

LA LECHE LEAGUE CANADA NOTICE OF MEETING OF MEMBERS

Meeting Type

Annual Meeting of Members (Annual General Meeting).

Meeting Place

The meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. The link for accessing the electronic meeting is:

Google Meet joining info

Video call link: https://meet.google.com/dvv-aotr-bct

Or dial: (CA) +1 778-747-7361 PIN: 386 412 332#

More phone numbers: https://tel.meet/dvv-aotr-bct?pin=7690440095531

PLEASE NOTE - We will be using Google forms to vote during the meeting and ONLY Illc.ca emails will be permitted to access these forms.

Meeting Date and Time

September 24, 2023 at 3:00 pm Eastern Time

Record Date

For Members as of September 2, 2023

Notice Date

September 2, 2023

<u>Agenda</u>

- 1. Call the Annual Meeting of Members to order and Declaration of Quorum
- 2. Welcome and Introductions
- 3. Verification of the Minutes of the 2022 LLLC Annual Meeting of Members (See Appendix A)
- 4. Presentation of the Financial Statements and the Report of the Public Accountant (See Appendix B Financial Statements and Report of the Public Accountant)
- 5. Appointment of Public Accountant by the Members
- 6. Direct the Public Accountant to Conduct a Review Engagement for 2023-2024 year
- 7. Election of Directors to the LLLC Board (See Appendix C Director Candidate Profiles)
- 8. Election of Leader Representatives to the Global Leaders Committee
- 9. Items of Special Business
 - a) Addition of by-laws: 2.3(c), 4.3(k), (l), (m), (n), and (o)
 - b) Amendments to by-laws 1.1(i), 2.3, 2.3(b)(ii), 4.9(a) and 4.3(b)
 - c) Amendment of numbering of subsections in by-law 2.3
 - d) Amendment of by-law 2.6 Discipline of Members
- 10. Presentation of the Annual Report (See Appendix D LLLC Annual Report 2022-2023)
- 11. Announcements
- 12. Conclusion of the Meeting

Agenda Items

Agenda Item 3: Verification of the Minutes of 2022 Annual Meeting of Members (AMM)

See Appendix A - Minutes 2022 LLLC AMM, September 25, 2021

The Members will be asked to vote by Ordinary Resolution to verify the minutes of the last Annual Meeting of Members on September 25, 2022 as presented in Appendix A.

"Members verify the minutes of the last Annual Meeting of Members as presented in Appendix A."

Agenda Item 4: Presentation of the Financial Statements and the Report of the Public Accountant

See Appendix B - Financial Statements and Report of the Public Accountant

The Board will present to the Members the financial statements and report of the public accountant.

Agenda Item 5: Appointing Public Accountant

The Members will be asked to vote by Ordinary Resolution to appoint the public accountant. The Board recommends that the Members vote to appoint the public accountant.

"Members approve the appointment of the public accountant, MAC LLP in Waterloo, Ontario."

Agenda Item 6: Directing the Public Accountant to Conduct a Review Engagement

The Members will be asked to vote by Special Resolution on the following special business, that the Board direct the public accountant to conduct a review engagement for the 2022-2023 financial year.

"The Board will direct the public accountant to conduct a review engagement for the 2022-2023 financial year."

LLLC is required by subsection 189(1) of the *Canada Not-for-profit Corporation Act* (CNCA) to have the public accountant conduct an audit engagement for the 2022-2023 financial year <u>unless</u> the Members pass a Special Resolution to have the public accountant conduct a review engagement and if the Corporation has gross annual revenues for its last completed financial year that are equal to or less than \$250,000 [CNCA subsection 189(2)].

The Board has approved the 2022-2023 financial statements and the report of the public accountant and recommends that the Members vote to direct the public accountant to perform a review engagement instead of an audit engagement for the 2023-2024 financial year. The Board agrees with the public accountant that the financial statements reflect the financial position of LLLC, thus there is little to be gained from having an audit engagement for the 2023-2024 financial year. It should also be noted that an audit engagement would cost considerably more than a review engagement.

Agenda Item 7: Election of Directors to the LLLC Board of Directors

There are currently five members of the LLLC Board of Directors. Three of their terms expire at the close of the 2023 AMM. The Board has set the number of available seats for the Board of Directors at nine which means we have seven seats available at this time.

The Nominations Committee received four nominations for the Board of Directors. We will be holding an election for four seats. The other seats will remain unfilled. The LLLC by-laws allow the Board to appoint people to unfilled positions if suitable candidates become available between now and the following AMM. (See *Amended and Restated By-laws of La Leche League Canada*, 4.7 Appointment of Directors.)

The following individuals are standing for election at the Annual Meeting of Members for the term stated after the name and the term will begin immediately following the close of the meeting. See Appendix C for information about the candidates.

Pamela Mitchel (Term ending after the AMM in 2026)
Julia Chen (Term ending after the AMM in 2026)
Alyssa Warmland (Term ending after the AMM in 2026)
Sam Leeson (Term ending after the AMM in 2025)

Note a): LLLC By-laws section 4.3(c) Eligibility to Serve as a Director states, "The total number of Directors who are Retired Leaders may not exceed 3." Two candidates, namely, Pamela Mitchel and Sam Leeson, are Retired Leaders. Because there are no other Directors who are Retired Leaders there is room on the Board of Directors for both to stand for election.

Note b): LLLC By-laws section 4.3(b) Eligibility to Serve as a Director states, "Subject to subsections 4.3(a), (e), (g), (h), (i) and (j), all Leaders and Retired Leaders who have been Leaders for a minimum of 2 years, and individuals who are not Members of the

Corporation, are eligible for election or appointment to the Board." One candidate, Alyssa Warmland, will have been a Leader for two years on October 19, 2023. In the event that Alyssa is elected by the Members to the Board of Directors, her term will begin on October 19, 2023, in order to comply with the above by-law.

The method of voting at the meeting shall comply with the LLLC Election of Directors Policy (2021), namely:

At any meeting of Members at which an election of Directors is required, the Members entitled to vote at the meeting shall elect Directors by voting for candidates standing for election using the following method. In the first round of voting, the Members may vote for any number of candidates running for the number of Director positions fixed by the Directors, from none to the maximum, but they shall not vote for any candidate more than once. Up to and including the number of Director positions fixed by the Directors, the candidates receiving the most votes shall be declared elected as long as the candidates each received a majority of the votes entitled to be cast at the meeting.

If no, or not all, Director positions are filled in the first round of voting, those who have received a majority of the votes, if any, are declared elected and there shall be a second round of voting to fill the remaining Director positions if eligible candidates remain. The remaining candidates, if any, are eligible for election except the candidate who received the fewest number of votes in the first round of voting. Up to the number of Director positions fixed by the Directors, the candidates receiving the most votes in the second round shall be declared elected as long as the candidates each received a majority of the votes entitled to be cast at the meeting. If no, or not all, Director positions are filled in the second round of voting, the process shall be repeated as for the second round of voting and elections shall continue in this manner until all seats are filled or until there are no more eligible candidates, whichever comes first. No Director shall be elected by acclamation.

Agenda Item 8: Election of Leader Representatives to the Global Leaders Committee

The Global Leaders Committee (GLC) is composed of Leader Representatives from each entity that connects directly to La Leche League International Board of Directors. The Direct Connect Entities are Canada, Europe, Great Britain, International, Ligue La Leche (French Canada), New Zealand, and USA. Four times each year, the GLC, Chair of the LLLI Board of Directors, and the LLLI Executive Director participate in a worldwide conference call, known as a Cascade Call. Representatives from all entities are able to ask questions and share information and concerns. The GLC goal is to

enhance and promote communication between Leaders and the LLLI Board and LLLI Executive Director.

The GLC is a direct voice for Leaders to the LLLI Board. As such, any Leader can be a GLC member. The only prerequisite to be a GLC member is that you are an LLL Leader. Representatives shall be nominated and elected by the Leaders from the entity they represent and will serve a term of two years. What that looks like for each DCE may be different. Canada has two seats on the GLC.

The LLLC Board of Directors has voted to include the election of Leaders to the GLC in our Annual Meeting of Members. The positions were advertised in Leader News and the Nominations Committee received two nominations for the two available positions.

The following individuals will stand for election to the Global Leaders Committee at the Annual Meeting of Members.

Sonja Martin (Term ending after the AMM of 2025) Cecily Heslett (Term ending after the AMM of 2025)

Items of Special Business

All of the by-law proposed by-law changes have been approved by the lawyer for LLLC, Andrew Valentine.

Agenda Item 9(a): Addition of by-laws: 4.3(k), (l), (m), (n), and (o).

The Members will be asked to vote by Special Resolution on the following special business:

"Resolved, that the Members amend the following by-laws as written:

- 2.3(c) The Member resigns by delivering a written notice to the Corporation;
- 4.3(k) A person who is less than 18 years of age is disqualified from being a Director.
- 4.3(I) A person who is declared to be incapable by a court is disqualified from being a Director.

- 4.3 (m) A person who is not an individual is disqualified from being a Director.
- 4.3 (n) A person who has the status of a bankrupt is disqualified from being a Director.
- 4.3(o) A person who has the status of an "ineligible individual" under the *Income Tax Act* (Canada) is disqualified from being a Director."

Explanation: By-law 2.3(c) has been added to cover a situation where a Member resigns from the organization but not for any of the reasons listed in the other subsections of this by-law. This would cover those who resign from LLLC but do not retire as Leaders.

By-laws 4.3(k) through (n) are stated in the Canada Not-for-profit Corporations Act (CNCA) and apply to all not-for-profit organizations in Canada. We have decided to include them in our by-laws to provide this vital information for Directors and Members who may not otherwise know that these eligibility conditions apply to LLLC Directors.

By-law 4.3(o) informs Members and Directors that there are also eligibility requirements listed in the Income Tax Act (Canada) which also apply to LLLC Directors. Because these are updated from time to time we have not included them all. Instead this by-law reminds Directors and Members to enquire of the Income Tax Act for an up-to-date list of requirements when determining the eligibility of a candidate.

Agenda Item 9(b): Amendments to by-laws 1.1(i), 4.9(a) and 4.3(b)

The Members will be asked to vote by Special Resolution on the following special business:

"Resolved, that the Members amend the following by-laws as written:

- 1.1(i) Leader means an individual who is Accredited, and fulfills the requirements for leadership of LLLC and LLLI and acts in accordance with the LLLC By-laws and Policies and LLL Policies and Standing Rules, as amended from time to time;
- 2.3 A membership is terminated when:
- 2.3 (b)(ii) the Member has their Leader Accreditation removed, in accordance with the LLL *Policies and Standing Rules*;
- 4.9(a) Subject to subsection 138(2) (Limits on Authority) of the Act, the Articles and the LLLC By-laws and Policies, the Board may designate the

offices of the Corporation, appoint Officers, specify duties and delegate to them powers to manage the activities and affairs of the Corporation. Officers may be known by such names as the Board determines. The Board may remove and replace Officers as it sees fit.

4.3(b) Subject to all By-law 4.3 subsections except (c), (d) and (f), all Leaders and Retired Leaders who have been Leaders for a minimum of 2 years, and individuals who are not Members of the Corporation, are eligible for election or appointment to the Board.

Explanation: In by-law 1.1(i) and 4.9(a) we have added the word "the" prior to the words "LLLC By-laws" to make these consistent with the rest of the document.

In the opening clause of by-law 2.3, the word "membership" should be lowercase. It is currently uppercase.

In by-law 2.3(b)(ii) the words "LLLC By-laws and Policies and" have been removed because Leader Accreditation removal is not impacted by the LLLC By-laws and Policies, only LLL Policies and Standing Rules.

By-law 4.3(b) has been changed to indicate the subjections that are excluded from the condition, rather than the present wording that lists the subsections that are included in the condition. The by-law currently reads:

4.3(b) Subject to subsections 4.3(a), (e), (g), (h), (i) and (j), all Leaders and Retired Leaders who have been Leaders for a minimum of 2 years, and individuals who are not Members of the Corporation, are eligible for election or appointment to the Board.

Agenda Item 9(c): Amendment of numbering of subsections in by-law 2.3

The Members will be asked to vote by Special Resolution on the following special business:

"Resolved, that the Members amend the numbering of by-law 2.3 as indicated below:

2.3(c) amended to 2.3(d). 2.3(d) amended to 2.3(e). 2.3(e) amended to (f)."

Explanation: These changes are necessitated by the addition of a new by-law 2.3(c) (see Agenda Item: 3(a) above).

Agenda Item 9(d): Amendment of by-law 2.6

The Members will be asked to vote by Special Resolution on the following special business:

"Resolved, that the Members amend by-law 2.6 as written:

2.6 Suspension and Termination of Membership in La Leche League Canada

The LLLC Board of Directors may suspend or terminate a Member if the Member does one or more of the following:

- a. breaches the *LLL Policies and Standing Rules*, *LLLC Articles*, *LLLC By-laws*, *LLLC Code of Conduct* or any *Policies* of the Corporation;
- for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

Before imposing suspension or termination of membership, the Board shall notify the Member in writing of the proposed disciplinary action and the reasons for such proposed action. The Member shall be given the opportunity to respond in writing, before any suspension or termination takes effect, all in accordance with the *LLLC Code of Conduct* and any other relevant *LLLC Policies*, as the same may be amended from time to time. Following the Board's receipt of the Member's written response, the Member will be given the opportunity to meet with the Board via virtual or in-person meeting before a final decision is made.

A suspended Member loses all rights of LLLC membership for the duration of the suspension. The duration of the suspension shall be as determined by the Board. The Board may lift a suspension on such terms as it sees fit.

In every case, the procedures for suspension or termination of membership shall be carried out in a manner that is fair and reasonable and undertaken in good faith. All decisions of the Board are final and are not subject to appeal.

Explanation: By-law 2.6 is the only by-law that was not updated at the 2021 LLLC Annual Meeting of Members. This by-law was revised in consultation with our lawyer to provide clearer direction for the Board and Members.

All individuals eligible to participate in the meeting will have an opportunity to debate the special business and the other business that will be transacted at the meeting. To be resolved, each special resolution must pass by a majority of not less than two thirds of the votes cast and each ordinary resolution must pass by a majority of the votes cast.

Members are encouraged to contact the Board regarding any aspect of this notice. board@lllc.ca

<u>Appendices</u>

Appendix A - Minutes of the 2022 LLLC Annual Meeting of Members

Appendix B - Financial Statements and Report of the Public Accountant (see separate attachment)

Appendix C - Director Candidate Profiles

Appendix D - LLLC Annual Report 2022-2023 (see separate attachment)

<u>APPENDIX A - MINUTES OF THE 2022 LLLC ANNUAL MEETING OF MEMBERS</u>

September 25, 2022

Time: 2:00 pm - 4:00 pm EST

Location: Online

Attending: Cecily Heslett, Brandi Cranston, Claudine Smith, Natalie Gohl, Pam Mitchel, Nikki Bell, Pam Martin, Susan Wheat, Charlotte Maloney, Linda Weiser, Linda Boissinot-Terreau, Patricia Correy-Pall, Nancy Whitstance-Smith, Catherine Miller Mort, Jen Peddleston, Mary Dillon, Sue Theriault Valin, Jo-Anne Elder-Gomes, Joan Little, Carolyn Trecartin, Helen Bratzel, Cynthia Waiz, Sandra Yates, Wendy Jolliffe, Lana Lonseth, Ailbhe Smith, Janette Taylor. Linda Jones(guest).

Item	Action
Call to order and confirm quorum	Call to order - 2:00pm Land acknowledgement 284 members of LLLC as of today. 24 present at beginning of meeting, one guest attending, therefore 13 votes needed for 50%+1 (ordinary resolutions), 16 votes needed for 2/3rds (special resolutions)
Welcome and introductions	Board introductions Office Administrator: technical issues, run thru agenda, walk thru of voting process
Verification of the Minutes of the Last Annual Meeting of Members (See Appendix A - Minutes 2021 LLLC AMM, September 25, 2021)	Brandi Cranston: propose motion Helen Bratzel: second No questions. Vote: 100% in favour Motion passed.
Presentation of the Financial Statements and the Report of the Public Accountant (See Appendix B - Financial Statements and Report of the Public Accountant)	Natalie Gohl (Treasurer) presented financial highlights. Discussion: - Some members would like to see a breakdown of professional and other fees, more details. - Question about what are fundraising costs vs promotion and would like to see more details on what income goes to which category. - Clarified program delivery is for internal CSD and prenatal sessions, Health Professional sessions

	are separate - Treasurer: In most cases these items are kept in this format to keep it simple since it is a review engagement and not an audit. Will prepare a future Leader News article about the finances to address the questions raised and give more details.
Appointment of Public Accountant by the Members	Linda Weiser: propose motion MAC LLP as our public accountant Mary Dillon: second Question: do we have to: vote on accountant annually? Yes
	Vote: 25 votes in favour - 100% Motion passed.
Direct the Public Accountant to Conduct a Review Engagement for 2021-2022 year	Jo-Anne Elder Gomes: propose motion Joan Little: second No questions. Vote: 27 votes in favour - 100%
	Motion passed.
Election of Directors to the LLLC Board	Questions regarding Linda Jones background and qualifications:
	From Linda Jones: I am a Perinatal Support Worker. I provide support to people through pregnancy, labour and birth, and up to one year postpartum. I have been working directly alongside Dr. Jack Newman recently.
	Question: why do we need this position? Answer: many hands make light work, we allow one seat for an outsider per bylaws.
	Vote: 26 - 21 in favour, 5 opposed 80% in favour.
	Linda Jones has been elected to the La Leche League Canada Board of Directors to a term ending not later than the close of the 2025 AMM.
Presentation of the Annual Report	Discussion of highlights of the 2021-2022 fiscal year.

Announcements	- Parenting conference during Canadian Breastfeeding Week - Current fundraisers: One time donations, Monthly Donations, Donate a Car, Donate Securities, Tru Earth, Motherease Nursing pads, Mabel's Labels are all ways that people can donate as well as our Spring and Fall Appeals - New LLLC Apparel store - Leader News: keep reading as it is official communication
Conclusion of the Meeting	Jen Peddleston: propose motion to close meeting Janette Taylor: second No objections. Motion passed.
Adjourn Meeting	4:00pm

APPENDIX C - DIRECTOR CANDIDATE PROFILES

Director Candidate Biographical Profile - PAMELA MITCHEL

I started attending LLLC meetings when my first was just a few months old, almost 20 years ago. Simply put: I found home. LLLC profoundly shaped my parenting and who I am as a person - and in ways I did not realize at the time. I was a Leader for about 10 years, retiring in 2018. My love for LLLC has always remained and I find myself drawn to continue working with the organization. My dearest friends and so much of my circle came from the wonderful people I met through LLL.

Through my continued Board work I hope to ensure that Leaders feel welcome, supported and connected as well as understand the policies such that we can eventually grow and help more families and support even more communities across the country. I want every single Leader to feel they have a voice that matters and welcome difficult conversations, even if we have differing views.

I live in Whitby, ON with my husband of over 23 years and our 4 beautiful children, our dog and 2 chinchillas. We work and live in our home, home educating our children and running our full-time cake decorating business. Interests include spending time with those I cherish connecting on a deeper level, baking, puzzles, learning about ways to live a healthier life and uplifting others.

I am also the Board Leader Liaison, and I truly hope to be able to communicate directly with each and every Leader, particularly about concerns and difficult topics. I am available by phone, email, Google meets... pretty much day or night. My hopes are that we can get back to communicating, developing better and stronger support systems for Leaders and to help us gain connection, especially after these last years of being so disconnected in so many ways. I look forward to continuing working with this Board of amazing people, welcoming new Board Members and even more importantly each of you to create the best version of LLLC we can.

(preferred pronouns she/her)

Director Candidate Biographical Profile - JULIA CHEN

In my breastfeeding journey as a new immigrant and relatively young parent, I really struggled with finding reliable and affordable support especially during emotional breakdowns. This motivated me to support others with my experience and knowledge as my daughter gets older. I joined LLLC Langley, BC in 2019 when my daughter was close to 1. As I attend more meetings and get more involved, LLL really shaped and empowered me as a parent. I feel confident that I am the person who knows best about my family's needs and can provide good care for them.

I became a Leader at the Langley group at the beginning of 2021 and started the West Coast Mandarin group as the solo Leader later the same year. With the generous support from many Leaders from both LLLC and LLL-China, I have translated LLLC prenatal class to simplified Chinese and have been working on translating the info sheets now. As a newer Leader, I really enjoyed working with LLL community and always feel inspired.

Coming to Canada for post-secondary education in 2012, I passed the board exam for registered dietitian in 2022 and am currently doing graduate studies in Human Nutrition with a focus on public health and nutrition policy at UBC. I live in Surrey, BC with my husband and 4 year old daughter. I love cooking, trying new foods, and spending time with my family in nature.

Through working on the Board, I hope to expand our supporting resources for Leaders and increase the accessibility of LLLC resources for the minority and/or rural communities.

Director Candidate Biographical Profile - ALYSSA WARMLAND

Alyssa Warmland is an interdisciplinary artist and activist. Her work utilizes elements of radical vulnerability, restorative justice, mindfulness, compassion, performance, and direct action.

She is a mother, La Leche League Leader, writer, podcaster, producer, director, performer, content creator, not-for-profit administrator, and abstract visual artist. Lyss is a strong advocate for fumbling towards an ethic of care, especially when it comes to the topics of birth, matrescence, and grief. Most of all, she's interested in the way people choose to tell their stories and how that keeps them well.

In her spare time, Lyss loves hiking, gardening, and writing and performing poetry. She is the Executive Director of a charity called Grief Stories, where they create free mental health resources for people who are grieving and people supporting others in grief. She has over a decade of experience fundraising with not-for-profit organizations, both as a staff member and as a board member. She's currently pursuing a certificate in not-for-profit management with the eventual goal of completing her CFRE accreditation. Lyss is a 32 year old white, queer, disabled woman who lives with her partner and their son in a Small Town up North on the traditional territory of the Omàmìwininìwag (Algonguin) and Anishinabewaki ◁♂♂ċ∨√♀ Cree Peoples.

Director Candidate Biographical Profile - SAM LEESON

I am the proud birthing parent to two amazing men (now 25 and 22) that I collectively fed from my body for 9 consecutive years. I am married to an amazing woman and am stepparent to a 17 year old. I have had the honour of working as a birth worker since 1998 and have been able to support thousands of families as they prepare for and transition into their new roles as parents. Additionally, I am the Office Manager of a health and wellness facility where caring for people and families is our priority.

Working alongside people and families in the 2SLGBTQIA+ is the most important core of all of the work that I do. It is important to me to do my part to ensure that anyone who wants to start or grow their family through parenting is given every opportunity to do so and the information with which to make the most educated decisions.

I was accredited for almost 10 years (from 2000 to late 2009). I first became accredited around 2000 with the Acton/Georgetown LLLC group. I led there and then in Barrie & Orillia when I moved north in 2004. After a couple of years I moved back to the Georgetown area and resumed Leading in that community. I retired in 2009 when a major life event created difficulty for me in maintaining that commitment.

I felt proud when I was asked to take on the role of District Advisor just prior to my move to Barrie. After a couple of years I moved up to AACL. I was a team member in preparing for hosting the LLLC Area Conference with Dr. Jay Gordon as our keynote speaker in Milton in 2002 or 2003.

In 2004 I was approached by LLLI ED. During a time that there was a shift to move more and more of our LLL communication online. My role was to help in an administrative role on some of the LLLI pages to ensure the messages posted by

Leaders (in conversations with other Leaders and not with the general public) reflected the principles of LLLI.

It was in 2005 that I attended the LLLI International conference in Washington, DC.

As you can see, my roles and responsibilities within LLLC grew and changed over time as my interest in offering to other expectant and birthing parents the kind of feeding information, care and support that I received when my children were babies. At the root of all I ever did under the LLLC umbrella came back to that. Offering peer-to-peer support to parents who needed it and who needed to know that they were not alone. That was the reason I attended my first meeting, when pregnant with my eldest child, and I still feel it is what draws expectant and newly birthed parents to this amazing organization."