



Memorandum of Association and By-Laws

of

NOVA SCOTIA RESIDENTIAL AGENCIES ASSOCIATION

**Revised by Special Resolution at the General Meeting
October 4th, 2023**

**Memorandum of Association
of
Nova Scotia Residential Agencies Association**

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 voting membership is composed of non-profit community-based residential service providers supporting persons with disabilities.

3. The objects of the Association are:

- (a) To serve as a resource and support network for the development of education, training and mentoring 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 network with organizations to share resources to strengthen/enhance the work of the Members and the Association.
- (e) To facilitate liaison with other provincial agencies and organizations that share common interests and objectives with the Association and Members.
- (f) To enter into discussions and negotiation with government and civic bodies to obtain their support in carrying out the aims and objectives of the Association.
- (g) 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.
- (h) 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.
- (i) 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 Baddeck, Nova Scotia, this seventeenth day of May, 2023

NAMES

ADDRESSES AND OCCUPATIONS

Witness to the above signatures:

Of _____, in the county of _____, province of Nova Scotia.

(occupation) _____

BY-LAWS
of
NOVA SCOTIA RESIDENTIAL AGENCIES ASSOCIATION

DEFINITIONS

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) **"Board of Directors"** means, collectively, the elected and appointed Officers and appointed Regional Directors of the Association.
 - (c) **"Executive Director"** refers to the most senior staff of the Member Agency, including but not limited to the terms "manager, administrator, chief executive officers and chief administrative officer.
 - (d) **"Member"** means a designate of an organization, who shall be appointed by the Organization and must hold the position of an Executive Director. Official Designates shall represent the Organization that appointed the designate.
 - (e) **"Organization"** means societies or associations.
 - (f) **"Region"** means a number of Member Agencies of the Nova Scotia Residential Agencies Association grouped together on a geographical basis to pursue the aims of the Association.
 - (g) **"Regional Director"** means an Executive Director appointed to serve on the Board of Directors of the Association.
 - (h) **"Registrar"** means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - (i) **"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.
 - (j) **"Voting Member"** means a voting Member in good standing with the Association.
 - (k) **"Subscription Member"** means a *non-voting* Member in good standing with the Association.

MEMBERSHIP

2. There are two tiers of Membership within NSRAA – Voting and Subscription. Each tier has an application process, membership requirements, and levels of access to service (defined in NSRAA policy). Admittance to Membership in the Association is subject to the approval of the other association members and the applicant being in alignment with the requirements outlined in NSRAA policy and associated with their tier of Membership.
3. 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.
4. For the purpose of registration, the number of members of the Association is unlimited.
5. Every Voting 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.
6. Membership in the Association shall entitle the Organization to have 1 representative, who shall be the Official Designate of the Organization.
7. Membership in the Association shall not be transferable.
8. Each application shall be submitted to the chair of the membership committee.
9. An applicant becomes a member to the designated tier of membership 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.
10. Members must maintain their Membership in good standing by paying the annual Membership or other Membership fees, if any, prescribed from time to time by the Directors. Failure to do so will result in the Membership being forfeited or revoked in such a manner as the Directors shall determine.
11. Organization Membership in the Association shall cease:
 - (a) upon the wind up or termination of existence of the Member Organization, or
 - (b) if the Member resigns by written notice to the Association, or
 - (c) if the Member ceases to qualify for Membership in accordance with these By-Laws, or
 - (d) if, by vote of the majority of the Voting Members of the Association or a majority vote of the Directors of the Association at a meeting duly called and for which notice of the proposed action has been given, the Member's Membership in the Association has been terminated.

12. The Voting Members may repeal, amend or add to these By-Laws by a special resolution. No By-Law or amendment to By-Laws shall take effect until the Registrar approves it.
13. No funds of the Association shall be paid to or be available for the personal benefit of any Member.
14. The Association is ultimately accountable to the Members of the Association.

DUES

15. Each member shall pay to the Association such annual dues, according to their membership tier, as shall be fixed from time to time, by a majority vote of the Board of Directors and confirmed by a majority vote of the members present at an annual or semi-annual meeting.
16. Membership dues shall be payable within 30 days of the beginning of the fiscal year.
17. Each Member Agency shall pay outstanding dues amounts for the previous fiscal year prior the annual general meeting to insure voting and election to office privileges.

FISCAL YEAR

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

MEETINGS

19. The annual general meeting of the Association shall be held within three months following the end of each fiscal year of the Association.
20. Three meetings of the Association will be scheduled over and above the annual general meeting.
21. 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.
22. 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.
23. In the case of any meeting held by conference call, video-conferencing or other similar technology, the business conducted and any resolutions passed during such meeting held in compliance with these By-Laws shall be valid and have the same effect as if the

Directors had been personally present.

RESOLUTIONS

24. 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.
25.
 - (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 they are 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.
26. 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
27. 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.
28. 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.
29. 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

30. Every Voting Member shall have one vote and no more.
31. The President shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the President may cast the deciding vote.
32. A motion or resolution put to a vote at any meeting of the Association shall be decided by a simple majority of the Voting Members and who are present at the meeting.
33. Any Member not represented at a meeting must abide by the actions taken by the Association in its absence.
34. Notwithstanding anything also contained in these By-Laws, a resolution in writing signed by all of the Directors shall be as valid as if it had been passed at a duly called and constituted meeting held for that purpose. Any such resolution in writing may be signed in any number of separate identical copies with the same effect as if all Directors had signed the same resolution, and where a Director has signed a resolution in writing in counterpart identical copy, the Director may return the resolution to the office of the Association or to the office of the lawyer for the Association by electronic or facsimile transmission, or by mail or personal delivery and such written resolution shall be deemed to have been signed by the Director upon receipt at such office.
35. The Executive, appointed immediate Past President and appointed Regional Directors of the Association shall form the Board of Directors of the Nova Scotia Residential Agencies Association.
36. The Executive shall be elected from among the Voting Members.
37. Regional Directors of the Association shall be appointed from among the Voting Members in their respective regions.
38. The Province of Nova Scotia, for the purposes of the Association, will be divided into the following regions:

Western	Central	Northern	Eastern
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 - a. At least one representative from each of the four Regions shall fill a seat on the Board of Directors.

QUORUM

39. 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.

40. 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.
41. Unless otherwise determined by general meeting, the number of Directors shall not be less than six.
42. 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.
43. Meetings of the Board shall be held as often as the business of the Association may require and shall be called by the Secretary. A meeting of the Directors 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 Director shall not invalidate the proceedings at any meeting of the Board.
44. No business shall be transacted at the Board unless at least one-third in number of the directors are present at the commencement of such business.
45. The President or, in their absence, the Vice-President shall preside as Chairperson at the meetings of the Board of Directors.
46. The President shall not be entitled to vote as an officer but in the case of an equality votes, they shall have a casting vote.

POWERS OF DIRECTORS

47. The management of the activities of the Association shall be vested in the Board of Directors 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.

DIRECTORS

48. Any Voting Member of the Association, shall be eligible to be elected a Director of the Association.

49. No Directors shall be paid any salary or remuneration.
50. The Directors of the Association should reflect the scope and diversity of its Members.
51. If a Director resigns his/her office or ceases to be a Member in the Association, his/her office as Director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the Board of Directors from among the Voting Members of the Association.
52. The Voting Members may, by special resolution, remove any Director and appoint another person from the Voting Membership to complete the term of office.
53. The management of the Association is the responsibility of the Directors. The Directors may fulfill that responsibility by engaging an Executive Director for the Association and determine his/her duties, responsibilities and remuneration. If an Executive Director is engaged they shall act at all times, in accordance with governance policies adopted by the Association, from time to time, and within any approved budget and financial restraints established by the Directors. If there is no Executive Director, whether permanent or acting, then the Association may engage such other employees and contractors as aforesaid on behalf of the Association and establish responsibility and accountability arrangements for such employees and contractors. The Executive Director is not a member of the Association.
54. The Directors may appoint a nominating committee and such committees as they see fit.
55. For the purpose of selecting Officers for the following year, the Directors, or a nominating committee appointed by the Directors, shall put forward a slate of nominees from among the continuing Directors and the Membership to be presented to the voting Membership at the Annual General Meeting. The Officers, once confirmed at an Annual General Meeting, shall form the Executive Committee.
56. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the Members:
 - (a) upon Nomination; and
 - (b) if serving as a Director, when the possibility of a conflict is realized.
57. A conflict of interest does not prevent a Member from serving as a Director provided that they withdraw from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

DIRECTORS' MEETINGS

58. The Board of Directors shall meet at least 4 times each year, and shall meet more often if required in furtherance of the objects of the Association.

59. A meeting of the Directors may be held at the close of every Annual General Meeting without notice. For all other Board meetings, notice is required and must:
- (a) specify the date, place and time of the meeting, and may specify that a meeting may be held by conference call, video-conferencing or other similar technology which allows Directors participating to speak to each other and hear each other speaking without any undue time delay; in the case of meetings held, in whole or in part, using such technology the meeting notice must specify how Members may call in to or connect with the meeting;
 - (b) be given to the Directors seven (7) days prior to the meeting;
 - (c) be given to the Directors by email, telephone, fax and/or electronic means, specify the nature of the business to be conducted and whether or not the addition of items to the agenda will be entertained at the meeting;
 - (d) the non-receipt of notice by any Director shall not invalidate the proceedings; and
 - (e) notice can be waived for board meetings with the unanimous approval of the Board.
60. In the case of any meeting held by conference call, video-conferencing or other similar technology, the business conducted and any resolutions passed during such a meeting held in compliance with these By-Laws shall be valid and have the same effect as if the Directors had been personally present.
61. Quorum shall consist of one-half of the Directors duly elected or appointed at any time plus one more, provided however that is shall never be fewer than 5 Directors. No business shall be conducted at any meeting of the Board of Directors unless a quorum is present to open the meeting and, upon request, before any vote. President/Chair counts in establishing quorum and has the vote to break a tie.
62. The President or in their absence, the Vice-President or, in the absence of both of them, any Director appointed from among the Directors shall preside as Chairperson of the Board of Directors.

OFFICERS

63. The Officers of the Association shall be a Past President, a President, a Vice-President, a Treasurer, a Secretary to be elected from the Voting Members.
64. The Voting 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 them by the members from time to time.
65. The Voting 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 they to do so.

66. (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 Voting 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 Voting Members shall elect the treasurer.
- (c) 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.

FINANCE

67. The Internal Audit Committee of the Association shall be appointed annually by the Voting 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.
68. 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.
69. The fiscal year end of the Association shall be the last day of March of each year.
70. A copy of the financial report shall be signed by the auditor or by two Directors.
71. Directors and Officers shall serve without remuneration and shall not receive any profit from their positions. However, a Director or Officer may be paid reasonable expenses incurred in the performance of their duties in accordance with approved policies and prior approval of the Membership.
72. The Association shall not make loans, guarantee loans or advance funds to any Director or Officer or Member, excepting only funds advanced for out of pocket expenses in accordance with approved policies.

MISCELLANEOUS

73. 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.
74. The Association shall file with the Registrar a copy in duplicate of every special resolution

within fourteen days after the resolution is passed.

75. The seal of the Association if any, shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Executive or Membership.
76. Preparation of minutes, custody of books and records, and custody of the minutes of all the meeting of the Association and of the Board shall be the responsibility of the Secretary.
77. The books and records of the Association may be inspected by any member at any general meeting at the registered office of the Association.
78. 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.
79. The borrowing powers of the Association may be exercised by special resolution of the Members.
80. The Association has the power to repeal or amend any of these by-laws by a special resolution passed in the annual meeting.

