

KINGSPORT COMMUNITY ASSOCIATION (KCA)

Kingsport Community Association is a charitable organization whose mandate is to work toward the betterment of the community and to promote any aspect pertaining to its welfare.

BY-LAWS OF KINGSPORT COMMUNITY ASSOCIATION (Amended By-laws/November 25, 2025)

Definitions

1. In these bylaws unless there be something in the subject or context inconsistent therewith
 - (a) “*Association*” means KINGSPORT COMMUNITY ASSOCIATION
 - (b) “*Registrar*” means the Registrar of Joint Stock Companies appointed under Nova Scotia Companies Act.
 - (c) “*Community meeting*” means the regular meeting held, ~~generally every second month,~~ where all members of the Association gather.
 - (d) “*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 of which notice specifying the intention to propose the resolution as a special resolution has been given at least 30 days in advance in writing/email to all residents. Special resolutions will include, but not be limited to changes in by-laws, memorandum of Association, or removal of directors. The wording of the special resolution will be made available for all residents to pick up on request.
 - (e) “*Resident*” is someone who lives or is a property owner in the community of Kingsport/Medford.
 - (f) “*Member*” is a resident and/or property owner in the community of Kingsport /Medford and is of voting age.
 - (g) “*Extraordinary General Meeting*” is a meeting that may be called on short notice to deal with a particular emergency situation. This is not the same as a meeting called to pass a special resolution.
 - (h) “*Standing Committees*”, also known as permanent committees, are committees that are on-going from year-to-year. They are:
 - Waterfront Committee
 - Canteen Committee
 - Buildings and Maintenance Committee
 - Pleasant Street Park Committee
 - (i) “*Special Committee*” shall be a committee that the Board of Directors ~~or the Community~~ might determine is needed from time to time during the fiscal year. Special Committees are approved by the members of the Association at the Annual General Meeting for the following year or at a regular ~~Association~~ **Board of Directors** meeting during the year. Examples: Gala Days Committee, Grant Committee, EMO Committee, Finance Committee, Nomination Committee, etc.
 - (j) The “*Executive*” (also referred to as “*Officers*”) shall comprise a President, Vice-president(s), Secretary, Treasurer (maybe Secretary-Treasurer in an emergency) and immediate Past President (ex-officio, non-voting).

(k) “*Director*” is a member of the governing board of an association and is elected or re-elected at annual meetings of the Association. As a group, the directors are responsible for policy making but not the day-to-day operation of the Association, which is handled by the Officers and other appointed managers.

(l) “*Fiduciary Duty*”, the duties of a fiduciary include loyalty and reasonable care of the assets within custody. All of the fiduciary's actions are performed for the advantage of the beneficiary, the Association.

MEMBERSHIP

2. The subscribers to the Memorandum of Association shall be admitted membership in accordance with these by-laws, and none-other shall be members of the Association. All residents and property owners of Kingsport and Medford, of voting age, are eligible to be members of the Association. There are no dues or fees, every member is entitled to attend meetings, vote, and hold office.
3. Members shall not gain from monetary surplus or accumulation of assets of the Association, they shall be solely used for the purposes of the Association and the promotion of its objectives.
4. Members of the Association, excluding the Officers/Executive and Board Directors, may be employed by the Association, bid on KCA contracts, render and sell services to the Association, and be awarded honorariums by the Association.
5. For the purpose of registration, the number of members of the Association is unlimited.
6. Every member of the Association shall be entitled to attend any community 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.
7. Membership in the Association shall not be transferable.
8. Membership in the Association shall cease upon the death of a member, or if, by notice in writing to the Association, s/he resigns his or her membership, or if s/he ceases to qualify for membership in accordance with these by-laws.

FISCAL YEAR:

9. The fiscal year of the Association shall be the period from November 1 of one year to October 31 of the following year.

COMMUNITY MEETINGS:

10. (1) The Annual General Meeting (AGM) shall be held in November.
- (2) **The Board of Directors shall prepare a budget for the operation of the Association. After approval at a community meeting held no later than the end of February, the budget will be administered by the Treasurer and Board of Directors. No deviation from the budget will be permitted unless for emergency purchases approved by a minimum of two Executive Officers. Any amount spent in excess of \$2500 on a single emergency will require an Emergency Community Meeting for final approval.**
- (3) **Additions or changes to the budget during the fiscal year will require approval at a community meeting called by the President.**

(4) The Board of Directors will have sole discretion to spend funds as approved in the budget by the community.

11. (a) ~~Community meetings of the Association shall be held every second month or more each year. The ordinary~~ A community meeting is held at the call of the President. Notice of the meeting shall be given by email and/or by other means that are determined from time to time. Notice of the meeting may also be posted outside the community center.
 - (b) If a *Special Resolution* is to come to a Community Meeting, written/email notification must be given to all members 30 days in advance of the meeting. Such notifications must include date, time and place of the meeting, as well as the wording and intent of the special resolution. Special resolutions will include, but not be limited to changes in by-laws, memorandum of Association, or removal of directors.
12. (a) An *Extraordinary General Meeting* of the Association may be called by the President or by the Directors at any time and shall be called by the Directors if requested in writing by at least twenty-five per cent (25%) in number of the members of the Association.
13. (b) Notice shall be given of *Extraordinary General Meeting* at least seven (7) days in advance of the meeting by written notice/email to the members.
14. A *survey* will be held for each major issue affecting the community of Kingsport/Medford. Examples of such issues would be public works and infrastructure projects such as water and or sewer service, sidewalks, streetlights, and so forth. Prior to a survey, public meetings will be held in which experts (if available) will be asked to appear to answer questions about long-term implications of these projects. A 21 day notice shall be given prior to conducting each survey.
15. At community meetings the President shall have no vote except in the case of an equality of votes. In the case of equality of votes, s/he will have a casting vote.
16. At each Annual General Meeting (AGM), 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 financial statements, including balance sheet and operating statement and report of the auditors there on;
 - Consideration of the annual report of Committees;
 - Election of Officers of the Association;
 - Election of directors for the ensuing year;
 - Appointment of Special Committees for the year;
 - Appointment of Auditors.

All other business transacted at an Annual General Meeting shall be deemed to be special business and all business, shall be deemed special, is that transacted at an extraordinary general meeting of the Association.
17. Minutes shall be taken at all Community Meetings, Extraordinary General Meetings and Board of Directors Meetings and shall be read and approved at the next ordinary monthly **Board of Directors or** community meeting.
18. No business shall be transacted at any community meeting of the Association unless a quorum of 10 members is present at the commencement of such business and such

quorum shall exclude the Executive (Officers) of the Association but include the Directors and members of the Association.

19. (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 s/he is 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.
20. The President may adjourn any meeting from time to time and place to place. Any unfinished business left from the agenda of the adjourned meeting shall be moved to the next General Meeting.
21. 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.
22. If a poll is demanded in manner aforesaid, the same shall be held in a 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.
23. Every member shall have one vote and no more.
24. There shall be no proxy voting.

POWERS OF THE BOARD OF DIRECTORS

25. The purpose of the Association is for the benefit of the Community and the *powers of the Board of Directors* of the Association are derived from, and are continually renewed by the majority of the membership. ~~who attend monthly Community Meetings. At these meetings, general direction for the Board will be give; this is effected at each community meeting by the reading and approval of the minutes of Board Meetings.~~
Any community member may attend a regular board meeting. Meeting dates, Agendas, Minutes, and Financial Statements will be posted in the Kingsport.ca website in advance of the meeting.

OFFICERS/EXECUTIVE

26. The Officers/Executive Directors of the Association shall be a President, Vice-President, a Treasurer and a Secretary (the offices of the Treasurer and the Secretary maybe combined in an emergency) and immediate Past President (ex-officio, non-voting).
27. Directors and Officers shall serve without remuneration and shall not receive profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.
28. The *President* shall supervise the Board of Directors its operations and activities and be the spokesperson for the Board and Association. The *Vice-President* shall assist as requested and shall fill in during any absence of the President.
29. At community meetings, the President shall have no vote except in the case of an equality of votes. In the case of equality of votes, s/he will have a casting vote.

30. At Board Meetings, The *President* shall have a Director vote and an additional vote in the case of an equality of votes. In the case of an equality of votes, s/he shall have a casting vote in addition to the vote to which h/she is entitled.
31. The *Secretary* of the Association's duties shall be to keep the minutes of the Association and Board of Directors, conduct its correspondence, and read all letters addressed to the Association at each monthly community meeting. S/he shall annually file returns required to maintain registration with the Registry of Joint Stock Companies. The Seal of the Association shall be kept in the custody of the Secretary and may be affixed to any document upon resolution of the Directors. S/he shall maintain a permanent copy of all minutes, to be passed on to his or her successor. Custody of the books and records, and custody of the minutes of all meetings of the Association and the Board of Directors shall be the responsibility of the Secretary. 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.
32. The Secretary will keep, in confidence, Board members contact information for the purpose of communicating meeting dates and disseminating information that pertains to the Association's business.
33. a. The *Treasurer* of the Association's duties shall be to maintain a record and keep control of the finances of the Association and of the finances of the various committees within the Association.
b. S/he will be responsible to report a summary of financial transactions at each **Board of Directors** or monthly meeting. The Treasurer and at least one of the Executives appointed by the Board must co-sign all Association cheques written on the General Account and/or approve online payments generated from the General Account.

DIRECTORS

34. As a group, Directors are responsible for policy making and effective governance. Directors are elected to assist and monitor the performance of the Association, the Executive Directors, and Committee Chairs. They are held equally liable and responsible as the executive directors and participates in strategic planning and policy making. S/he acts as agents of the Association, owe fiduciary duties to it and have a duty of care towards it. All Directors are under duties to exercise their powers for the purpose for which they have been conferred and to exercise them for the benefit of the Association and to not put themselves in a position in which their duties to the Association and their personal interests may conflict. He or she is obliged to act in the Association's best interests and to show loyalty to the Association.
35. Vacancies, after the AGM, for Directors may be filled at General Meetings **or regular Board of Directors meetings. A maximum of two posts can be filled in a fiscal year. and shall be elected at these ordinary community meetings.**
36. At the AGM, Directors shall retire from office but shall hold office until the dissolution of the meeting, at which time, their successors are elected. Retiring directors shall be eligible for re-election.
37. In the event that a Director resigns his or her office or ceases to be a member in the Association, whereupon his or her office as director shall be vacated, the vacancy

thereby created may be filled for the unexpired portion of the term by ~~election of the Association.~~ **appointment of the Board of Directors.**

38. The Association 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 appointed shall hold office during such time only as the director in whose place s/he is appointed would have held office if s/he had not been removed.

BOARD OF DIRECTORS

39. It is the responsibility of the Board of Directors, as a whole, to ensure the goals and objectives of the Association are properly carried out by developing a Strategic Plan and setting long-range objectives with the input and approval of the membership.
40. The Board of Directors of the Association is responsible for policy making and effective governance and for the effective management of all aspects of the Association's operations, including the Association's financial stability, and directing and supervising Committees.
41. Unless otherwise determined by an Annual General Meeting, the number of voting Directors shall not be fewer than five nor exceed 10, including members of the Executive.
42. At the Annual General Meeting, all the directors, including the Executive, shall retire from office but shall hold office until the dissolution of the meeting at which time their successors are elected. Retiring directors and Executive members shall be eligible for re-election.
43. Any member of the Association shall be eligible to be elected a director of the Association.
44. The Officers and Directors of the Association may be elected by members at the Annual General Meeting of the Association. Officers of the Association are, ipso facto, members of the Board of Directors and shall serve as the Executive of the Board of Directors.
45. Officers/Executive members of the Board may be chairpersons of Special Committees but not of Standing Committees.
46. A director may be chairperson of a Standing or Special Committee.
47. A director or executive member may act as a liaison between the Board of Directors and a Committee.
48. Meetings of the Board of Directors shall be held as often as the business of the Association may require and shall be called by the Secretary as directed by the President. 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 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.
49. No business shall be transacted at any meeting of the Board of Directors unless a majority of the directors (60%) are present at the commencement of such business.

COMMITTEES & CHAIRPERSONS

Standing Committees

50. *Standing Committees* are permanent committees because their work is on-going from year to year and they deal with the management of major assets, leased property of the Association, and any related businesses of the Association. *Standing Committees* oversee the Waterfront, Buildings and Maintenance, Pleasant Street Park, and the Tide's In Canteen.
51. A *Standing Committee* chairperson role can be held by an elected Director of the Board (excluding the Executive) or by an elected member of the Association in concert with a Board appointed director (including the Executive) acting as a liaison between the Standing Committee and the Board of Directors.
52. The Chairperson of a Standing Committee can be elected at the annual general meeting or, in the case of vacancies, at an ordinary General Meeting. The Board of Directors, as a whole, will assume the role of Committee Chair during the periods of time the Standing Committee is without an elected Chairperson.
53. Minutes or reports of each *Standing Committee* must be submitted to the Secretary of the Association.

Special Committees

54. *Special Committees* are committees that the Board of Directors determine to be needed from time to time to help manage the affairs of the Association, or to meet the objectives set out in the Strategic Plan, or for fundraising events. Examples may be: Gala Days Committee, Finance & Grant Committee, Playground Committee, Emergency Response Committee, Communications Committee, etc.
55. A list of *Special Committees* for the year may be approved at the annual general meeting or a *Special Committee* may be approved at a regular ordinary meeting of the Association.
56. *Special Committees* are project based in nature, they may operate with or without a chairperson as determined by the *Special Committee* members.
57. Any member of the Association may be a member of a Special Committee and may be the chair of a *Special Committee*, including all members of the Board of Directors.
58. All Special Committees, not chaired by a Board member, will have an appointed Board member to liaise between the committee and Board of Directors.
59. *Special Committees* will make recommendations to the Board of Directors through the liaison. The Board can vote to implement the recommendation or take other measures with regard to them that it deems appropriate, including returning the recommendations to the committee for reconsideration.
60. BOD approved recommendations of Committees, in the form of "Board of Director Motions", will be voted on at regular community meetings to become "Resolutions" of the Association.
61. Special Committees will exist until the purpose for which they have been formed has been completed, at that time they will be dissolved.
62. Minutes and/or reports of each *Special Committee* must be submitted to the Secretary of the Association by the liaison.

AUDIT OF ACCOUNTS

63. The financial report shall be made available to members of the Association at each regular Association meeting as to the financial position of the Association; the report shall contain a balance sheet and Income Statement.
64. A copy of the balance sheet showing the general particulars of its liabilities and assets, and a statement of its income and expenditures in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen (14) days after the annual meeting in each year as required.
65. An auditor shall be appointed at a meeting of the Association prior to the AGM to examine the books and report in writing his or her opinion on the financial records of the Association. The Auditor may be a member of the Association but cannot be a Director of the Association. If the auditor is a member of the Association, the report should be signed by at least two (2) Officers of the Association for filing purposes.

AMENDMENT

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

MISCELLANEOUS

67. The Association shall file with the Registrar, within fourteen (14) days, its Annual Statement and a list of its directors with their addresses, occupations, and dates of election. At any time throughout the year the Registrar must be notified of any change in Directors within 14 days.
68. The Association shall file, with the Registrar of Joint Stocks, a copy in duplicate of every special resolution within fourteen (14) days after the resolution is passed.
69. The seal of the Association shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
70. The books and records of the Association may be inspected by any member of the Association at any reasonable time, except two (2) weeks prior to the annual general meeting, at the registered office of the Association.
71. The President, Vice President(s) and Secretary may be directed to execute any contracts, deeds, bills of exchange, and any other instruments and documents on behalf of the Association or as otherwise prescribed by resolution of the Board of Directors. The Association shall be informed of any such resolution at the next general meeting.
72. The Association shall not borrow monies for any operation of the Association.

DISSOLUTION

73. If, for any reason, the operations of the Association are terminated, upon the winding up or dissolution of the Association, its remaining funds and assets, after settlement of all debts and liabilities, shall be transferred to qualified donees as described in subsection 149.1(1) of the Income Tax Act.

