

MEMORANDUM OF ASSOCIATION
OF
The Lesbian Gay Bisexual Youth Project Society

The name of the Society is The Lesbian Gay Bisexual Youth Project Society

The objects of the Society are:

- (a)
 - (i) To provide counselling and support to youth in Nova Scotia aged twenty-five and under who are in distress or who are seeking open, non-biased information about sexual orientation;
 - (ii) To provide community support and safe shelter for youth in Nova Scotia aged twenty-five and under regardless of their sexual orientation;
 - (iii) To provide counselling and support for the friends and families of youth in Nova Scotia aged twenty-five and under;
- (b)
 - (i) To undertake research into all aspects of youth sexual orientation and make the results available to schools and the public-at-large in Halifax and throughout Nova Scotia.
 - (ii) To advance the education and awareness of professors, principals, teachers, students, parents, and other professionals who provide support for youth, and the public-at-large about youth sexual orientation by making presentations to schools, universities, and the public.
- (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 or 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 of the members and that any surplus or any accretions of the Society shall be used solely for the purposes of the Society and the promotion of its objects.

PROVIDED, further that, nothing herein shall permit the Society to carry on any political activities or purposes including, without limiting the generality of the foregoing, furthering the aims of a political party, promoting a political doctrine, attempting to bring about or oppose changes in the law or government policy, or persuading the public to adopt a particular view on a broad social question.

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 that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to some other charitable organizations in Canada, having objects similar to those of the Society.

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


The registered office of the Society is at 2281 Brunswick Street, Halifax, Nova Scotia, B3K 2Y9.

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


DATED at Halifax, Nova Scotia, this 7th day of February, A.D., 2002.

NAMES

ADDRESSES AND OCCUPATIONS


KATHY MCKAY

170 Abrams Way, Halifax, NS B3P 2R9
Occupation: Nurse, IWK


SEAN FOREMAN

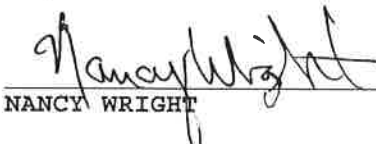
2065 Brunswick St, Halifax, NS B3K 5T8
Occupation: Barrister & Solicitor


JOHN OLDING

4 Bald Eagle Place, Halifax, NS B3N 3H5
Occupation: Accountant, N.S. Power

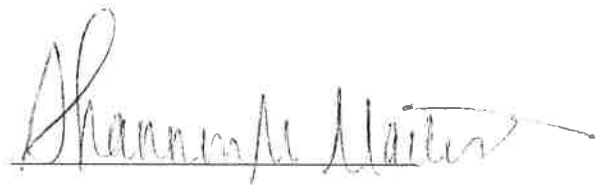

MICHAEL VERNON

4 Maplehurst Dr, #9, Dartmouth, NS B2Y 3N7
Occupation: Freelance Video Editor


NANCY WRIGHT

5550 Stanley Pl, Halifax, NS B3K 2E7
Occupation: Social Worker, IWK

Witness to all of the above signatures:
of Halifax, Province of Nova Scotia.
Occupation) Legal Assistant




**LIST OF FIRST DIRECTORS
OF THE
The Lesbian Gay Bisexual Youth Project Society**


The following are to serve as first directors from the date of incorporation until the first Annual General Meeting.


Dated at Halifax, Nova Scotia, this 7th day of February, A.D., 2002.


(Full names, addresses and occupations to be printed or typed)

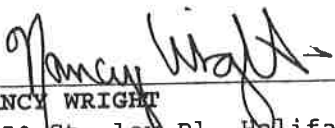
DIRECTORS:


KATHY MCKAY
170 Abrams Way, Halifax, NS B3P 2R9
Occupation: Nurse, IWK



SEAN FOREMAN
2065 Brunswick St, Halifax, NS B3K 5T8
Occupation: Barrister & Solicitor


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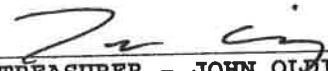

MICHAEL VERNON
4 Maplehurst Dr, Dartmouth, NS B2Y 3N7
Occupation: Freelance Video Editor



NANCY WRIGHT
5550 Stanley Pl, Halifax, NS B3K 2E7
Occupation: Social Worker, IWK

OFFICERS:


CHAIR - KATHY MCKAY
170 Abrams Way, Halifax, NS B3P 2R9
Occupation: Nurse, IWK


VICE-CHAIR - SEAN FOREMAN
2065 Brunswick St, Halifax, NS B3K5T8
Occupation: Barrister & Solicitor


TREASURER - JOHN OLDING
4 Bald Eagle Place, Halifax, NS B3N3H5
Occupation: Accountant, N.S. Power


SECRETARY - MICHAEL VERNON
4 Maplehurst Dr, Dartmouth, NS B2Y3N7
Occupation: Freelance Video Editor


SEAN FOREMAN - DIRECTOR

BY-LAWS
OF
The Gay Lesbian Bisexual Youth Project Society

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

- (a) "Non-Youth Member" means a member of the Society aged 26 or older.
- (b) "Society" means The Gay Lesbian Bisexual Youth Project Society.
- (c) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- (d) "Special Resolution" means a resolution passed by not less three-fourths of such members entitled to vote as are present in person or by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- (e) "Youth Member" means a member of the Society aged 25 or younger.

2 . 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 Register of Members accordingly.

3 . For the purposes of registration, the number of members of the Society is unlimited.

4 . Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office.

5 . Membership in the Society shall not be transferable.

6 . (a) The following shall be admitted to membership in the Society: any individual or organization residing in Nova Scotia who upholds the objects, mission statement and philosophy of the Society.

(b) There shall be no membership dues or fees.

7 . (a) No formal admission to membership shall be required and the entry in the Register of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Society.

(b) Membership shall be effective on the date the individual's or organization's name and address are entered in the registry of members.

(c) Membership shall expire after one year at which time it may be renewed and membership shall expire one month prior to an annual general meeting at which time it may be renewed.

8 . Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, he or she resigns his or her membership, or if he or she ceases to qualify for membership in accordance with these bylaws.

FISCAL YEAR

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

MEETINGS OF THE SOCIETY

10. (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 25% of the members of the Society.

11. Thirty days notice of a meeting, specifying the place, day and hour of the meetings and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given via post, publication in the press, poster, or by any other or additional method the directors or officers deem advisable. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

12. 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 preceding general meeting;

Consideration of the annual report of the directors;

Consideration of the financial statements, including balance sheet and operating statement and 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.

13. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of 6 members.

14. 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 other 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.

15. (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 the Chairperson 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 members present shall choose someone of their number to be Chairperson.

16. The Chairperson shall have no vote at an annual or general meeting except in the case of an equality of votes when the Chairperson shall have a casting vote.

17. 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 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.

18. 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 of 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.

19. If a poll is deemed in the manner aforesaid, the same shall be in 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

20. (a) Every member shall have one vote and no more provided that no member shall be allowed to vote unless the member has been a member in good standing at least ten days prior to a general or annual general meeting.

(b) A member may vote by proxy.

(c) No member who, in addition to casting his or her own vote, is voting on behalf of another member may do so for more than one member at any meeting.

BOARD OF DIRECTORS

21. Unless otherwise determined by general meeting, the number of directors shall not be less than nine or more than fifteen provided that in any case at least two of the members of the Board of Directors shall be youth members. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society

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

23. Directors shall be elected by the members at each ordinary or annual general meeting of the Society.

24. The members may elect as a director a representative nominated by each of the organizations which support the work of the Society and the remaining directors shall be elected by the members from among their number.

25. (a) At the first ordinary or annual general meeting of the Society and at every succeeding annual general meeting, all the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.

(b) Normal terms for Board members shall be from one to three years and any one member cannot serve more than six consecutive years.

(c) At the first annual general meeting, the members shall make reasonable effort to elect an equal number of new Board members who will serve a one-year term, a two-year term, and a three-year term. This will allow for reasonable continuity of the Board.

26. In the event that a director resigns his office or ceases to be a member in the Society, whereupon his office as director shall ipso facto be vacated, 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.

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

28. Meetings of the Board of Directors shall be held at least five times per fiscal year and 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 or in writing 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.

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

30. The Chairperson or, in his absence, the Vice-Chairperson or, in the absence of both of them, any director appointed from among those directors present shall preside as Chairperson at meetings of the Board.

31. The Chairperson shall be entitled to vote as a director at a meeting of the Board of Directors or at a joint meeting of the Board of Directors and the Youth Board and, in the case of an equality of votes, he or she shall have casting vote in addition to the vote to which he or she is entitled as a director.

NOMINATING PROCESS

32. New directors or directors asked to seek re-election shall be elected from a list of candidates provided by a Nominating Committee.

33. The Nominating Committee will be established by the Board of Directors within three months prior to the end of the fiscal year.

34. The Nominating Committee shall be comprised of 50% youth members and the remaining 50% shall include two directors of the Board of Directors.

35. Where there are not enough youth members to fill 50% of the vacancies on the Nominating Committee, the remaining vacancies may be filled by non-youth members.

36. The Board of Directors shall consist of a reasonable cross-section of the community.

37. In addition to the list of candidates selected by the nominating committee, nominations for the Board of Directors may be made from the floor during the annual general meeting.

YOUTH BOARD

38. There shall be constituted at all times a Youth Board made up entirely of youth members.

39. Membership in the Youth Board shall not be subject to term limits or elections during general or annual general meetings but shall be constituted from time to time by those youth members of the Society who wish to participate on the Youth Board.

40. There shall be no limit on the number of members of the Youth Board.

POWERS OF THE BOARD OF DIRECTORS

41. 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, they may appoint an executive committee consisting of officers and such other persons as the directors decide.

42. The management of the Society's general finances and fund-raising affairs shall be vested in the directors.

POWERS OF THE YOUTH BOARD

43. Matters normally dealt with by youth membership groups including, without limiting the generality of the foregoing, youth programming, selection of volunteers, promotion and publicity of Society services and activities, and outreach workshops shall be dealt with by the Youth Board.

44. The Youth Board shall have jurisdiction over that portion of the Society's finances that deal with internal day-to-day and programming budgeting in a manner as may be determined from time to time at a meeting of the Board of Directors and the Youth Board, provided that all such Youth Board financial activities shall be subject to general rules of prudent financial management and the rules of generally accepted accounting principles.

JOINT POWERS OF THE BOARD OF DIRECTORS AND THE YOUTH BOARD

45. General policies and procedures and policies regarding service directions and initiatives, hiring of Society co-ordinators and staff, any new initiatives outside the realm of policies that already exist, insurance, and strategic planning and goal-setting will all be areas governed by both the Board of Directors and the Youth Board.

46. There shall be at least two meetings per fiscal year between the Board of Directors and the Youth Board.

OFFICERS

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

48. The directors shall elect one of the directors to be the chairperson of the Society and the Board of Directors. The Chairperson shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him or her by the members from time to time.

49. The directors may also elect one of the directors to be the Vice-Chairperson of the Society and the Board of Directors. The Vice-Chairperson shall, at the request of the members and subject to its directions, perform the duties of the Chairperson during the absence, illness or incapacity of the Chairperson, or during such period of time as the Chairperson may request him or her to do so.

50. (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 or her by the members. The directors shall appoint the secretary and may also appoint a treasurer of the Society to carry out such duties as the directors may assign. If the directors 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 these by-laws, be deemed to be the secretary.

AUDIT OF ACCOUNTS

51. 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.

52. 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 auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, he or she shall state whether, in his or her 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 filled with the Registrar within fourteen days after the annual meeting in each year, as required by law.

MISCELLANEOUS

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

54. 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.

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

56. 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.

57. 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.

58. 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.

59. 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.

60. The borrowing powers of the Society may be exercised by special resolution of the members.