



NEA Memorial Gardens Inc. NEA-MGI

By-Laws of the NEA Memorial Gardens Inc. (NEA-MGI)

Board Adopted November 15, 2022

Revised and Board Adopted August 22, 2023

Revised and Board Adopted March 12, 2024

Adopted by Vote at the Annual General Meeting held on April 28, 2024

Article I – Name

The name of this organization shall be "NEA Memorial Gardens Inc.," herein referred to as the NEA-MGI.

Article II – Purpose

The primary purpose of the NEA-MGI shall be to manage Cemeteries of the Communities' / Towns in Newfoundland and Labrador that are Members of NEA-MGI and are within the confines of the North East Avalon as defined in NEA-MGI Policy and Procedure Manual.

To benefit the communities of Pouch Cove and Flatrock in Newfoundland and Labrador by.....

1. Providing burial services through a strong group of volunteers.
2. Maintaining cemeteries, the site, to an acceptable level where our citizens and families are proud of it. To care for the cemeteries.
3. Clean up and removal of vegetation that is negative to the cemetery and an impediment to growth.
4. Filling in holes in old grave sites that have sunk down over time where there are no families maintaining them.
5. Maintaining and upgrading, restoring if needed, existing plots, where the plot has been left unattended for a variety of reasons,
6. Maintaining, cleaning and up keeping, restoration if needed of monuments, grave markers where they are left unattended for a variety of reasons.
7. Working with the municipalities to provide snow clearing as needed for funerals.
8. Providing a water supply to the cemetery in Flatrock.
9. Providing for a garbage disposal system to the cemeteries as needed.
10. Providing a place of worship and/or reflection.
11. Providing a planning system of plot layouts that optimizes the land and site.

12. Making a roadway around and where practical through the existing cemetery plots.
13. Developing and maintaining a plot ID system available to members so families can easily find their loved ones.
14. Creating a historical story board so the history of both cemeteries is enshrined in text.
15. Planing for the future, so the people of Pouch Cove and Flatrock have a place to bury a loved one.

Restrictions on Business

See attached SCHEDULE "A" in our Incorporation Documents

Share Capital

See attached SCHEDULE "B" in our Incorporation Documents

Everything NEA-MGI, or any of its Committees, does or partakes in, shall be in full compliance with the Laws, Rules and Regulations of the Province of Newfoundland and Labrador and the Country of Canada and of the Municipalities in which it operates.

Article III – NEA-MGI Members

Membership of the Board with voice and vote includes the following:

1. The NEA-MGI officers as defined in Article IV
2. Any Person who resides in any of the Communities / Towns that are Members of NEA-MGI as defined in NEA-MGI Policy and Procedure Manual.
3. Any Person who is a relative of a deceased person buried in any of the Cemeteries managed by NEA-MGI as defined in NEA-MGI Policy and Procedure Manual.
4. Committee members as defined in NEA-MGI Policy and Procedure Manual.

Article IV – NEA-MGI Board

1. The membership of the Board shall be made up as follows;
 - i. Chair;
 - ii. Vice-Chair;
 - iii. Treasurer;
 - iv. Secretary;
 - v. Two (2) Directors;
 - vi. Two (2) Representatives, as Directors, from each Cemetery which the NEA-MGI manages and will be selected as defined in NEA-MGI Policy & Procedure Manual;
 - vii. Committee Chairs, as Directors, as defined in NEA-MGI Policy & Procedure Manual;
 - viii. Under no case shall the number of Directors on the Board be less than two (2) or more the twelve (12).
2. Meetings shall be chaired by the NEA-MGI Chair. In the event the Chair is unable to chair any meeting, the Vice-Chair will lead the meeting. In the event the Vice-Chair is not available, the Treasurer will lead the meeting. If the Treasurer is not available, the Secretary will open the meeting and hold an election for a temporary Chair.

3. Qualifications for the NEA-MGI Board

To qualify for election to the NEA-MGI Board, an individual must be a Member of NEA-MGI as defined in Article III.

4. Nominations to the NEA-MGI Board

Nominations to the Board may be made from the floor at the time of election. A nominating committee may be formed at the discretion of the NEA-MGI Board.

5. Election of Board Members

- i. Nominations may be made from the floor at the time of election.
- ii. Nominees must be present at the election meeting. For election, the candidate must receive a majority vote of ballots cast.

6. Term of Office

- i. The term of office for a Board member is two (2) years.
- ii. The four (4) officers of the Board will be elected as follows with the exception of the first Annual meeting in 2024 at which time the Vice Chair and Secretary will be elected for a one-year term.
- iii. The Chair, Treasurer, one Director and one Cemetery Representative will be elected even years.
- iv. The Vice Chair, Secretary, one Director and one Cemetery Representative elected in odd years.

7. Responsibilities of the NEA-MGI Board Members

- i. Serve as guardians of all the assets of NEA-MGI.
- ii. Have unconditional support for the Aims, Purposes, By-Laws NEA-MGI Policies and Procedures.
- iii. Participate in all meetings of NEA-MGI including Board Meeting unless for a solid reason related to their personal reasons.
- iv. Perform the duties of their offices in accordance within these By-Laws and in NEA-MGI Policies and Procedures Manual.
- v. Serve as guardian of NEA-MGI funds; participate in an annual financial audit.
- vi. Provide a forum for the interchange of ideas and information among members.
- vii. Make decisions and provide direction for the overall benefit of NEA-MGI and not specifically for their own Cemetery Committee.

8. Vacancies and Resignations

- i. If a Board member is absent from any NEA-MGI meeting more than three times in a twelve-month period, he or she may be removed from the position by a two-thirds majority vote of the ballots cast at either a regular NEA-MGI meeting or a meeting announced for that purpose.
- ii. Any Board member may resign at any time for any reason by giving the Chair (if no Chair the next person in succession) of the NEA-MGI written notice.
- iii. Any Board member of this NEA-MGI may be removed from office for due cause by a two-thirds majority vote of the ballots cast at a regular or special meeting announced for that purpose.

9. Filling of Vacancies

- i. Vacancies shall be filled, if possible, by a majority vote at the next meeting or special meeting of the NEA-MGI after the vacancy occurs. Such persons chosen to fill said vacancies shall serve for the remainder of the unexpired term.
- ii. A person chosen to fill any vacancy on the Board shall meet the qualifications as defined in Article IV, Qualifications.

10. Duties

- i. In general all the positions duties shall be that which is normally associated with that position.
- ii. The Chair shall be the Chief Executive Officer of the NEA-MGI and shall preside at all meetings of the Board and Membership.
- iii. The Vice-Chair assists the Chair in carrying out the duties of their office.
- iv. The Vice-Chair shall assume the duties of the Chair in the absence of the Chair.
- v. The Secretary is responsible for taking the Minutes of all the NEA-MGI meetings and maintaining copies of said Minutes.
- vi. The Treasurer shall have care and custody of all the NEA-MGI funds and maintain bank accounts as designated by the Board.
- vii. Directors and Cemetery Representatives will complete all duties as assigned by the Board of NEA-MGI.
- viii. Committee Chairs will chair and lead the Committee for which they chair.
- ix. A full and more comprehensive list of Duties and Responsibilities of all the Members of the Board of NEA-MGI are listed and defined in NEA-MGI Policy and Procedure Manual.

Article V –Board of Directors Meetings

The Board of Directors shall meet not less than four times in each fiscal year.

Extraordinary Board of Directors Meetings may be called at any time:

1. By the Chair of the Board.
2. By a majority of the Members of the Board.
3. By any twelve (12) Members of the Corporation as defined in Article III.

Minutes

A formal record of all decisions taken, or recommendations made, at all Board meetings, shall be made and preserved by the Secretary in the records of the Board Meetings.

Quorum

A quorum for a Board meeting for voting purposes shall be a majority of Board members.

Method of Notification

Board Meetings

The Chair or Secretary will provide at least seven (7) days' notice of each meeting via email or Social Media as defined in NEA-MGI Policy and Procedure Manual.

Article VI – NEA-MGI Meetings

Annual Meeting

NEA-MGI will hold an Annual Meeting in the month of March for the election of officers in addition to any other business that the Board shall place on the Agenda.

Special Meetings

A special meeting may be called at any time by a majority vote of the NEA-MGI Board, or by four (4) or more of NEA-MGI members, provided sufficient notice, at least one (1) month is provided to the membership.

Meetings by Virtual Conference

Members of NEA-MGI may participate in a meeting through electronic means, as long as all members participating in such meeting can hear one another and have a way to participate in any voting. Materials presented during the meeting shall be made available, before the meeting, to those participating virtually. Participation by NEA-MGI members in a meeting in the manner provided in this Article constitutes presence in person at such meeting.

Tie Vote

Should there be a tie-vote at any time at any meeting, the presiding Chair, at the time of the vote, shall have a second or deciding vote.

Minutes

A formal record of all decisions taken, or recommendations made, at the Annual General Meeting and any special meetings, shall be made and preserved by the Secretary in the records of the Board Meetings.

Quorum

The quorum for voting purposes at an NEA-MGI meeting shall be, at a minimum, four (4) NEA-MGI officers and at least four (4) additional voting members.

Method of Notification

Regular Meetings

NEA-MGI will provide at least fourteen (14) days' notice of each Regular Meeting via Social Media or otherwise as defined in NEA-MGI Policy and Procedure Manual.

Annual Meeting

NEA-MGI will provide at least thirty (30) days' notice of the Annual Meeting via Social Media or otherwise as defined in NEA-MGI Policy and Procedure Manual.

Special Meetings

NEA-MGI will provide at least fourteen (14) days notice of each Regular Meeting via Social Media as defined in NEA-MGI Policy and Procedure Manual.

Article VII – NEA-MGI Committees

The Board may establish committees as are needed for the welfare and operation of NEA-MGI. Each committee is responsible to the NEA-MGI Board.

Committees can and will be established as per NEA-MGI Policy and Procedure Manual.

Standing Committees of NEA-MGI shall be;

Pouch Cove Cemetery

Flatrock Cemetery

Article VIII – NEA-MGI Finance and Prudent Reserve

Financial Year

The financial year of the Corporation shall be from January the first, (1st), to December the thirty-first (31st).

Banking

All funds shall be deposited in an account with a reputable Bank, and shall be withdrawn by cheque or eTransfer. All cheques and any other Bank documents must be signed by the Treasurer and one of two (2) other members either the Chair, Vice-Chair or Secretary. eTransfers can only be done by the Treasurer and must be approved and signed by two (2) members of the Board other than the Treasurer.

The NEA-MGI Treasurer will maintain a prudent reserve of twelve (12) months expenses to cover expected operational needs.

NEA-MGI accepts money in three (3) ways, eTransfer, Cheques and Cash. The preferred method of accepting money is either eTransfer or Cheques. All members accepting money on behalf of NEA-MGI should endorse this and try their best to enable this as further defined in NEA-MGI Policy and Procedure Manual.

Booking / Accounting

The NEA-MGI Treasurer will maintain all funds, revenue and expenses, into four (4) Categories in our Financial System.

Total	NEA-MGI	St. Agnes	Flatrock
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and will always ensure that they are in balance.

Assets

NEA Memorial Gardens Inc. is the registered owner of all assets. However assets brought and paid for by either Cemetery Committee is owned outright by that Cemetery Committee.

Project Funds

A Project Fund can be established for each Cemetery and maintained by NEA-MGI as per NEA-MGI Policy and Procedure Manual.

The Trust Fund is made up of monies received through the years for the care of the Cemeteries. It is made up of direct donations, payments received specifically for the future care of that Cemetery, and a percentage of all monies received for plot sales.

Article IX – Parliamentary Procedure

It is hoped that all the meetings of NEA-MGI are conducted with appropriate behaviour and mutual respect for our fellow members at any and all meetings. Unruly or abusive behaviour shall not be tolerated and any offensive person present shall be removed from the meeting and the meeting shall be suspended until that person has been removed.

The Chair may appoint a Parliamentarian who will provide guidance regarding the rules as contained in the bylaws, policy and procedures, and in the current edition of Robert's Rules of Order Newly Revised.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall guide NEA-MGI in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of the NEA-MGI may adopt.

Article X – Amendments to NEA-MGI By-Laws

These Bylaws may be amended at any time by a two-thirds vote of the voting members present and voting at any annual, regular or special meeting. The proposed amendment must be communicated via social media or otherwise as specified at least 28 days prior to the voting meeting.

Article XI – NEA-MGI Dissolution

Deregistration

In order to deregister, NEA-MGI must submit a written notice to the Cemetery Committees for which NEA-MGI manages.

Disbursement of Remaining Funds

Should NEA-MGI cease operation and all debts have been paid, all remaining funds shall be distributed to the Cemetery Committees for which NEA-MGI manages.

No part of the net earnings of this association shall ever inure to be or be used for benefit of, or be distributed to its members, officers, or other private person, except that the association shall be empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the expressed purpose for which it was formed.

SCHEDULE "A"

attached to and forming part of the Articles of Incorporation of NEA Memorial Gardens Inc. (the "Corporation")

4.0 RESTRICTIONS ON BUSINESS

4.1 To operate exclusively as a non-profit Corporation and without limiting the generality of the foregoing to receive and maintain a fund or funds and from time to time to apply all or part thereof and/or the income therefrom for charitable purposes and, for the attainment of the following objects:

1. the primary purpose of the NEA-MGI shall be to manage the two Cemeteries, one in Pouch Cove and one in Flatrock as defined in NEA-MGI Policy and Procedure Manual;
2. to take over the ownership, management and operation of the two Cemeteries, one in Pouch Cove and one in Flatrock;
3. to establish, manage and operate such new cemeteries as may be required from time to time for use by Pouch Cove and one in Flatrock of whom are Members of NEA-MGI;
4. member Cemeteries in Pouch Cove and in Flatrock shall financially support the work of the Corporation as determined by the Board of Directors thereof from time to time.

4.2 For the further attainment of the above objects but, without limiting the generality of the foregoing, the Corporation shall be empowered:

1. to acquire, accept, solicit or receive, by purchase, lease, contract, donation, legacy, gift, grant, bequest or otherwise, any kind of real or personal property, and to enter into and carry out agreements, contracts and undertakings incidental thereto;
2. to hold, invest and reinvest any monies of the Corporation in any securities which the Directors of the Corporation shall from time to time deem fit for the investment of trust funds and, in particular, to enter into agreements with others with regard to the investment and reinvestment of all or part of such monies;
3. from time to time, to establish and maintain for so long as the Corporation shall deem advisable a fund or funds whether out of capital or income and to apply the income therefrom to the charitable purposes in the manner aforesaid or to apply the monies or other property received or acquired by the Corporation directly to such purposes, or partly the one and partly the other; provided that in any case where any donor to the Corporation directs that the subject of his, her or its donation or property substituted therefore is to be held in perpetuity or otherwise as a capital fund to produce income to be applied to such purposes, the Corporation shall comply with such directions, so long as it is possible;
4. to disburse and distribute money and property in furtherance of the objects of the Corporation;

5. to purchase, take on lease, exchange or otherwise acquire any lands, buildings, easements, or rights of common property, real or personal, which may, in the opinion of the Directors, be requisite for or be conveniently used in connection with any of the objects of the Corporation, and to sell, demise, mortgage, charge, pledge, give in exchange or otherwise dispose of the same;
6. to build, erect, equip, furnish and maintain facilities for the better carrying out of the objects of the Corporation and for the benefit of members of the public using the NEA-MGI cemeteries;
7. to take any gift or property, whether subject to any special trust or not, for any one or more of the objects of the Corporation;
8. to take such steps by personal or written appeals, public meetings, applications to government agencies or departments or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Corporation in the form of donations, grants, annual subscriptions or otherwise and generally to raise money in such manner as the Corporation may see fit for its charitable purposes;
9. to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Corporation;
10. to borrow or raise money on such terms and to such extent as the Corporation may deem expedient and, in particular, by the issue of bills of sale, mortgages, debentures, or debenture stock, perpetual or otherwise, charged upon the whole or any part of the Corporation's undertaking, upon such terms as the Corporation may think fit and redeem, purchase or pay off any such securities and to obtain public or private subscriptions;
11. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments;
12. to invest any monies of the Corporation not immediately required for any of its objects in such manner as may from time to time be determined;
13. to subscribe to or become a member of any other society or association whether incorporated or not as the Corporation may see fit; provided that the objects of such society or association are not in conflict with the objects of the Corporation;
14. to undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Corporation;
15. to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Corporation, provided that such companies, institutions, societies or associations shall prohibit the distribution of their income and property amongst their members to an extent at least as great as that imposed on the Corporation under or by virtue of these Articles;

16. to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, Corporations, societies or associations with which the Corporation is authorized to amalgamate;
17. to transfer all or any part of the property, assets, liabilities, and engagements of the Corporation to any one or more of the companies, institutions, Corporations, societies or associations with which the Corporation is authorized to amalgamate; and
18. to do all such other lawful things as are incidental or conducive to the attainment of the above objects.

SCHEDULE "B"

attached to and forming part of the Articles of Incorporation (Form 1) of NEA Memorial Gardens Inc. (the "Corporation")

5.1 Each first director of the Corporation shall become a member of the Corporation upon its incorporation.

5.2 Without limiting the powers of directors as provided in the Corporations Act, the Board of Directors of the Corporation may, without authorization of the members, from time to time, in such amounts and on such terms as it deems expedient:

(a) raise or borrow money for any of the purposes of the Corporation;

(b) secure the repayment of monies so raised or borrowed in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the execution and delivery of mortgages of the Corporation's real or personal property, or by the issue of bonds or debentures of the Corporation secured by mortgage or other charge upon all or any part of the property of the Corporation, both present and future, or unsecured;

(c) sign or endorse bills, notes, acceptances, cheques, contracts, and other evidence of or securities for money borrowed or to be borrowed for the purposes aforesaid; and

(d) pledge debentures as security for loans.

5.3 The Corporation has no authorized share capital and is to be carried on without pecuniary gain to its members. The income and property of the Corporation, howsoever derived, shall be applied solely towards the promotion of the objects of the Corporation as set forth in the Schedule "A" annexed to the Articles of Incorporation and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Corporation. Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officer or servant of the Corporation, or to any member of the Corporation, in return for any services actually rendered to the Corporation, nor to prevent the payment of reasonable and proper interest on money lent or rent for premises demised or let by any member to the Corporation, but so that no member of the Board of Directors of the Corporation shall be remunerated for his or her services as a member of the Board of Directors except repayment of receipted out-of-pocket expenses. Provided further that the Corporation shall not purchase, amalgamate with or contribute to any other company, institution, Corporation, society or association unless such company, institution, Corporation, society or association prohibits the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed upon the Corporation by virtue of this Article. No clause shall be inserted in the By-laws for the time being in force in conflict with this Article.

5.4 Article 5.3 constitutes a condition upon which a Certificate of Incorporation was granted to the Corporation in pursuance of Part XXI of the Corporations Act, R.S.N. 1990, c. C36.

- 5.5 If any member receives any dividend, bonus or other profit in contravention of Article 5.3, his or her liability shall be unlimited.
- 5.6 If upon the winding up or dissolution of the Corporation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Corporation, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Corporation, and which prohibits the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Corporation under or by virtue of Article 5.3. Such institution or institutions is or are to be determined by the members of the Corporation at or before the time of dissolution, or in default thereof by such judge of the Trial Division of the Supreme Court of Newfoundland and Labrador as may have or acquire jurisdiction in the matter, and if and so far as effect must be given to the aforesaid provisions, then all property of the Corporation shall be given or transferred to the Communities / Towns of whom are Members of the Corporation. The Corporation will be limited by Section 430 of NL Corporations Act.
- 5.7 True accounts shall be kept of the sums of the money received and expended by the Corporation and the matters in respect of which such receipts and expenditures take place, and of the property, credits and liabilities of the Corporation and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Corporation for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Corporation shall be examined, and the correctness of the financial statements ascertained, by one or more properly qualified auditor or auditors.