



**Province of New Brunswick**

**Province du Nouveau-Brunswick**

**LETTERS PATENT**

**LETTRES PATENTES**

**INCORPORATING**

**CONSTITUANT EN CORPORATION**

DIALOGUE NEW BRUNSWICK INC./DIALOGUE NOUVEAU-BRUNSWICK INC.

July 6, 1990

**Dated / Faites le**

July 6, 1990

**Recorded / Enregistrées le**

023820

**Ref. No. / N° de renvoi**

**BY THE HONOURABLE  
MINISTER OF JUSTICE**

**PAR L'HONORABLE  
LE MINISTRE DE LA JUSTICE**

TO ALL TO WHOM THESE PRESENTS SHALL COME, or who the same way in anywise concern, GREETING:

WHEREAS, in and by the "COMPANIES ACT" (being Chapter C-13 of the Revised Statutes, 1973), it is amongst other things in effect enacted, that the Minister of Justice may, by Letters Patent, grant a Charter to any number of persons not less than three, who have complied with the requirements of the Act, apply therefor, constituting such persons and others who thereafter become Shareholders or members (as the case may be) in the Company thereby created, a Body Corporate and Politic, for any of the purposes or objects to which the Legislative authority of the Legislature of New Brunswick extends, except the construction and working of Railways, the Business of Insurance other than as provided in Part II the Management of Trades Unions, Friendly Societies, Building Societies, Trust Companies, Loan Companies, or other Associations of like character, upon the applicants therefor establishing to the satisfaction of the Minister of Justice due compliance with the several conditions and terms in and by the said Act set forth and thereby made conditions precedent to the granting of such Charter.

WHEREAS an application has been filed to incorporate a company pursuant to the provisions of Part I of the Companies Act, under the name of

DIALOGUE NEW BRUNSWICK INC./DIALOGUE NOUVEAU-BRUNSWICK INC.

THEREFORE, under the authority of Part I of the Companies Act, by these presents, constitutes the applicants and such persons as may hereafter become members in the company hereby created, a body corporate and politic under the above name, all the rights and powers conferred by the said Act, pursuant to the provisions of the application which is attached hereto and forms part hereof.

GIVEN under my hand.


À TOUS CEUX QUE LES PRÉSENTES INTÉRESSENT OU INTÉRESSERONT, SALUT:

ATTENDU QU'AUX terme et en vertu de la "LOI SUR LES COMPAGNIES" (chapitre C-13 des Lois révisées de 1973), il est décrété entre autres que le ministre de la Justice peut, par lettres patentes, accorder une charte à tout groupe d'au moins trois personnes qui, après avoir satisfait aux exigences de la loi, demandent une telle charte les constituant, elles et toutes les autres personnes qui deviennent par la suite actionnaires ou membres (selon le cas) de la compagnie ainsi créée, en corporation pour les objets et fins relevant de l'autorité de la législature du Nouveau-Brunswick, sauf la construction ou l'exploitation de chemins de fer, les opérations d'assurance sauf dans les cas prévus à la PARTIE II, sauf la gestion de syndicats ouvriers, les sociétés de secours mutuel, les sociétés immobilières, les compagnies de prêt ou d'autres associations en même nature, après qu'elles auront démontré à la satisfaction du ministre de la Justice qu'elles se sont dûment conformés aux diverses conditions et modalités que ladite loi prévoit et impose comme conditions préalables à l'octroi de cette charte;

ET ATTENDU QU'une demande a été déposée visant à constituer une compagnie conformément aux dispositions de la Partie I de la Loi sur les compagnies sous la raison sociale suivante:

PAR CONSÉQUENT, en vertu de l'autorité de la Partie I de la Loi sur les compagnies, les présentes lettres patentes constituent conformément aux dispositions de la demande qui y est jointe et en fait partie, les requérants et les personnes qui deviendront ultérieurement membres de la compagnie ainsi créée en une corporation sous la raison sociale précitée, dotée des pouvoirs et droits conférés par cette loi.

REVÊTU de ma signature.



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Minister of Justice / Le ministre de la Justice

TO THE HONOURABLE THE MINISTER OF JUSTICE

The application of:

<u>NAME</u>	<u>OCCUPATION</u>
Lawrence Batt	Registrar of St. Thomas University
Doris Norman	Housewife
Barry Toole	Businessman

all of the City of Fredericton, in the County of York and  
the Province of New Brunswick.

HUMBLY SHEWETH

1. That the undersigned applicants are desirous of  
obtaining Letters Patent under the provisions of the New  
Brunswick Companies Act, being Chapter C-13, of R.S.N.B.,  
1973, and amendments thereto, constituting your applicants  
and such others as may become members of the company hereby  
created, a body corporate and politic under the name of

DIALOGUE NEW BRUNSWICK INC./DIALOGUE NOUVEAU-BRUNSWICK INC.

or such other name shall appear to you proper, in the  
premises.

2. That the undersigned have satisfied themselves and are assured that the proposed corporate name of the company under which incorporation is sought is not the corporate name of any known company incorporated or unincorporated or any name liable to be confounded therewith or otherwise on public ground objectionable.

3. That each of your applicants is of the full age of nineteen years.

4. That the purposes for which incorporation is sought by the applicants are:

(a) to establish, receive and maintain fund or funds and apply from time to time all or part thereof and/or the income therefrom to foster understanding between English-speaking and French-speaking New-Brunswickers;

(b) to use, apply, give, devote, accumulate or distribute from time to time all or part of the fund or funds of the company and/or the income therefrom to foster understanding between English-speaking and French-speaking New-Brunswickers, or other like charitable purposes by such means as may from time to time seem expedient to its directors;

(c) to use, apply, give, devote, accumulate or distribute from time to time all or part of the fund or

funds of the company and/or the income therefrom to foster understanding between English-speaking and French-speaking New-Brunswickers and other like charitable purposes to or for any charitable organization which in the judgement of the directors of the company will promote the objects thereof;

(d) for further attainment of the above charitable objects,

i) to acquire, accept, solicit or receive by purchase, lease, contract, donation, legacy, gift, grant, bequest or otherwise any real or personal property solely for these charitable objects;

(ii) to enter into and carry out arrangements, contracts and undertakings incidental thereto;

(iii) to hold, manage, sell or convert any of the real or personal property from time to time owned by the company, and to invest and re-invest any principal in such manner as may from time to time be determined;

(iv) to acquire by purchase, lease, devise, gift or other title and to hold any real property necessary for the carrying on of its undertaking for the purpose of drawing a revenue therefrom and to sell, lease, mortgage and dispose of and convey the same or any part thereof as may be considered

advisable, provided that the said property shall be used solely to foster understanding between English-speaking and French-speaking New-Brunswickers and other like charitable activities, and no part of the income derived from such real property shall be payable to or otherwise be available for the personal benefit of any member of the said company.

(v) to demand, receive, sue for and recover and compel the payment of all sums of money that may become due and payable to the company, to apply the said sums for the charitable objects and purposes of the company and generally to sue and be sued;

(vi) to employ and pay such assistants, clerks, agents, representatives or employees; and to procure, equip and maintain such offices and other facilities, and to incur such reasonable expenses as may be necessary to achieve these charitable purposes;

(e) to do all such other things as are incidental or conducive to the attainment of the above charitable objects;

(f) to do all other such things as a company is empowered to do by section 18(2) ((a) to (j) inclusive)

of the Companies Act, as long as these powers are not inconsistent with the charitable purposes of the company.

5. The service office (head) and chief place of business of the proposed company, within the Province of New Brunswick, will be at P. O. Box 712, 650 Montgomery Street, Fredericton, New Brunswick E3B 5B4, in the County of York.
6. The company shall have NO CAPITAL STOCK or issue any share certificates but may acquire real and personal property to a cost value not exceeding One Million Dollars (\$1,000,000.00).
7. No part of the income or capital of the company is to be payable to or otherwise used for the personal benefit of any member.
8. That upon dissolution of the company and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to recognized charitable organizations having objects the same or as similar to the objects of the company which carry on their work solely in Canada; and no part of any property of the company shall be available to its members upon such dissolution.

9. The following are the names in full of the applicants and the address and calling of each.

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<u>APPLICANTS</u>	<u>ADDRESS</u>	<u>OCCUPATION</u>
Lawrence Batt	P. O. Box 4569 Fredericton, NB E3B 5G3	Registrar
Doris Norman	490 Glengarry Place, Fredericton, NB E3B 5Z9	Housewife
Barry Toole	21 Grey Street Fredericton, NB E3B 1V6	Businessman

The said Lawrence Batt, Doris Norman and Barry Toole shall be the first provisional directors of the company.

A Memorandum of Agreement by the Applicants, under seal, in accordance with the Statute, has been executed in duplicate, one of the duplicates being transmitted herewith.

The undersigned therefore request that a Charter may be granted constituting them and such other persons as may hereafter become members of the company, a body corporate and politic for the charitable purposes set forth.



Signature of Witness

Signature of Applicants

Theresa Gendron

Lawrence Batt

Theresa Gendron

Bruce Toole

Theresa Gendron

Wesley Norman

DATED at Fredericton, in the County of York and  
Province of New Brunswick, this 29<sup>th</sup> day of June,  
1990.