

**Articles of Association
of
Mount Patricia Cemetery Association**

May 2026

- 1) Mount Patricia Cemetery Association Is a not-for-profit company.

MEMBERSHIP

- 2) a) General membership of Mount Patricia Cemetery Association (hereinafter called the "MPCA") shall be comprised of one representative elected or appointed by each church congregation and one representative of the Bay of Islands Ministerial Association (hereinafter called the "BOIMA) within the City of Corner Brook.
- b) Any prospective applicant desiring admission to membership in the MPCA shall make application to the Secretary in such form as shall be approved from time to time by the MPCA. No religious congregation shall be admitted to membership in the Association unless its application has been approved by the MPCA. The MPCA may at any time and from time to time, in its absolute and unfettered discretion and without assigning any reason, therefore, refuse to approve the application of any religious congregation for membership in the Association.
- c) On the approval of each new member for admission to membership in the Association by the MPCA, the Secretary shall notify the same to said applicant in writing.
- d) Following admission to membership on the MPCA, said congregation shall be entitled to appoint/elect one representative and one alternate representative to the Board of the cemetery association. Each member of the congregation shall appoint/elect one alternate representative who shall attend meetings to represent their congregation in the absence of the primary representative. All representatives shall provide MPCA with a Criminal Record Screening Certificate prior to acceptance to the Board and be immediately eligible for "Member in good standing" status. Each member of the Association (through either of the representative or alternate) shall have ONE vote. If at any point the representative or the alternate for the congregation changes, the Secretary of the Association shall be notified forthwith.

EXECUTIVE

- 3) a) The Executive shall consist of (i) the President, (ii) the Vice-President, (iii) the Secretary, (iv) the Treasurer, and not less than three (3) and not more than five (5) other members, and the BOIMA Representative. The President and other members of the Executive shall be elected by separate ballot at each and every Annual General Meeting of the Association.
- No person, except the representative of the BOIMA, shall be eligible for election to any position on the Executive unless he or she shall:
- i) be the authorized representative of a member in good standing of the Association, and
 - ii) have been nominated by the authorized representative of another member of the Association.
- Each member represented by its authorized representative shall be entitled to one (1) vote for each position on the Executive.
- (b) Meetings of the Executive shall be held as necessary between General Meetings of the association. General Meetings shall be held not less than bi-monthly. Notice of meetings shall be given to all directors of the MPCA, either personally, electronically or by post at least one (1) week before such meeting is convened. Special meetings may be called at any time at the discretion of the Chair.

- (c) A majority of the membership shall constitute a quorum at their respective meetings.
- (d) Should a vacancy occur in the office of President, Vice-President, Secretary, Treasurer or other member of the Executive, that vacancy will be filled by election at the next General Meeting, or at a special general meeting called specifically for that purpose.
- (e) The President or, in his or her absence the Vice-President, shall preside at all meetings of the Association. In the event of the absence of the President or the Vice-President, the members of the Association shall elect from among those present, a Chair for that meeting.
- (f) The Vice-President shall, in the absence of the President or when otherwise called upon, perform the duties of the President and shall be expected at all times to assist the President in conducting the affairs of the Association.
- (g) The Secretary shall keep, or cause to be kept, an accurate record of all proceedings at all meetings of the Association, conduct the correspondence of the Association and perform all other duties of the office of Secretary.
- (h) The Treasurer shall keep, or cause to be kept, the accounts of the association, preserve a correct register of members, receive all funds belonging to the association, keep the same deposited in a registered financial institution, and shall make disbursements on behalf of the association. All such disbursements shall be made by cheque or electronic means authorized by any two of: Treasurer, Secretary, President, Vice-President and General Manager. The Treasurer, or person designated by the Treasurer, shall cause to be collected any revenues accruing to the association and perform all duties pertaining to the office of Treasurer.
- (i) The MPCA shall appoint from its membership the following Standing Committees: Finance, Planning and Operations, Policy/Public Relations/Liaison and such Sub-Committees the membership may deem necessary or expedient. Such Committees shall report to the membership at each regular meeting.
- (j) All acts done by any meeting of any Standing Committee appointed pursuant to Article 2(i) of these Articles of Association shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any member of the Committee or that they or any of them were ineligible, be as valid as if every such person had been duly appointed and was qualified to be a member of the Standing Committee or Sub-Committee, as the case may be.
- (k) A resolution in writing, signed by the majority of the Directors of MPCA personally or agreed to by electronic means, shall be as valid and effectual as if it had been passed at a meeting of the MPCA duly convened and constituted. Any agreements conducted by electronic means shall be ratified at the next regular meeting of the Association.

POWERS OF THE GENERAL MEMBERSHIP

- 4) (a) The management of the business of the Association shall be vested in the General Membership, and the General Membership may exercise all such powers and do all such acts and things as may be exercised or done by the Association, and are not hereby or by statute expressly directed or required to be exercised or be done in the Annual General Meeting of the members of the Association, and the exercise of such powers, authorities and discretions shall be subject also to the regulations of any Annual General Meeting of the members of the Association, provided that no regulations so made shall invalidate any prior act of the General Membership which would have been valid if such regulations had not been made.

- (b) A meeting of the General Membership at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions by or under the rules, regulations or by laws of the Association, for the time being, vested in or exercisable by the General Membership.
- (c) No member of the General Membership may engage in any actions which might create a financial, personal or professional benefit for themselves, their family members, close friends, or any particular person, group, or institution with which they have, or have had a significant relationship, without declaring the relationship openly and clearly as a potential Conflict of Interest. When a decision is to be made, the members of the MPCA shall have sufficient prior notice to reflect on their potential conflicts in the situation.
- (d) When the MPCA gathers, adequate time must be given at the outset to create an environment and opportunity for the Directors to discern and declare potential conflicts. The Board must then decide how its' members' conflicts will be managed. Possibilities would include the person in conflict absenting him or herself from all discussion and decision-making pertaining to the identified conflict of interest; the person presenting an opinion but not participating in the decision-making; the person participating in discussion but not participating in the decision-making.
- (e) The General Membership shall have the power from time to time, to engage the services of staff or such other services and to provide for the remuneration of the same and, subject to Clause 4 of the Memorandum of Association to provide for such pensions and benefits for such staff or employees as the General Membership shall deem expedient.
- (f) The General Membership shall have the power at any time, and from time to time, to make such rules, regulations or by-laws as are necessary for the management of the Association and its facilities, The General Membership shall have the following specific responsibilities:
- (i) The daily maintenance of grounds, roads, equipment, and buildings.
 - (ii) The allocation of burial plots and the opening and closing of graves.
 - (iii) The control of employees.
 - (iv) The sale of burial plots, collection of fees, and maintenance of burial records.
 - (v) The preparation and maintenance of financial and business records in a proper adequate and transparent manner.
 - (vi) The preparation of financial reports including an annual budget to be forwarded to the Annual General Meeting.
 - (vii) The development and implementation of short and long-term plans for the improvement of facilities.
 - (viii) All other matters concerning the daily or routine management of the affairs of the Association.
 - (ix) All other matters as directed by the membership of the Association in a General Meeting or an Annual General Meeting.
- (g) The powers of the Directors of MPCA to establish, change, modify, rescind or otherwise alter the policy of the Association, shall be subject only to review by the members of the Association meeting in the Annual General Meeting.

BORROWING POWERS

- 5) (a) The Directors of MPCA may, from time to time at its discretion, raise or borrow or secure the payment of any sum or sums of money for the purposes of the Association, and may raise or secure the repayment of such monies in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by giving mortgages upon or by the issue of debentures, bonds or other securities of any kind charged upon all or any part of the undertaking, properties and rights of the Association, both present and future, or by making, accepting, endorsing or executing any promissory notes or bills of exchange or by hypothecation.

ANNUAL GENERAL MEETING AND GENERAL MEETINGS

- 6) (a) The Annual General Meeting of the Association shall be held in the month of May in each and every fiscal year of the Association.
- (b) At least fourteen (14) days before an Annual General Meeting or seven (7) days before a General Meeting, notice of such meeting shall be given; and in the case of a General Meeting, the business to be transacted thereat, shall be sent to every member of the Association, but the failure of any one or more of the members of the Association to receive such notice shall not invalidate the business to be conducted thereat.
- (c) A special meeting may be called at any time, for any purpose, by not less than five members of the Association. Upon receipt of such notice the Secretary shall forthwith notify the General Membership of the Association.
- (d) At any General Meeting of the Directors of the Association, the President and, in his absence the Vice-President; and his absence, a person nominated by a vote of such directors shall take the Chair.
- (e) Every current member of the Association who is represented in person or by teleconference at a General Meeting of the Directors of the Association shall be entitled to one (1) vote upon every motion and in the case of an equality of votes the Chair of the meeting shall have a second or casting vote.
- (f) A quorum of all members in good standing at all General Meetings of the Association, personally present at the meeting or via electronic means (teleconference, video or phone), shall be a majority of the current membership. Meetings shall follow the Roberts Rules of Order unless there is a specified guideline in the Articles of Association or MPCA policy.

SEAL

- 7) (a) The Secretary shall provide for the safe custody of the seal of the Association; such seal shall never be used except by the authority of the General Membership empowered in that behalf, and in the presence of at least two (2) members of the Executive, who shall sign every instrument to which such seal is affixed.

ACCOUNTS

- 8) (a) The MPCA shall cause true accounts to be kept:
- (i) of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures take place, and
 - (ii) of the assets and liabilities of the Association.

(b) The books of account shall be kept at the registered office of the Association located at 42 Northshore Highway, Corner Brook, NL or at such other place or places as the General Membership shall determine.

(c) At each and every Annual General Meeting of the members of the Association, the Treasurer shall lay before the members an audited financial statement for the previous fiscal year.

(d) An annual budget shall be prepared by the Finance Committee and presented to the General Membership for its approval at the final meeting of the fiscal year.

AUDIT

9) (a) At the end of every fiscal year of the Association, the accounts of the Association shall be reviewed, and Financial Statements shall be prepared by a competent accountant or accountants.

(b) If one accountant only is appointed, all the provisions herein contained relating to accountants shall apply to him or her.

(c) The appointment of accountants shall be made at each and every Annual General Meeting of the members of the Association, provided that

(i) the Association may, without assigning reason therefore, at any special General Meeting of the members of the Association by ordinary resolution replace any accountants so appointed, and appoint new accountants in their stead, and

(ii) the accountants so replaced shall be entitled to be paid only for services performed up to the date of their replacement.

(d) The remuneration of accountants shall be approved by the Directors of MPCA.

NOTICES

10) (a) A motion may be served by the Association upon any Director(s) thereof either personally or by electronic means, or by sending it through the post, addressed to such member at his or her registered address.

(b) Any notice, if served by post or by electronic means, shall be deemed to have been served when the same shall have been posted or transmitted and in proving such service, it shall be sufficient to prove that the notice was properly addressed and put into a post office, or postal letter box, or transmitted by electronic means.

(c) In the case of Director(s) of the Association who have no known place of address, a notice posted to the Mount Patricia Cemetery Association website, or circulated by email to the last known email address, shall be deemed to have been duly served upon such Director(s) at the expiration of twenty-four (24) hours after such notice has so been posted or transmitted. For the purpose of this section, "known place of address" shall mean the address of the Director(s) which has been provided to the Secretary in writing.

NOTES: Revised 2026

Committee Members: Carl Bennett, Sonya Corbin Dwyer, Canon Tanya White & Maxine Park.