

**THE COMPANIES ACT 1970  
COMPANY LIMITED BY GAURENTEE  
ARTICLES OF ASSOCIATION**

-of-

**THE GANDER ROD AND GUN CLUB**  
(Amended 2013)

**THE COMPANIES ACT 1970  
COMPANY LIMITED BY GAURENTEE  
ARTICLES OF ASSOCIATION**

-of-

**THE GANDER ROD AND GUN CLUB**

**INTERPRETATION**

1. For the purpose of registration the number of members of the Club is declared not to exceed two hundred (200).
2. The Executive Committee (Executive) hereinafter mentioned, may, whenever the business of the Club requires it, register an increase in members.
3. These Articles shall be constructed with reference to the provisions of the Companies Act of 1970, and the amendments thereto, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the said Act and amendments thereto.
4. The Club is established for the purpose expressed in the Memorandum of Association.

**MEMBERSHIP**

- 5.<sup>(2)(3)</sup> Any person eighteen (18) years or over shall be qualified to be elected a member of the Club.
  - a) In addition there shall be Junior members up to age seventeen (17), except that bona fide students may retain junior member status up to including age eighteen (18).
  - b) In addition there shall be Senior members of age sixty-five (65) or greater.
  - c) Spouses and children of members may become non-voting members of the Club through the purchase of a family membership, except that when a child reaches the age of eighteen (18) years he or she shall no longer be eligible under the family membership.
  - d) Junior members shall have no voting privileges.
  - e) Junior members, and member's children under the age of eighteen (18) years may not transport firearms to Club property or functions unless accompanied by a member of legal age.
6. Every candidate for membership shall be proposed by one and seconded by another member of the Club; to both of whom he or she shall be personally known.
- 7.<sup>(2)(3)</sup> Membership fees will be set as follows.
  - a) Regular one (1) year membership fees shall be a minimum of forty-five (45) dollars per year valid until December 31st of the current year. Multi-year membership fees, based on the one year fee and including a possible discount, may also be offered, valid until December 31st in the final year of the term. Regular members reaching the age of sixty-five (65) years before the end of December may subscribe to a Senior membership for that year. Fees shall be due at the end of January in each year, and such fee shall entitle regular members to all Club privileges, including the right to vote.
  - b) Senior membership fees shall be a minimum of thirty-five (35) dollars per year valid until December 31st of the current year. Multi-year membership fees, based on the one year fee and including a possible discount, may also be offered, valid until December 31st in the final year of the term. Fees shall be due at the end of January in each year, and such fee shall entitle senior members to all Club privileges, including the right to vote.

- c) Junior membership fees shall be a minimum of thirty-five (35) dollars per year valid until December 31st of the current year. Multi-year membership fees, based on the one year fee and including a possible discount, may also be offered, valid until December 31st in the final year of the term. Junior members reaching the age of eighteen (18) years before the end of December in a year in which they have already subscribed to the Junior membership fee may be allowed to continue as Junior members until December 31st of said year. Fees shall be due at the end of January in each year, and such fee shall entitle Junior members to all Club privileges, except the right to vote.
  - d) Family membership fees shall be a minimum of ten (10) dollars per year, over and above the cost of a Regular or Senior membership, valid until December 31st of the current year. Multi-year membership fees may also be offered and shall be a multiple of the one year fee, valid until December 31st in the final year of the term. Fees shall be due at the end of January in each year, and such fee shall entitle Family members to all Club privileges, except the right to vote.
  - e) Reduced membership fees may be offered for persons first joining the Club later in the season. This would apply only to new members and not to members renewing their membership for the current season. A Membership Fee Schedule shall be published declaring current membership fees.
8. Applications for memberships must be made in writing signed by the candidate and his proposer and seconder, and sent to the Secretary-Treasurer of the Club, accompanied by the appropriate fee, which will be returned if the candidate is not accepted.
9. A candidate shall be declared elected at a meeting of the Executive Committee by a majority of two thirds (2/3) vote of the members present and voting, or by a majority vote at any general meeting.
10. Members of this Club must observe all Provincial and Federal Fish and Game Laws in force, or that may come into force, and shall as far possible prevent breaches of such Laws by others.
11. Members convicted of breaches of any Fish or Game Law shall automatically cease to be members of this Club.
12. Membership cards, badges, or other insignia shall be worn by the members of this Club, at the discretion of the Executive Committee.
- 13.<sup>(2)(3)</sup> Members shall have voting privileges as described below.
- a) Every member, other than Junior, Family, Affiliate, or Honorary members, shall be entitled to vote at any general or special meeting of the Club.
  - b) Every member shall have one vote and no more.
  - c) No member shall be entitled to vote at any meeting unless all monies due from him to the Company have been paid.
  - d) A vote may not be given by proxy.

## **FUNDS**

14. The funds of the Club shall consist of:
- (a) Membership fees;
  - (b) Donations, subscriptions and gifts of charitable and well-disposed persons or organizations;
  - (c) The proceeds of any plan that the Executive Committee may decide upon to raise funds in aid of carrying out the objects of the Club.

## GENERAL MEETINGS

15. The first general meeting shall be held at such time, not being more than three (3) months after the incorporation of the Company, and at such place as the Executive Committee may determine.
- 16.<sup>(2)</sup> Subsequent general meetings shall be held annually during April and quarterly thereafter as necessary. The April meeting shall be known as the Annual Meeting. The meeting shall be called by order of the Executive Committee.
17. Forty-eight (48) hours public notice shall be given setting forth the date, time, and place of the meeting.
18. The above mentioned general meetings shall be called ordinary meetings; all other general meetings shall be called special.
19. Special meetings of the Club may be called in similar manner at any time by order of the Executive Committee or as any general meeting may direct.
20. Special meetings shall also be called in similar manner by the Secretary on his being presented with a written requisition so to do signed by any ten (10) members of the Club and expressing the object of the meeting proposed to be called.
21. Twenty-five (25) percent of the members of the Club present at any general meeting or special meeting shall form a quorum.
22. At any quarterly meeting of the Club, any business except the discussion and adoption of annual reports may be dealt with. Annual reports shall be dealt with only at the annual meeting or at an adjournment thereto.
23. The first meeting of the Club shall be deemed a general meeting for the purpose of election of officers and Executive Committee.
24. Should a vacancy or vacancies occur in the Executive Committee, the President shall have the power to appoint replacements from the current Club membership to serve for the remainder of the term.
25. The President shall preside as chairman at every general meeting of the Company.
26. If there is no such chairman, or if at any meeting he is not present at the time of holding the same, the members present shall choose some one of their number to be chairman at such meeting.
27. The chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
28. At any general meeting, unless a poll is demanded by at least five (5) members, a declaration by the chairman that a resolution has been carried and an entry to that effect in the book of proceedings of the Company, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
29. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the chairman directs, and the results of such poll shall be deemed to be the resolution of the company in general meeting.

## OFFICERS AND EXECUTIVE

- 30.<sup>(2)(3)</sup> The Board Of Directors of the Club shall consist of the offices described below.
  - a) The Officers of the Club shall be a President, Vice-President, and Secretary-Treasurer, except that the President shall be empowered to divide the office of Secretary-Treasurer if, in his opinion, conditions warrant such division.
  - b) All offices of the Club shall be honorary and without remuneration.
  - c) The Executive Committee shall consist of the Officers and a committee of six (6) Directors, with power to appoint sub-committees, the latter from amongst themselves, or from the members of the Club generally.
  - d) Officers shall normally serve a term of at least one (1) year except the President shall normally serve a further year as Past-President following the end of his term.

- e) Directors shall normally serve a term of at least two (2) years, staggered so that only three of these members would complete their term in any year.
31. Until an Executive committee is elected, the subscribers of the Memorandum of Association shall for the purposes of this act be deemed to be the Executive Committee.

## **ELECTION**

- 32.<sup>(2)(3)</sup> The Board of Directors of the Club will be elected as described below.
- a) At each annual meeting the President, Vice-President, Secretary-Treasurer, and three (3) Directors, shall separately be duly nominated by a proposer and a seconder. If multiple members are nominated to serve as any Officer, a ballot of the members so nominated shall be taken, and the member receiving the largest number of votes shall be elected. If more than three (3) members are nominated to serve as Directors, a ballot of the members so nominated shall be taken, and the three (3) members receiving the largest number of votes shall be elected.
  - b) In the event of a tie the final and deciding vote shall be recorded by the Chairman conducting the election.
  - c) The immediate Past-President shall automatically become a member of the Executive Committee for the year following the year in which he served as President.
  - d) The total number of Officers and Directors shall generally be ten (10) except that there shall be a total of eleven (11) in any year in which the office of Secretary-Treasurer is divided.
  - e) Five members of the Executive Committee present at any meeting shall form a quorum.

## **THE DUTIES OF THE EXECUTIVE COMMITTEE ARE AS FOLLOWS:**

- 33.<sup>(2)(3)</sup> The duties of the Executive Committee are described below.
- a) To meet at least once every two (2) months for the discussion, consideration and disposal of the current and future business of the Club.
  - b) To carry out in the name of the Club the aims and objects of the Club in such a manner and to such extent as the Committee in its discretion sees fit.
  - c) To purchase, take, lease or exchange, or otherwise acquire, any lands, buildings, basements, rights of common, or property real or personal, which may in the opinion of the Executive Committee be requisite for the purpose of, or conveniently used in connection with any of the objects of the Club, and to sell, demise mortgage, give in exchange, or otherwise dispose of same.
  - d) To invest and deal with the money of the Club, which in the opinion of the Executive Committee is not immediately required, upon such securities and in such manner as may from time to time be determined.
  - e) To borrow, or raise and give security for, money by issues of, or upon bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of the Club, or by mortgages or charge upon all or any part of the property of the Club, and to make provisions for repayment of same.
  - f) To act in relation to all or any matter in the name of the Club and to do all acts and things consistent with the objects of the Club, as in its discretion the Committee deems necessary. Financial transactions or expenditures exceeding the sum of two hundred and fifty (250) dollars should be approved by simple majority at a meeting of the Executive Committee. Financial transactions or expenditures exceeding the sum of two thousand five hundred (2500) dollars should be approved by simple majority at a meeting of the members of the club.

## THE DUTIES OF THE OFFICERS ARE AS FOLLOWS:

34. 1. **PRESIDENT:**
- a) To call or arrange to have called, meetings of the Club and Executive Committee as herein provided.
  - b) To preside at all meetings of the Club and Executive Committee and maintain order and preserve fair discussion thereat.
  - c) To sign with the Secretary-Treasurer or Secretary, all contracts of the Club which require to be in writing.
  - d) To have joint custody with the Secretary-Treasurer, or delegate such custody to the Vice-President during his absence.
  - e) To present at each annual meeting of the Club a report reviewing the work done and activities engaged in , by the Executive Committee during its term of office.
  - f) Such other duties as may be assigned to him at a meeting of the Club.
2. **VICE-PRESIDENT:**
- a) To perform the duties of the President when the latter is absent or unable to act.
  - b) Such other duties as may be assigned to him at a meeting of the Club.
3. **SECRETARY OR SECRETARY-TREASURER:**
- a) To summon all meetings of the Club and of the Executive Committee at the times and places as the President, or in his absence, the Vice-President shall so instruct.
  - b) To keep faithful records of all resolutions and transactions of the Club in a book known as a Minute Book.
  - c) To keep a complete list of members showing the date of admission and the sums paid from time to time by each member.
  - d) To have the custody of the Minute Book and all papers, lists, memoranda, and documents of the Club.
  - e) To issue orders for the purchase of sundry or other supplies that may be required for the use or purpose of the Club.
  - f) To sign all contracts of the Club that require to be in writing, in conjunction with the President.
  - g) Such other duties as may be assigned to him; e.g. duties of Treasurer when the offices of Secretary and Treasurer are combined.
4. **TREASURER:**
- a) To receive all monies paid or donated to the Club and give valid receipts for same.
  - b) To keep a list of members and to enter into a book to be known as the Treasurer's Account Book, a record of all monies received or paid on behalf of the Club.
  - c) When, and as often as, the monies in his possession exceeds twenty-five (25) dollars, to deposit same in the Bank to the credit of an account in the name of the Club.
  - d) To have joint custody with the President, or in his absence, the Vice-President, of all monies belonging to the Club.
  - e) To present at each annual meeting of the Club a full statement of the financial affairs of the Club, showing receipts and expenditures, and a true financial status of the Club.
  - f) To liquidate all debts of the Club duly and properly incurred, either by payment of monies or cheque.
  - g) To furnish the Secretary an account of all monies paid from time to time by members or others.

- h) Such other duties as may be assigned him, having regard for the combining of the offices of Secretary and Treasurer in a normal year.

## **ALTERATION OF ARTICLES**

35. The Club may at any time alter, change, or amend its Articles of Association at any general meeting of the Club, either as to its aims and objects or as to its manner of government, by a two-thirds (2/3) majority vote of the members present and voting; provided that seven (7) days public notice be given of such proposed changes or amendments.

## **WINDING UP**

36. The Company shall be wound up voluntarily whenever an extraordinary resolution, as defined by The Companies Act, is passed, requiring the Company to be wound up voluntarily.

## **AMENDMENTS<sup>(1)</sup>**

- 37.<sup>(1)</sup> WHEREAS it has always been a "Gentleman's Agreement" that there be no hunting on Gander Rod and Gun Club property, wildlife on said property shall be considered safe and free from harassment and hunting. The Newfoundland Wildlife Act's definition of hunting shall apply, i.e. hunting being described as "shooting, snaring, pursuing or lying in wait thereof". Voted upon and passed by a majority of voting members present on March 6, 1985.

!Copy!

!Original papers are located in Club files!

<sup>(1)</sup>AMENDMENTS section (37.) added by:

Dylan Driscoll  
Secretary/Treasurer  
April 15, 1997

<sup>(2)</sup>Sections added and/or amended as per AGM 2002

Dylan Driscoll  
Secretary  
April 08, 2002

<sup>(3)</sup>Sections added and/or amended as per AGM 2013

Dylan Driscoll  
Secretary  
April 10, 2013