

MEMORANDUM OF ASSOCIATION
of
NOVA SCOTIA RESIDENTIAL AGENCIES ASSOCIATION

Revised April 5, 2001

1. The name of the Association is Nova Scotia Residential Agencies Association.
2. Statement of Purpose:
Nova Scotia Residential Agencies Association is a non-profit Association whose membership is composed of non-profit residential service providers for adults with mental handicaps or mental disabilities.
3. The objects of the Association are:
 - (a) To serve as a resource and support network for the development of education and training programs, pertinent to the member organizations.
 - (b) To lobby around issues of concern to the member organizations in efforts of advocacy and maintenance of standards.
 - (c) To carry out work in community education and public relations.
 - (d) To acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Association.
 - (e) To buy, own, hold, lease, mortgage, sell, and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Association.
 - (f) To do all other acts and things as may be necessary for, or incidental to, the attainment of the foregoing objectives.

PROVIDED that nothing herein contained shall permit the Association to carry on any trade, industry, or business and the Association shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the Association shall be used solely for the purposes of the Association and the promotion of its objectives.

PROVIDED, further, that if for any reason the operations of the Association are terminated or are wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to some other charitable organization in Canada, having objects similar to those of the Association.

4. The activities of the Association are to be carried on in the province of Nova Scotia.

We, the several persons whose names, addresses, and occupations are subscribed, desire to be formed into an Association, in pursuance of this Memorandum of Association.

DATED at Sydney, Nova Scotia, this second day of June.

A. D. 1993

NAMES

ADDRESSES AND OCCUPATIONS

Joan Paquette	Yarmouth, NS - Exec. Dir. Y.A.C.R.O.
Jeff Moore	Wolfville, NS - Director L'Arche
Barb Campbell	Windsor, NS - Exec. Dir. Kings Meadon Res.
Carol Evans	Halifax, NS - Exec. Dir. MCHA
Janice McDade	Truro, NS - Exec. Dir. CRSS
Jane M. Crawley	Sydney, NS - Exec. Dir.
Michael Walsh	Sydney, NS - Exec. Dir.
Robin Strickland	Lantz Group Home Exec. Dir.
Agnes Sampson	Association for Treatment of Autism (Program Dir.)
Maureen Brennan	Unity House Association (Exec. Dir.)
Carol-Ann Brennan	Regional Services Association - Dartmouth - Exec. Dir. (acting)

Witness to the above signatures:

Andre McConnell_____

of Halifax, in the county of Halifax, province of Nova Scotia.

Social Worker_____ (occupation)

BY-LAWS
of
Nova Scotia Residential Agencies Association

1. In these by-laws unless there is something in the subject or context inconsistent therewith
 - (a) "Association" means Nova Scotia Residential Agencies Association.
 - (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - (c) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention of purpose the resolution as a special resolution has been duly given.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other agencies as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Association, and their names shall be entered in the Registry of Members accordingly.
3. For the purpose of registration, the number of members of the Association is unlimited.
4. Every member of the Association shall be entitled to attend any meeting of the Association and to vote at any meeting of the Association and to hold any office, but there shall be no proxy voting.
5. Membership in the Association shall not be transferable.
6. The following shall be admitted to membership in the Association subject to approval of the other Association members:
 - (a) "Member" administrator or designate of a non-profit Agency providing residential services for adults with a mental handicap or a mental disability and other disabled groups under the auspices of a Board of Directors.
7. Each application shall be submitted to the chair of the membership committee.

8. An applicant becomes a member upon approval of the membership and upon payment of dues. If the Association does not approve the membership, the applicant has the right to appeal to the next general meeting of the Association.

DUES

9. Each member shall pay to the Association such dues as shall be approved each year by a majority vote of the members present at an annual or semi-annual meeting.
10. Membership dues shall be payable at the annual general meeting for the ensuing year.

FISCAL YEAR

11. The fiscal year of the Association shall be the period from April 1st in any year to March 31st in the next following year.

MEETING

12. The annual general meeting of the Association shall be held within three months following the end of each fiscal year of the Association.
13. Three meetings of the Association will be scheduled over and above the annual general meeting.
14. An extraordinary general meeting of the Association may be called by the President or by the executive at any time, and shall be called by the executive if requisitioned in writing by at least twenty-five percent (25%) in number of the members of the Association, stating the reasons for the meeting when requested.
15. Ten days notice of a meeting, specifying the place, day and hours of the meeting and, in the case of special business, the nature of such business shall be given to the members.

RESOLUTIONS

16. Members who wish to propose a resolution at a general meeting must present it to the executive of the Association no later than twenty days prior to any such meeting. The

executive shall circulate the proposed resolution to the membership at least ten days prior to the meeting.

17.
 - (a) The President of the Association shall preside as President at every general meeting of the Association;
 - (b) If there is no President or if at any meeting he is not present at the time of holding the same, the Vice-President shall preside as President;
 - (c) If there is no President or Vice-President or if at any meeting neither the President nor the Vice-President is present at the holding of the same, the members present shall choose someone of their number to be President.

18. At each ordinary or annual general meeting of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - (a) Approval of minutes of preceding general meeting;
 - (b) Business arising from minutes;
 - (c) Consideration of the annual report of the Association
 - (d) Consideration of the financial statements, including balance sheet and operating statement and the report of the audit committee thereon;
 - (e) Any other old business;
 - (f) Election of the officers for the ensuing year;
 - (g) New business
 - (h) Appointment of Audit Committee
 - (i) Other business

19. The President 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, unless notice of such new business is given to the members.

20. At any meeting, unless a poll is demanded by at least three members, a declaration by the President that a resolution has been carried and an entry to that effect in the book of proceedings of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favor of or against such resolution.

21. If a poll is deemed in manner aforesaid, the same shall be such manner as the President may prescribe and the result of such poll shall be deemed to be the resolution of the Association in general meeting.

VOTING

22. Every member shall have one vote and no more.

23. The president shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he/she shall have a casting vote.

QUORUM

24. No business shall be transacted at any meeting of the Association unless a quorum of members is present at the commencement of such business and such quorum shall consist of fifteen members.
25. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.
26. Unless otherwise determined by general meeting, the number of officers shall not be less than six.
27. At the first ordinary or annual general meeting of the Association and at every succeeding ordinary or annual general meeting, all the officers holding office shall retire from office but shall hold office until the dissolution of the meeting at which time their successors are elected and retiring officers shall be eligible for re-election.
28. Meetings of the executive shall be held as often as the business of the Association may require and shall be called by the Secretary. A meeting of the executive may be held at the close of every ordinary or annual general meeting of the Association without notice. Notice of all other meetings specifying the time and place thereof, shall be given either orally or in writing to each officer within a reasonable time before the meeting is to take place, but non-receipt of such notice by any officer shall not invalidate the proceedings at any meeting of the Executive
29. No business shall be transacted at the Executive unless at least one-third in number of the officers are present at the commencement of such business.
30. The President or, in his absence, the Vice-President shall preside as Chairperson at the meetings of the Executive.
31. The President shall not be entitled to vote as an officer but in the case of an equality votes, he shall have a casting vote.

POWERS OF OFFICERS

32. The management of the activities of the Association shall be vested in the officers who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, 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 done by the Association in general meeting.

OFFICERS

33. The officers of the Association shall be a Past President, a President, a Vice-President, a Treasurer, a Secretary and one Member at Large to be elected from the membership.
34. The members shall elect one of their Number to be the President of the Association. The President shall have general supervision of the activities of the Association and shall perform such duties as may be assigned to him by the members from time to time.
35. The members may also elect from their number a Vice-President. The Vice-President shall, at the request of the members and subject to its directions, perform the duties of the President during the absence, illness, or incapacity of the president or during such period of the president may request him to do so.
36. (a) There shall be a secretary of the Association who shall keep the minutes of the meeting of members and executive and shall perform such other duties as may be assigned to him by the members. The members shall elect the secretary.
- (b) There shall be a treasurer of the Association to carry out such duties as the members may assign. The members shall elect the treasurer.
- (c) There shall be a Member at Large of the Association within the Executive who shall carry out such duties as the members may assign. The members shall elect the Member at Large.
- (d) The Executive may appoint a temporary substitute for the secretary who shall, for the purpose of these by-laws, be deemed to be the secretary.

REVIEW OF ACCOUNTS

37. The Internal Audit Committee of the Association shall be appointed annually by the members of the Association at the ordinary or annual general meeting and, on failure of the members to appoint an audit committee, the executive may do so.
38. The Audit Committee shall make a written report to the members as to the financial position of the Association and the report shall contain a balance sheet and operating

account. The audit committee shall make a written report to the members upon the balance sheet and operating account, and in every such report, they shall state whether, in their opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Association and properly drawn up so as to exhibit a true and correct view of the Association's affairs, and such report shall be presented at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, reviewed by the audit committee, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.

MISCELLANEOUS

39. The Association shall file with the Registrar with its Annual Statement a list of its officers with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of officer, notify the Registrar of the change.
40. The Association shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
41. The seal of the Association shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Executive or Membership.
42. Preparation of minutes, custody of books and records, and custody of the minutes of all the meeting of the Association and of the Executive shall be the responsibility of the secretary.
43. The books and records of the Association may be inspected by any member at any general meeting at the registered office of the Association.
44. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Membership.
45. The borrowing powers of the Association may be exercised by special resolution of the members.
46. The Association has the power to repeal or amend any of these by-laws by a special resolution passed in the annual meeting.

SPECIAL RESOLUTION

In accordance with Article 46, under Miscellaneous , Memorandum of Association and By-Laws of Nova Scotia Residential Agencies Association I the undersigned hereby submit the follow special resolution:

Be it resolved that the Memorandum of Association and By-Laws of the Nova Scotia Residential Agencies Association presently on file with the Registry of Joint Stocks Company be repealed and replaced with the new version dated April 5, 2001.

Signed: _____ Agency: _____

Date: _____