

**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 support and 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 28, 2020  
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 at a general meeting. The intention to propose any special resolution requires members to be notified in advance of a general meeting.

**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) be willing to uphold the objectives, code of ethics and by-laws of the Society.
- c) must pass the S.O.A.R. volunteer screening.

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 supporter:

- a) be a survivor of childhood sexual abuse.
- b) have completed the S.O.A.R. Peer Supporter Training Program.
- c) be certified by S.O.A.R. as a peer supporter.
- d) be a member in good standing of S.O.A.R.

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 at the Annual 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 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.

7. Membership in the Society shall not be transferable.
8. This item was deleted at the 2020 AGM
9. To remain a member in good standing, a member must adhere to the Society's code of ethics, uphold the objectives and by-laws of the Society 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 their membership, or if they cease 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 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 at any time by (i) the Chairperson (ii) the Directors or (iii) when the Directors receive a written request by at least 25% of the members' total.

13. Two weeks notice of a General 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. If the member's email is listed in the current membership list, notice via email will be sent; alternatively, direct mail will be used. The non-receipt of any notice by any member shall not invalidate the proceedings at any General Meeting.

14. At each 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;
- Changes to the membership fee

All other business transacted at an 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 is to be conducted at any general meeting without a minimum quorum of five (5) members is present at the commencement of such business.

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 indefinitely.

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 they are ~~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 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 they shall have a casting vote.

19. The Chairperson may, with the consent of the meeting, adjourn any meeting. Upon adjournment no business shall be transacted. At a rescheduled meeting the business left unfinished at the meeting from which the adjournment took place can proceed, 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 minutes 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 decision regarding 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 twelve.

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

25. (a) Directors shall be elected by members at each Annual General Meeting of the Society. A nominating committee shall be appointed by the executive at least two 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 ½ term (1 year) as a director in the capacity of Past Chair.

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

29. In the event that a Director resigns their office or ceases to be a member in the Society, their 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 their place. The person so appointed shall hold office during such time only as the director in whose place they have been appointed would have held office if they 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 Annual General Meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof shall be given 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 their absence, the Vice Chairperson or, in their absence, the past-Chairperson or 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, they shall have casting vote.

## **POWERS OF DIRECTORS**

35. The management of the activities of the Society shall be vested in the directors according to the powers and authorities by these by-laws and otherwise expressly conferred upon them by the membership. In addition, powers are inferred by the memorandum and by the Statutes. In particular, the directors shall have power to engage personnel as required and to determine their duties and responsibilities and their remuneration. The Chairperson of the Board shall be the Chairperson of the Society. 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.

### **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. The offices of Treasurer and Secretary may be combined. A Vice Chairperson may also not be named during some terms, e.g. a small number of directors on the board.

37. The Chairperson shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to them by the members from time to time.

38. (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 them by the members. 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.

(b) The Treasurer, in addition to handling the books and accounting for the Society, will also be the Chair of the Finance Committee.

### **AUDIT OF ACCOUNTS**

39. The auditor of the Society shall be appointed annually by the members of the Society at the Annual General Meeting and, on failure of the members to appoint an auditor, the Directors may do so.

40. The auditor 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, they shall state whether, in their 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 this report shall be read at the Annual General 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 General Meeting in each year as required by law.

### **BY-LAWS**

41. The Society has power to repeal or amend any of these by-laws by a Special Resolution, whereas advanced notice is provided to the membership 1 month ahead of the Annual General

Meeting and by way of vote passed by no less than 75% of the voting members.

### **MISCELLANEOUS**

42. 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.

43. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after it is passed.

44. 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.

45. 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.

46. The books and records of the Society may be inspected by any member at any reasonable time within one week prior to the Annual General Meeting at the registered office of the Society.

47. 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.

48. The borrowing powers of the Society may be exercised by Special Resolution of the members.

**Revised by the membership at the October 28, 2020 Annual General Meeting**