

**MEMORANDUM OF ASSOCIATION
OF
SURVIVORS OF ABUSE RECOVERING (S.O.A.R.) SOCIETY**

1. The name of the Society is Survivors of Abuse Recovering (S.O.A.R.) Society

2. The objects of the Society are:

(a) To provide peer counseling and support services to adults impacted by childhood sexual abuse;

(b) To provide education as to the effects of childhood sexual abuse;

(c) 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 Society;

(d) To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary and desirable in the carrying out of the objects of the Society.

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

Provided, further, that if for any reason the operations of the Society are terminated or are wound up, or are dissolved and there remains, at the 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 Society.

3. The activities of the Society are to be carried on in Nova Scotia.

**Revised by the membership
October 2nd, 2002
Annual General Meeting**

BY-LAWS
of
SURVIVORS OF ABUSE RECOVERING (S.O.A.R.) SOCIETY

1. In these by-laws, unless there be something in the subject or context inconsistent therewith:

- a) “Society” means: SURVIVORS OF ABUSE RECOVERING (S.O.A.R.) SOCIETY;
- 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 to propose the resolution as a special resolution has been duly given.

MEMBERSHIP

1. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Registry of Members accordingly.
2. For the purpose of registration, the number of members of the Society is unlimited.
3. The following conditions must exist for an individual to be eligible for membership in the Society:
 - a) be at least 18 years of age.
 - b) reside in Nova Scotia.
 - c) be willing to uphold the objectives, code of ethics and by-laws of the Society.
 - d) must pass the S.O.A.R. volunteer screening program.
4. In addition to the conditions stated in by law #3, the following conditions must exist for an individual to be eligible to become a certified S.O.A.R peer counsellor:
 - a) be a member in good standing of S.O.A.R.
 - b) be a survivor of childhood sexual abuse.
 - c) must have completed the S.O.A.R. Peer Counselling Training Program.
 - d) Must be certified by S.O.A.R. as a peer counsellor.
5. Persons who are deemed eligible for membership in the Society according to by-law #3 can apply for membership by completing the Membership Application Form and contributing to the support of the Society an amount to be determined annually at the general meeting. The entry in the Registrar of Members by the secretary, of the name and address of any individual shall be required to complete an admission to membership in the society.

6.
 - a) Every member of the Society shall be entitled to attend any general meeting of the Society and to vote at any general meeting of the Society. There shall be no proxy voting.
 - b) Every member of the Society shall be eligible for election to the Board of Directors. Any member of the Society may attend any meeting of the Board of Directors however voting at Board meetings is restricted to Board members. There shall be no proxy voting.
 - c) Eligibility to attend meetings of the peer counselling services committee is restricted to S.O.A.R certified peer counsellors, the Board of Directors representative and the Peer Counselling Resource Person. Voting at these meetings is restricted to S.O.A.R certified peer counsellors.
7. Membership in the Society shall not be transferable.
8. A member must attend at least one general meeting or committee meeting in a year and be actively participating in at least one of the following within the Society; peer counselling, facilitation, a committee, or the Board of Directors.
9. To remain a member in good standing, a member must adhere to the Society's code of ethics, uphold the objects and by-laws of the Society, continue to be a resident of Nova Scotia and contribute to the support of the Society an amount to be determined annually at the general meeting.
10. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, a member resigns his/her membership, or if he/she ceases to qualify for membership in accordance with these by-laws in which case notice must be given in writing to the member by the Chairperson of the Society.

FISCAL YEAR

11. The fiscal year of the Society shall be the period from September 1 in any given year to August 31 in the year following.

GENERAL MEETING

12.
 - (a) The ordinary or annual General Meeting of the Society shall be held within three months after the end of each fiscal year of the Society.
 - (b) An extraordinary General Meeting of the Society may be called by the Chairperson or by the directors at any time, and shall be called by the Directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of the Society.

13. Three days notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing and by sending it through the post in a prepaid letter addressed to each member at his last known address. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. If the member's email is listed in the current membership list, notice via email will be deemed to be an acceptable alternative to the postal system. The non-receipt of any notice by any member shall not invalidate the proceedings at any General Meeting.

14. At each ordinary or annual General Meeting of the society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

Minutes of the preceding General Meeting;

Consideration of the annual report of the directors;

Consideration of the financial statements, including balance sheet and operating statement of the report of the auditors thereon;

Election of directors for the ensuing year;

Appointment of Auditors;

All other business transacted at an ordinary or annual General Meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary General Meeting of the Society.

15. No business shall be transacted at any general meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of five members.

16. 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.

17 (a) The Chairperson of the Society shall preside as Chairperson at every General Meeting of the Society.

(b) If there is no Chairperson or if at any meeting he/she is not present at the time of holding the same, the Vice Chairperson shall preside as Chairperson;

(c) If there is no Chairperson or Vice Chairperson or if at any meeting neither the Chairperson nor the Vice Chairperson is present at the holding of the same, the Past Chairperson shall preside.

(d) If there is no Chairperson, Vice Chairperson or Past Chairperson or if at any meeting neither the Chairperson nor the Vice Chairperson is present at the holding of the same, the members present shall choose someone of their number to be Chairperson.

18. The Chairperson shall have no vote except in the case of an equality of votes he/she shall have a casting vote.

19. The Chairperson 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 an 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 chairperson that a resolution has been carried and an entry to that effect in the book proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

21. If a poll is deemed in manner aforesaid, the same shall be such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the society in General Meeting.

VOTES OF MEMBERS

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

DIRECTORS

23. Unless otherwise determined by General Meeting, the number of Directors shall not be less than five or more than ten.

24. Any member of the Society shall be eligible to be elected to a director of the Society.

25. Directors shall be elected by members at each ordinary or annual General Meeting of the Society. A nominating committee shall be appointed by the executive at least three months before the AGM and shall consist of one Board member and at least two but not more than four others.

26. The members shall elect Directors from among their number. Directors may also be recruited from the local community. These individuals are required to become members of the Society for the duration of their term.

27. The terms of office of the Chairperson, Vice Chairperson, Secretary and Treasurer of the Society shall be two years. The Chairperson should not serve more than two terms consecutively. The term of office of the directors of the Society shall be two years, with directors being elected each year to maintain at least four directors plus the Chairperson on the Board. Directors should not serve more than three terms consecutively. Notwithstanding this limit, a person who is retiring as Chairperson may serve an additional $\frac{1}{2}$ term (1 year) as a director in the capacity of Past Chair.

28. At each Annual General Meeting of the Society, outgoing Directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected. Retiring directors shall be eligible for re-election in accordance with by-law #27.

29. In the event that a Director resigns his office or ceases to be a member in the Society, his office as Director is vacated and the vacancy thereby created may be filled for the unexpired portion of the term by the board of directors from among the members of the society.

30. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the director in whose place he is appointed would have held office if he had not been removed.

31. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof shall be given either orally, in writing or by electronic communication to each director 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 of Directors.

32. No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the directors is present at the commencement of such business.

33. The Chairperson or, in his/her absence, the Vice Chairperson or, in his/her absence, the past-Chairperson or in the absence of all of them, any director appointed from among those directors present shall preside as Chairperson at meetings of the Board.

34. The Chairperson shall have no vote as a director except, in the case of an equality of votes, he/she shall have casting vote.

POWERS OF DIRECTORS

35. The management of the activities of the Society shall be vested in the 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 Society and are not hereby or by Statute expressly directed or required to be exercised or done by the society in general meeting. In particular, the directors shall have power to engage personnel as required and to determine his/her duties and responsibilities and their remuneration. The Chairperson of the Board and executive committee shall be the Chairperson of the Society chosen by the Directors of the Board at the first board meeting called after the AGM. If the Chair resigns during the designated term or is otherwise unable to continue as Chair, the Board of Directors will appoint a Chair for the duration of the designated term. The directors shall choose the remainder of the executive committee, consisting of the officers and such other persons as the directors decide.

OFFICERS

36. The officers of the Society shall be a Chairperson, a Vice Chairperson, a Past Chairperson, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be combined.

37. The members shall elect one of their numbers to be the Chairperson of the Society. The Chairperson shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him/her by the members from time to time.

39. (a) There shall be a Secretary of the Society who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to him/her by the members. The Board shall appoint the Secretary and may also appoint a Treasurer of the Society to carry out such duties as they may assign. If the Board think fit, the same person may hold both offices of Secretary and Treasurer.

(b) The directors may appoint a temporary substitute for the Secretary who shall, for the purpose of the by-laws, be deemed to be the Secretary.

AUDIT OF ACCOUNTS

40. The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the Directors may do so.

41. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditor shall make a written report to the members upon the balance sheet and operating account and in every such report, he shall state whether, in his opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read 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, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.

42. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

MISCELLANEOUS

43. The society shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change.

44. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after it is passed.
45. The seal of the Society shall be in the custody of the secretary and may be affixed to any document upon resolution of the Board of Directors.
46. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the secretary.
47. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
48. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chairperson or the Vice Chairperson and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
49. The borrowing powers of the Society may be exercised by special resolution of the members.

Revised by the membership at the October 20, 2010 Annual General Meeting