

# ST. JOHN'S INTERGROUP 2000 LIMITED

## ARTICLES OF ASSOCIATION

1. St. John's Intergroup 2000 Limited is established for the purposes expressed in the Memorandum of Association.
2. These articles shall be construed with reference to the provisions of **The Companies Act (R.S.M. 1970, Chap 54)** and amendments thereto and, unless the context otherwise requires, words and expressions in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which **these Articles become binding on ST. JOHN'S INTERGROUP 2000 LIMITED** which shall hereinafter be called 'the company'.
3. The number of members with which the company proposes to be registered is thirty five but membership will vary directly with the number of A.A. groups in St. John's and nearby communities, there being one member of the company for each A.A. group.

### QUALIFICATION AND ADMISSION OF MEMBERS

4. The first members of the company shall be the signatories of the Memorandum of Association and these articles and every person who was, at the date of incorporation, a member of the unincorporated group known as "St. John's Intergroup 2000 Limited".
5. Any member in good standing of any A.A. group in St. John's or nearby communities is eligible for membership in the company, provided that, except as set forth in Article 31, not more than one member of any such A.A. Group may be a member of the company at any one time and provided also that membership in the company shall not be restricted because of age, sex, religious persuasion, race or nationality.
6. **Each A.A. Group in St. John's and nearby communities shall have the right from time to time to elect one of its members to be its representative on St. John's Intergroup 2000 Limited** and such representative shall, upon advice by the Secretary or other office of such A.A. Group to the Secretary or Office Manager of the company of such election, be a member of the company.
7. All members shall be subject to such rules and regulations as may be approved from time to time at general meetings of the company.

### RETIREMENT OF MEMBERS

8. Any member of the company may retire by notice in writing to the Secretary of the company or to the Secretary or other officer of the A.A. Group of which he is the representative.
9. Any member of the company who fails to adequately represent the A.A. Group of which he is a member and/or conducts himself in a manner prejudicial to the objects of the company may be removed by the said A.A. Group from the office of Representative and upon the advice, by the Secretary or other Officer of such A.A. Group to the Secretary or Office Manager of the Company, of such removal, the said member shall be deemed to have retired.
10. A member of the company who has completed the term for which he was elected as Representative shall be deemed to have retired unless re-elected as Representative by the same or another A.A. Group.

### GENERAL MEETINGS

11. The company shall in each year hold general meetings as follows:-
  - a) **The annual general meeting for presentation of the Chairman's Report and the audited financial statement and for the election of officers, as well as other business, shall be held in January;**
  - b) General meetings for the consideration of the day to day regular and special business of the company may be held monthly but, in any event, shall be held not less frequently than six times in each year;
  - c) The Executive Committee may convene extraordinary general meetings whenever it deems it

desirable to do so and shall call such a meeting upon the written demand of six or more members. Should the Executive Committee fail to convene a general meeting within fourteen (14) days of the date of receipt of such demand by the Chairman or other officer of the Company, the six or more members desirous of having such a general meeting, may themselves convene an extraordinary general meeting subject to appropriate notice as provided for in paragraphs (d) and (e) of this clause;

d) Seven days notice at least specifying the place, day and hour of meeting and, in the case of an extraordinary general meeting, the nature of the business to be dealt with, shall be given in the manner prescribed in the paragraph (e) of this clause, or in such other manner as may be agreed by the company in general meeting, to each member of the company;

e) Notice of meeting shall be posted in the company's Central Office and given in writing or verbally to each member of the company or to the Chairman or other officer of the A.A. group of which the member is a representative. Should the time and place of a general meeting be agreed upon at an earlier general meeting, the delivery to each member of a copy of the minutes of such earlier meeting shall constitute adequate notice of meeting. The accidental omission to give notice of a meeting to any member shall not invalidate the proceedings of such meeting provided that notice shall have been posted in the Central Office.

#### **PROCEEDINGS AT GENERAL MEETINGS**

12. The Business to be transacted at a general meeting shall be described in an agenda communicated to

members at or before the time of meeting and shall in all cases, including business arising from the minutes of the previous meeting; provided that any member may introduce at the meeting an item of business not included in the agenda and such item of business may, at the discretion of the Chairman, be disposed of forthwith or deferred to the next regular general meeting or to an extraordinary general meeting to be held specially to deal with such item of business.

13. No business shall be transacted at any general meeting unless a quorum of members is present; save as herein otherwise provided. **Ten members present in person shall be a quorum.**

14. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting,

if convened upon the demand of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and such other time and place as the Executive Committee may determine, and, if at the adjourned meeting, the members present shall be a quorum. As much notice as practicable shall be given of any adjournment arising from the absence of a quorum.

15. The Chairperson of the company or, in his absence, the Vice-Chairperson, shall preside at every general meeting of the company, provided that if these offices are for the time being, vacant, or if the Chairperson and Vice-Chairperson are not present within fifteen minutes after the time appointed for the holding of the meeting, the members present, constituting a quorum, shall choose one of their number to be chairperson of the meeting.

16. At any general meeting **a resolution put to a vote** of the meeting shall unless a poll be demanded by the Chairman or by any three members present, **be resolved by show of hands** and, unless a poll be so demanded, a declaration by the Chairperson that a resolution has, on show of hands been carried or defeated, shall be entered in the minutes of the meeting and such entry shall be conclusive evidence of such carriage or defeat as the case may be.

17. Should a poll be demanded it shall be taken forthwith.

#### **VOTES OF MEMBERS**

18. **Every member shall have one vote which may be given personally or by proxy** who shall be that person designated by the A.A. group of which the member is a representative to act as an alternate

and such proxy need not be a member of the company.

19. The Chairperson of the meeting shall be entitled to a vote but, in the case of an equality of votes, he shall not have a second or casting vote.

#### **POWERS AND DUTIES OF OFFICERS AND DIRECTORS**

20. The business of the company shall be managed by the Officers and Directors acting together to be constituted and known as the Executive Committee and they shall exercise all such powers as are set by the Company Act or by these Articles or by the company in general meeting subject to the provisions of the Act or of these Articles.

21. The Executive Committee shall have control and management of the company and its assets, subject to the will of the members expressed in general meetings of the company; and may exercise all powers of the company to raise funds for the furtherance of the objects of the company, and may operate an account with any chartered bank or registered trust company, provided that cheques shall be issued or funds of the company withdrawn only under the signatures of two of the four signing officers, namely the Chairperson, the Vice-Chairperson, the Treasurer and one other selected by the Executive Committee who may be the Manager of the company's Central Office.

22. The Executive Committee shall cause minutes to be made:

a) Of all elections and appointments of Officers and Directors;

b) Of the names of all Officers, Directors, other members and other persons present at all meetings of the company, the Executive Committee and other committees and sub-committees of the company;

c) Of all resolutions and proceedings at all meetings of the company, the Executive Committee and other committees and sub-committees of the company, and copies of such minutes shall be held in the Central Office of the company and be made available for inspection by any member or members upon request, provided that such copies of such minutes shall not be removed from the Central Office unless an additional spare copy or copies be available.

23. The Executive Committee shall, at the end of each year, prepare a budget setting forth in detail the estimated revenues and expenditures for the succeeding year and shall submit such budget to the members of the company at the Annual General Meeting for their approval or amendment and the budget as passed by the members at the Annual General Meeting shall be binding upon the Executive Committee; provided that supplementary budgets may be submitted from time to time for approval, amendment or rejection by the members of the company in regular or extraordinary General Meeting.

24. The Executive Committee may prepare by-laws, amendments to by-laws and recommendations for the repeal of by-laws and submit the same to the members of the company in general meeting for their acceptance, amendment or rejection shall be binding upon the Executive Committee and all members and employees of the company, provided that no by-laws shall be inconsistent with or shall alter or repeal anything contained in the Memorandum of Association or in these Articles.

25. The Executive Committee may employ an Office Manager and such other persons as it deems necessary to conduct the business of the company in the Central Office of the company at rates of remuneration consistent with work load and responsibility; provided that such remuneration and other expenses incurred in the operation of the Central Office and any other activities directed towards furtherance of the objects of the company shall be in accordance with the budget approved by the members of the company at the Annual General Meeting or with a supplementary budget approved at a subsequent general meeting.

#### **OFFICERS, DIRECTORS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

26. Until the first General Meeting, the first Executive Committee of the company shall be the Executive Committee of the unincorporated group known as St. John's Intergroup 2000 Limited, who are the subscribers of the Memorandum of Association and to these Articles.

27. The Officers of the company shall consist of a Chairperson, Vice-Chairperson, a Treasurer, a Secretary and an Assistant Secretary.

28. The Directors of the company, unless otherwise determined by the members of the company in extraordinary General Meeting, shall be not more than three in number, not including the Officers of the company nor shall there be fewer than one Director who shall be the Immediate Past Chairperson or another member elected in his/her stead in accordance with Article 31 hereof.

29. The Officers and Directors acting together shall constitute the Executive Committee.

30. No member of the Executive Committee shall receive any remuneration for his services but nothing herein shall be deemed to prohibit the payment by the company of any sum to any Officer for any services of a professional, clerical, technical or other nature not related to the duties of his office actually rendered by such Officer or Director to the company; provided that any such payment shall have received the prior approval of the members of the company in General Meeting.

31. The officers and Directors of the company shall be elected bi-annually for terms of two years or such other term, not exceeding four years, as the members, in General Meeting may determine, at the Annual General Meeting.

The following rules as to eligibility shall apply:

a) Except as provided for in paragraphs (e) and (h) of this clause, any candidate for any office or for a Directorship must be a member of the company;

b) The Chairperson, Vice-Chairperson and Assistant Secretary shall not be eligible for re-election to the same office but subject to paragraph (j) of this Article, the Vice-Chairperson and Assistant Secretary are each eligible for election to any other Office or Directorship, provided that any Officer who was elected for part of a year to finish the term of an Officer who vacated his Office, shall be eligible for re-election to the same office;

c) On conclusion of his/her term of office the Chairperson shall become a Director of the company and shall serve in that capacity for two years at the end of which he/she shall retire from the Executive Committee.

d) The Treasurer may be re-elected to the same office or elected to any other office, subject to paragraph (j) of this Article, provided that no member may be elected to the Office of the Treasurer for more than four consecutive years;

e) The Office of Secretary may be filled by the election thereto of the Manager of the company's Central Office and in such event the Secretary may be re-elected to that Office annually until such time as he or she shall have vacated the position of Manager of the Central Office;

f) Should the Office of Secretary be filled by a member other than the Manager of the company's Central Office, the election of a Secretary shall be governed by the same rules of eligibility as apply to Vice-Chairperson and Assistant Secretary as stated in paragraph (b) of this clause;

g) Directors, other than the Immediate Past Chairperson, are eligible for re-election as Directors or for election to any office, subject to paragraph (j) of this Article;

h) Any member of the company, being the Representative of an A.A. group, who is elected to any office or directorship shall continue as Representative of such A.A. group until the term for which it appointed him/her shall have expired, after which such A.A. group may designate such Officer or Director to continue to be its Representative, or it may appoint a Representative to be a member of the company in addition to such Officer or Director;

i) Any provisions of this Article to the contrary notwithstanding, the members of the company in General Meeting may entertain a resolution authorizing the candidacy for any office of any person or persons even though such person or persons may not be members of the company or, being members, may be disqualified by some other paragraph of this Article, and if such resolution is endorsed by not fewer than two thirds of the members present at such General

Meeting, the names of such disqualified members and of persons not members of the company may be put in nomination for such office; provided that: 1) all candidates must be members in good standing of the Fellowship of Alcoholics Anonymous, and 2) written notice of such resolution shall have been posted in the company's Central Office and delivered to members not fewer than fourteen (14) days before the regular or extraordinary General meeting at which it is to be considered;

j) A member of company who has served on the Executive Committee for three consecutive full terms shall retire from the Committee and shall not be eligible for election or re-election to any Office or Directorship until at least one year after retirement, provided that:- 1) The foregoing shall not apply to the election to the Office of Secretary of the Manager of the company's Central Office and 2) The Chairperson on completion of his term as Chairperson shall become a Director for a further term of two years, even though he/she may already have completed three full terms as a member of the Executive Committee;

k) A member of the Executive Committee who ceases to be a member in good standing of the Fellowship of Alcoholics Anonymous shall be expected to retire and shall not be eligible for reelection or election to any office until he or she shall have once again become a member in good standing of the aforesaid Fellowship.

l) Vacancies arising during the term because of death or retirement shall be filled as follows:

m) 1) Chairperson - By appointment thereto of the Vice-Chairperson

n) 2) Secretary - By appointment thereto of the Assistant Secretary

o) 3) Other Offices and Directorships – By the election of a replacement at the monthly meeting next after that following the date of the vacancy;

p) 4) Officers and Directors appointed or elected to replace another shall serve for the remainder of the term of the Officer or Director being replaced and shall be eligible for re-election or election to another office at the end of such term.

32. The election of Officers and Directors shall take place as follows:-

a) At a General Meeting to be held not later than the 31<sup>st</sup> day of October each year. The members of the company present at such General Meeting shall elect a Nominating Committee consisting of the Chairperson, the Vice-Chairperson and two members of the company not being members of the Executive Committee.

b) The Nominating Committee shall submit the names of one or more candidates for election to each Office at the Annual Meeting;

c) At the Annual Meeting nominations of candidates for election to the various Offices to be filled may be made by members and, when duly seconded, such nominations shall have the same status as those made by the Nominating Committee;

d) If two or more candidates accept nomination, a ballot shall be taken; in the event of a tie a second ballot shall be taken and if such second ballot fails to break the tie the Chairman shall select the successful candidate by lot.

33. The Executive Committee shall meet at least once each month at questions brought before it shall be

resolved by a majority vote of those present. Unresolved questions shall be referred to the next regular or special Committee Meeting and if still unresolved, shall be referred to the next regular General Meeting of the company or to an earlier extraordinary General Meeting.

34. The members of the company in General Meeting may from time to time designate the number of members required to constitute a quorum of the Executive Committee. Unless so designated the number of members of the Executive Committee consisting a quorum shall be three, one of whom must be the Chairperson or the Vice-Chairperson.

35. The functions of the Officers shall be as follows:

- a) **The Chairperson** shall preside at all General Meetings and at all meetings of the Executive Committee; shall be, ex-officio, a member of all Committees; shall supervise the activities of the company's Central Office and shall perform such other duties as will further and co-ordinate the activities of the company and as are incidental to his office;
- b) **The Vice-Chairperson** shall assume the duties of the Chairman in that Officer's absence and shall act as liaison between the Executive and such sub-committees as the Chairman may direct;
- c) **The Secretary** shall attend and record minutes of all General Meetings and of all meetings of the Executive Committee; shall arrange for the distribution of copies of such minutes to all entitled to receive them; shall issue notices of meetings and perform all other duties incidental to the office of Secretary;
- d) **The Treasurer** shall ensure safe custody of all monies collected or otherwise acquired by or on behalf of the company; shall ensure that all expenditures are legitimate and properly authorized; shall maintain records and accounts of all receipts and expenditures; shall be Chairman of any Finance Committee which may be established from time to time;
- e) **The Assistant Secretary** shall assume the duties of the Secretary in that Officer's absence; shall assist the Secretary as required from time to time.

36. The members of the company in General Meeting may establish such Committees as may from time to time be required to further the objects of the company.

#### **FEES AND ACCOUNTS**

37. There are no dues or fees for membership in the company but **A.A. Groups whose Representatives are**

**members of the company are expected to make a contribution in accordance with the Group conscience in line with suggestions made by the General Service Office.**

38. The Company may raise funds, in addition to those contributed by A.A. Groups, by soliciting donations

from members of Alcoholics Anonymous in the St. John's area; **by the sale of literature; by holding conventions for members of Alcoholics Anonymous; by holding banquets, dances and other entertainment;** and by any other lawful means which conform to the principles of Alcoholics Anonymous, provided that the amount donated by any individual either directly or by bequest, shall not exceed the sum of one thousand dollars (\$1,000.00) in any calendar year.

39. **The Executive Committee shall cause to be kept books of account in which records shall be maintained of all sums received and expended by the company showing sources of sums received and matters for which expenditures were made; all purchases and sales of literature, medallions and other items by the company; and the assets and liabilities of the company.**

#### **AUDITORS**

40. **At the Annual General Meeting the Executive Committee shall submit for approval the names of two persons or of a firm of Chartered Accountants to act as Auditors for the ensuing year. Should the General Meeting fail to approve the Auditors recommended by the Executive Committee, Auditors may be appointed by a majority vote of members present.**

41. **The Auditors may inspect the books and accounts of the company from time to time during the year and shall do so at the end of the year. They shall submit their audit report to the Chairman for presentation to members at the Annual General Meeting.**

#### **SEAL**

42. The Executive Committee shall procure and thereafter provide for the safe custody of the Seal, which shall be used only by the authority of the Executive Committee and every instrument to which the seal shall be affixed shall be signed by the Chairperson or Vice-Chairperson and shall be countersigned

by the Secretary or Assistant Secretary.

**AMENDMENTS**

43. The Articles of Association of the company may be amended by a three-quarters vote of the members present in person or by proxy at an extraordinary General Meeting of the company convened for the purpose; provided that, in addition to the notice required by Article 11 hereof, a copy of the proposed amendments shall have been sent by post or handed personally to each member not later than thirtyone days prior to the date of the extraordinary General Meeting.

We the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of these Articles of Association.

NAME & SIGNATURE ADDRESS OCCUPATION

Witness to the above signatures

Dated at St. John's this day of A.D. 2000.