

MEMORANDUM OF ASSOCIATION

The Memorandum of Association (the “**Memorandum**”) of a Nova Scotia company or society is its basic incorporating document. It sets out the fundamental information regarding the society, including: its name; any restrictions on its objects and power; and the names of its initial members.

INSTRUCTIONS FOR COMPLETING DRAFT MEMORANDUM OF ASSOCIATION

1. Enter the name of the society, as reserved with the Registrar of Joint Stock Companies, in the heading and the blank space in paragraph 1. See “Church Incorporation Instruction Sheet (NS)” for more details on reserving a name.
2. Enter a geographic scope for the operation of the society in paragraph 3. There is no limitation on the breadth used. For example, the “Halifax Regional Municipality” or “Nova Scotia” is acceptable.
3. Enter the address of the registered office in paragraph 4. For more information on the registered office see the explanatory note on the same in these materials.
4. Include the names, addresses and occupations of the initial subscribers to the memorandum in the space provided for after paragraph 7. The subscribers will be the initial members and directors of the society. The By-laws currently provide as follows:
 - (a) There must be a minimum of 5 and a maximum of 15 directors (Section 20);
 - (b) The directors of the society may be changed at the annual meeting of the society (Section 22);
 - (c) A director may be removed at any time by Special Resolution of the members of the Society, which resolution requires a vote of not less than three-fourths of the members of the Company (Section 25).
5. Date the Memorandum and have each subscriber sign next to his or her name.
6. Have a witness to the signatures in the above paragraph print and sign his or her name beneath the signatures of the subscribers.

MEMORANDUM OF ASSOCIATION
OF
_____ **CHURCH**

1. The name of the Society is _____ Church
2. The objects of the Society are:
 - (a) the maintenance of public worship and the preaching of the gospel;
 - (b) the study of the Bible;
 - (c) the advancement of Christ's kingdom through evangelism;
 - (d) the support of the missionary enterprises of the Convention of Atlantic Baptist Churches and of Canadian Baptist Ministries;
 - (e) Christian education;
 - (f) ministering to the poor, the widows, the orphans and others whom God makes the church's concern;
 - (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 Society;
 - (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 Society;
3. The activities of the Society are to be carried on in _____.
4. The registered office of the Society is _____

5. **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.
6. **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 organization in Canada, having objects similar to those of the Society.

7. 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.

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EXECUTION PAGE FOLLOWS

DATED the _____ day of _____, 20__.

NAME OCCUPATION SIGNATURE

ADDRESS

Witness to the above signatures:

Name

Signature