



GOVERNMENT OF
NEWFOUNDLAND AND LABRADOR
THE CORPORATIONS ACT

FORM 2

CERTIFICATE OF INCORPORATION

(Section 15)

I HEREBY CERTIFY that this is a true copy of a document registered in the office of the Registrar of Companies for the Province of Newfoundland and Labrador on the 29th day of December, 1994
Crudy Jordan
for Registrar of Companies
Dated at St. John's, NL this 28th day of February 2013

Newfoundland Public Service Pensioner's Association Inc. 34545-94
Name of Corporation Number

I certify that the Corporation, the Articles of Incorporation of which are attached, was incorporated under *The Corporations Act*.


Registrar

Date of Incorporation
December 29, 1994

Fee: \$70.00

The Company

I HEREBY CERTIFY that this is a true copy of a document registered in the office of the Registrar of Companies for the Province of Newfoundland and Labrador on the 29th day of

December 1999
Michael Jordan
Registrar of Companies
Dated at St. John's, NL this 28th day of February
2013



NEWFOUNDLAND

THE CORPORATIONS ACT

FORM 1

ARTICLES OF INCORPORATION

(Sections 12, 421, 463, 490,)

REGISTER OF COMPANIES

Reg. No. 34545-94
Filed Dec. 29/99

Paper No. C07520
Paid \$ 250 fee \$ 368.75

to J. Lott
Registrar of Companies (NL)

REGISTERED

1 - Name of Corporation

Newfoundland Public Service Pensioners' Association Inc.

2 - The place in Newfoundland where the registered office is to be situated

St. John's

3 - The classes and maximum number of shares that the corporation is authorized to issue

Not applicable - see Schedule B

4 - Restrictions if any on share transfers

Not applicable

5 - Number (or minimum and maximum number) of directors

12

6 - Restrictions if any on business the corporation may carry on

Constitution / Objectives - see Schedule A

7 - Other provisions if any

Not applicable - Schedule B attached

8 - Incorporators

Names	Address (Include Postal Code)	Signature
<u>The annexed Schedule 1 is</u>		
<u>incorporated in this form</u>		

For Department use only

Corporation No. -

SCHEDULE "B"

SHARE CAPITAL AND DISTRIBUTION OF CORPORATE PROPERTY

- (a) The Corporation has no authorized share capital.
- (b) The Corporation is to be carried on without pecuniary gain to its members.
- (c) Any profits or other accretions to the Corporation are to be used only in furthering its undertaking.
- (d) Upon the incorporation of the Corporation each first director becomes a member thereof.
- (e) Upon dissolution of the Corporation and after payment of all its debts and liabilities, all remaining property shall be distributed or disposed of to organizations in the Province, the undertaking of which is charitable or beneficial to the community.

SCHEDULE "A"

RESTRICTIONS ON ACTIVITIES OF
INC. (the Corporation)

The Corporation is established for the following purposes and shall restrict itself to such activities as in its opinion, directly or indirectly, furthers such purposes:

- (a) *The annexed Schedule 3 - article II*
- (b) *is incorporated in this form*
- (c) (Insert specific restrictions here)
- (d)
- (e)

PROVIDED THAT the Corporation

- (a) shall not undertake any activities that would result in the revocation of its registration as a charity or as a public foundation for purposes of the Income Tax Act;
- (b) shall not permit its directors, trustees, officers or employees to be comprised so that a majority of the same are related or do not deal at arms length;
- (c) shall not make non-qualified investment as defined by Section 149 of the Income Tax Act.

SCHEDULE 1

FORM 1 - ITEM 8

INCORPORATORS

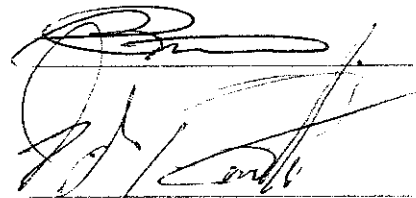
NAME

ADDRESS

SIGNATURE

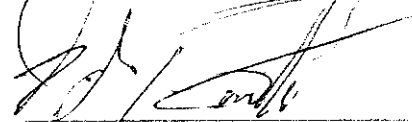
Bertram Price

28 Marine Drive
Torbay, NF
A1K 1A7



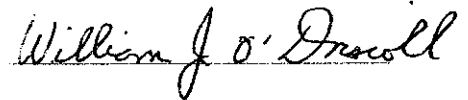
Vincent J. Rossiter

129 Ennis Avenue
St. John's, NF
A1A 1Z3



William J. O'Driscoll

51 Gambier Street
St. John's, NF
A1B 3G2



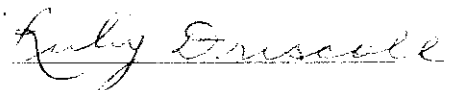
Gordon P. Withers

42 Foran Street
St. John's, NF
A1E 4G1



Ruby B. Driscoll

20 Mercer's Lane
Chamberlains, NF
P.O. Box 4081
Manuels, NF
A1W 1G7



SCHEDULE 3.

FORM 1 - ITEM 6.

NEWFOUNDLAND
PUBLIC SERVICE PENSIONERS' ASSOCIATION

CONSTITUTION

Revised June 18, 1993

CONSTITUTION
NEWFOUNDLAND PUBLIC SERVICE PENSIONERS' ASSOCIATION

ARTICLE I - NAME, POWER AND LOCATION

1. The name of the organization shall be the Newfoundland Public Service Pensioners' Association hereinafter referred to as the Association.
2. The Association shall have and possess exclusive jurisdiction over all of the affairs of the Association.
3. The Association may, from time to time, adopt a badge or emblem.
4. The business office and headquarters of the Association shall be located in the city of St. John's in Newfoundland, the specific location of which shall be determined by the Board of Directors.

ARTICLE II - OBJECTIVES .

The purpose of the Association shall be:

1. To unite in the Association public service pensioners who are eligible for membership.
2. To promote the interests of public service pensioners by providing a medium for collective action on any matter affecting their well being.
3. To represent public service pensioners in addressing with Government the interests of its members, for the mutual benefit of all.
4. To promote, organize or take part in any other activity that is in the best interests of public service pensioners.

ARTICLE III - MEMBERSHIP

1. All persons in receipt of a pension from the Public Service Pension Plan and their spouses shall be eligible to be members of the Association.
2. Membership shall consist of active members and associate members. Active members are those in receipt of a public service pension who have become members of the Association. While associate members are the spouses of such members who have become members of the Association.
3. Upon the death of an active member his/her spouse may become an active member in accordance with Section 3 of this Constitution.
4. Associate members shall be eligible to attend all general meetings and social functions and may serve on committees subject to the approval of the Board of Directors.
5. Associate members shall not be eligible to hold office in the Association or vote on any matter other than that directly associated with a committee of which he/she is a member.
6. Active membership dues shall be determined from time to time by the Annual Meeting on recommendation of the Board of Directors. No membership dues shall be assessed Associate members of the Association.
7. The admission of any applicant to membership in the Association shall be effective by the applicant completing and signing the Association's application form and payment of membership dues where applicable.
8. The Association may, by resolution passed at a General or Annual Meeting, confer Honourary Membership upon any person.

ARTICLE IV - GOVERNING AUTHORITY

1. The Association meeting in Annual Meeting shall be the legitimate source of all authority in the Association.
2. When the Association is not meeting in Annual Meeting, the Board of Directors shall be the governing body of the Association.
3. The Board of Directors shall exercise supervision over all matters which may affect the interest of the Association and endeavour to further any action decided upon by the Association meeting in Annual Meeting or such other action as the Board of Directors may deem advisable which is not in

conflict with this Constitution.

ARTICLE V - ANNUAL MEETING

1. There shall be an Annual Meeting of the Association which shall be a meeting of the Board of Directors and other members of the Association.
2. The Annual Meeting shall be held at a time and place to be decided by the Board of Directors and not later than six months after years end.
3. Thirty members including the members of the Board shall constitute a quorum at an Annual Meeting and no business shall be transacted at an Annual Meeting unless a quorum is present provided that if no quorum is present the meeting shall adjourn to a date not more than fifteen days thereafter and the decisions of the adjourned meeting shall be binding upon the Association regardless of the number present, provided that proper notice of the adjourned meeting has been given to members.
4. Members of the Association shall bring matters before the Annual Meeting for consideration by means of resolutions and/or from the floor.
5. The Board may submit its own resolutions to the Annual Meeting.
6. Unless otherwise required by constitution, every question shall be decided in the Annual Meeting by a straight majority vote of those present and entitled to vote.
7. The Chairperson shall be entitled to vote on any question, only in the case of a tie vote.
8. The Board shall give public notice of the date of the Annual Meeting at least 30 days prior to such Meeting.
9. No error or omission in the content of any notice calling the Annual Meeting shall effect the status of such Meeting or invalidate anything done or passed thereat.
10. The President of the Association, upon the written request of at least one hundred members of the Association, shall convene a special meeting of the Association at any time providing thirty days prior notice of the date, time and place of such meeting is given to the Board and to the members of the Association.
11. At a special meeting of the Association, the only business

which may be dealt with shall be that which has been announced in the notice calling the meeting.

12. The President, or in his/her absence, the First Vice-President and/or the Second Vice-President shall preside at every meeting of the Association, provided, however, that in the absence of the President and the Vice-Presidents or upon their refusal or failure to act, the meeting shall elect a Chairperson to preside thereat.

ARTICLE VI - BOARD OF DIRECTORS

1. The management of the Association shall be vested in a Board of Directors consisting of twelve members.
2. All members of the Board of Directors shall be nominated and elected by the Association meeting in Annual Meeting except that members of the first Board of Directors shall be elected by those in attendance at the General Meeting founding the Association.
3. All nominees shall be active members of the Association in good standing and be present at the meeting in which they are nominated or have indicated their willingness to the Nominating Committee to stand for election.
4. The Board shall, at its first meeting following the Annual Meeting each year, elect from their number a President, 1st Vice-President, 2nd Vice-President, Secretary and Treasurer to constitute the Executive Committee referred to in Article VIII of this Constitution. This meeting shall be convened immediately following the annual meeting by the outgoing president or, in his absence, by the most senior ranking officer of the previous Executive Committee.
5. If between Annual Meetings the office of President becomes vacant, the First Vice-President, or in his absence, the Second Vice-President shall automatically become president. Other vacancies on the Board of Directors that occur between Annual Meetings shall be filled by the Board of Directors subject to Section 3 above.
6. The Board of Directors may authorize the employment of such persons as it may deem necessary to carry out the administration of the affairs of the Association.
7. President

The President is the Chief Executive Officer of the Association and is responsible for the execution of its policies and efficient functioning. The President shall act

in consultation with the Board of Directors and Executive Committee and pursuant to any directives of meetings of the Annual Meeting, Board of Directors or Executive Committee.

8. Vice-Presidents

The Vice-Presidents shall assist the President in his/her duties and, in the absence of the President, function in that capacity by providing leadership and direction in attaining the objectives of the Association.

9. Secretary

The Secretary shall keep the minutes of the Annual Meeting and the Board of Directors' meetings and Executive meetings, provide notice of meetings to members of the Board and the Executive, and perform all other duties relating to the office of Secretary.

10. Treasurer

The Treasurer shall be responsible for;

- 1) receiving and depositing membership dues and other revenue,
- 2) disbursing funds,
- 3) preparing financial statements for presentation to the Board and the Annual Meeting, and performing such other duties normally associated with the office of Treasurer.

11. The Board has the power to make by-laws, subject to ratification by the Annual Meeting.

12. Six members of the Board of Directors, including the Executive Committee, shall be elected for a term of two (2) years the remaining six members shall be elected for a term of one (1) year. Retiring members of the Board shall be eligible for re-election. Directors who receive the highest numbers of votes shall serve for a period of two (2) years.

ARTICLE VII - MEETINGS OF THE BOARD OF DIRECTORS

1. The Board of Directors shall meet at least four times a year and at such times and places as the members thereof determine or as summoned by the Secretary on the direction of the President.
2. Special meetings of the Board of Directors may be called by the President or by a notice in writing given to the Secretary by any five members of the Board. The Secretary shall notify all members of the Board and only such business may be transacted at the special meeting as is named in the notice.

3. Notice of any meeting of the Board of Directors shall be given in writing, or telephone, not less than three days before such meeting, provided that no notice shall be necessary in the case of a meeting held immediately upon the adjournment of an Annual Meeting and, provided further that meetings of the Board may be held without formal notice if all the members are present or if those absent have signified their consent to such meeting or their consent to the business transacted thereat.
4. No error or omission in the content of any notice calling a meeting of the Board shall affect the status of such meetings or invalidate anything done or passed thereat.
5. A majority of the Board including not less than two Executive Members shall constitute a quorum and no business shall be transacted at any meeting of the Board unless a quorum is present.
6. If any member of the Board, without due cause, fails to attend three consecutive meetings of the Board or fails to perform any of the duties assigned to him/her as a member of the Board, this person's position may be declared vacant by the Board.
7. The Board shall keep minutes of all the meetings and a copy of the minutes of every meeting shall be sent to each Board member.

ARTICLE VIII - EXECUTIVE COMMITTEE

1. There shall be an Executive Committee consisting of the President, First Vice-President, Second Vice-President, Secretary and Treasurer.
2. The Executive Committee shall, in the interval between meetings of the Board, act on matters requiring urgent and special attention that are within the Association's policy and exercise such other powers of the Board as may be delegated to it by the Board; such actions shall be subject to ratification by the Board at its next meeting.
3. The Executive Committee shall meet at such times and places as the members thereof determine. A majority of members of the Executive Committee shall constitute a quorum.
4. The Executive Committee shall keep the minutes of its meetings, a copy of which shall be sent to each Board Member.

ARTICLE IX - ALLOWANCES

1. An expense allowance may be paid, in accordance with Board policy, to any member or employee of the Association for the purpose of carrying out the business of the Association.

ARTICLE X - FUNDS

1. The Board shall:
 - (a) be trustees of all funds of the Association and of all other assets of the Association, and shall administer them in accordance with this Constitution;
 - (b) arrange that all funds received by the Association shall, as soon as possible after receipt thereof, be deposited in a registered financial institution in the Province of Newfoundland to the credit of the Association;
 - (c) invest any moneys of the Association, not immediately required for any of its objects, in such manner as may from time to time be determined by the Board;
 - (d) arrange that all securities of the Association be maintained in such manner as the Board deems appropriate;
 - (e) appoint a qualified auditor who shall make an annual audit of all the books and accounts of the Association and render a report thereon to the Board;
 - (f) arrange that the report of the auditor and the financial statements be tabled at the Annual Meeting of the Association which immediately follows the audit;
 - (g) appoint the signing officers;
 - (h) ensure that all cheques drawn on the Association's account bear the signature of the Treasurer and/or the President together with the signature of one other signing officer.
2. The financial year of the Association shall be from January 1 to December 31 of the same year.

ARTICLE XI - COMMITTEES

The Board of Directors shall appoint all standing and special

committees required for the general welfare of the Association. Retiring committees of the Association shall continue in office until disbanded by the Board or until their successors are appointed.

ARTICLE XII - RULES OF PROCEDURE

The rules of procedure governing meetings of the Association, Board of Directors and Executive Committee shall be those contained in Robert's Rules of Order Revised, except as otherwise provided in this Constitution.

ARTICLE XIII - FOUNDING MEMBERS

Those public service pensioners who are present at the founding meeting of this Association and who make written application for membership either before or at such meeting shall be deemed to immediately become members in good standing of the Association, notwithstanding any other provision in this Constitution, and are authorized to conduct such business as may be necessary to constitute and found this Association and they shall be known as the Founding Members.

ARTICLE XIV - AMENDMENTS

1. Amendments to this Constitution shall come into effect when they have been adopted by a two-thirds majority vote by the Association meeting in general meeting.
2. Notices of intended amendments shall be given in writing to the Secretary, for distribution to the general membership, at least thirty days prior to the meeting at which the amendments are to be voted upon. Such notice shall set forth the article and the section proposed to be amended together with the proposed amendments.