delayed until a Board of Directors meeting is held and such other matters as referred to it by the Board of Directors.

14C. The Executive Committee shall meet at the call of an officer.

14D. Quorum must be three of the officers to constitute an official Executive Committee meeting, if all of them have been notified of the meeting. Decisions of the Executive Committee require the agreement of at least three of its members.

14E. A record of the minutes of all Executive Committee meetings will be kept by the Secretary.

14F. A report of each Executive Committee meeting shall be made to the next meeting of the Board of Directors.

### **ARTICLE 15 – COMMITTEES**

15A. The following are standing committees of the Corporation:

1. The Nominations Committee,
2. The Bylaws and Governance Committee,
3. The Finance Committee.



15B. The Board of Directors shall appoint the standing committees. Other committees may be appointed by the members of the Corporation at either an Annual General Meeting or a Special Meeting or by the Board of Directors in accordance with Article 12A-10.

15C. The Nominations Committee shall consist of the President and at least two other members in good standing. Its mandate is to offer nominations of qualified individuals to become members or honorary members of the Corporation and to serve as directors or as officers. It will report to the Annual General Meeting or to a Special Meeting.

15D. The Bylaws and Governance Committee shall consist of the Secretary and at least two other members in good standing. Its mandate is to review the Bylaws and the governance arrangements of the Corporation and to make recommendations for improvements and changes. It will report to the Board of Directors.

15E. The Finance Committee shall consist of the Treasurer and at least two other members in good standing. Its mandate is to keep the financial situation of the Corporation under review and to develop a draft annual budget and other recommendations relating to the Corporation's financial affairs. It will report to the Board of Directors.

15F. The President and Vice-President are ex officio members of every committee of the Corporation, but they may also be expressly appointed to committees. Their ex officio membership shall be disregarded when considering the number of members required to be appointed to any committee.

15G. The Chief Executive Officer shall attend all committee meetings if invited to do so, with voice but without vote, in order to report and give counsel.

#### **ARTICLE 16 -- PARTICIPATION IN MEETINGS**

When authorized by the Board of Directors, participation in a meeting of the membership, of the Board or of a committee may be by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other.

#### **ARTICLE 17 – RULES OF ORDER**

Meetings of the members and of the Board of Directors shall be conducted under the Bourinot Rules of Order.

#### **ARTICLE 18 – DIRECTORS AND OFFICERS, LIMIT OF LIABILITY AND INDEMNITY**

18A. No director or officer of the Corporation shall in his or her individual capacity be liable for any debts or liabilities of the Corporation.

18B. Subject to the Companies Act, no current or former director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer, nor of any employee, nor for joining in any receipt or act for conformity. Nor shall such current or former director or officer be liable for any loss, damage, debt, liability or misfortune whatever which may arise in his or her dealing with the money or property of the Corporation, or otherwise in the performance of his or her duties, unless it is the result of negligence, default,

breach of duty or breach of trust which they are found to have committed in relation to the Corporation.

18C. Subject to the Companies Act, the Board may cause the Corporation to purchase and maintain insurance for the benefit of any director, officer, employee or agent of the Corporation and his or her heirs and personal representatives, against any liability incurred by them in that capacity.

## **ARTICLE 19 – CONFLICT OF INTEREST**

19A. Definition of Conflict – A conflict of interest arises when an officer, director, Chief Executive Officer, employee, or volunteer of the Corporation has such a substantial personal interest in a transaction or in a party to a transaction that it reasonably might affect the judgment he or she exercises on behalf of the Corporation. He or she is to consider only the interest of the Corporation, always avoid sharp practices, and faithfully follow the established policies of the organization.

19B. When an officer, director, Chief Executive Officer, employee, or volunteer of the Corporation has a conflict of interest they shall immediately disclose in writing to the organization or request to have entered in the minutes of the meeting of directors the nature and extent of their interest. Upon declaring their conflict of interest they shall abstain from discussion of and voting on any action with respect to that issue or contract and shall not attempt in any way, directly or indirectly, to influence the vote on the matter.

19C. All officers, directors, the Chief Executive Officer and employees will be required to sign a conflict of interest statement on an annual basis. This form will be provided by the Board of Directors.

## **ARTICLE 20 – AMENDMENTS**

The Bylaws of the Corporation may be amended or repealed, or any additional Bylaws may be adopted, by a two-thirds majority of those present at any Annual General Meeting or Special Meeting of the members of the Corporation, provided such amendment, repeal or addition shall have been included in the notice calling such meeting. For clarity, nothing in this Article affects the ability of the members to amend, repeal or add Bylaws by a resolution in writing signed by all members in lieu of a duly called, constituted and held meeting of the members pursuant to section 103.1 of the Companies Act.

## **ARTICLE 21 – DISSOLUTION**

Upon the dissolution of the corporation, the assets thereof, if any, after payment of all debts and liabilities of the Corporation, shall be distributed among one or more registered charities that has a purpose similar to that of the Corporation and is located within the greater Fredericton area, such charity or charities to be determined by the members of the Corporation.

## **22 – REPEAL**

The General Bylaw of the Corporation, dated November 12, 2018 and revised June 15, 2021 and September 23, 2023, is repealed.

**APPROVED, RATIFIED, CONFIRMED AND ENACTED** this 23rd day of November, 2024.

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Daniel Taylor, President

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André Pelletier, Secretary