PROPOSED: FILING IN PROGRESS. This Memorandum of Association and these By-laws are being filed with the Nova Scotia Registry of Joint Stock Companies under the *Societies Act*. They take effect when registered. Posted November 2026.

East Coast Sport and Community Foundation

Memorandum of Association and By-laws

Memorandum of Association

1. **Name.** The name of the society is East Coast Sport and Community Foundation (the "Foundation").
2. **Objects.** The objects of the Foundation are:
    a. to promote health and amateur sport by planning, developing, building and operating affordable, accessible recreation and sport facilities for the public in Nova Scotia and Atlantic Canada;
    b. to relieve poverty by developing and providing affordable housing for persons of low and modest income, where possible in combination with recreation facilities;
    c. to benefit the community by working with municipalities, community organizations, faith groups and other partners to identify sites and needs, and to share construction and site costs so that more facilities and homes can be built for the same public investment;
    d. to plan, develop, build (including by acting as project manager and/or general contractor, or by engaging or partnering with an independent construction management company in either role), operate and manage recreation, community and housing facilities that serve the public through recreation, community programs or affordable housing;
    e. to carry out other like duties that align with the Foundation's purpose and serve our communities where the Foundation can bring value;
    f. to establish, own or control one or more subsidiary corporations, including an operating company, to build, operate and manage facilities in furtherance of these objects;
    g. to engage property management companies and other contractors to manage the residential, commercial or recreation portions of any facility the Foundation or its operating company builds, operates or manages;
    h. to receive, acquire, hold, develop, sell, lease, mortgage, exchange or otherwise deal with funds and real or personal property, including gifts, grants and bequests, and to apply them and any proceeds to the objects above; and
    i. to do all things incidental or conducive to these objects.

3. **Not for profit.** The Foundation shall be carried on without purpose of gain for its members, and any profits or other accretions shall be used to promote its objects.
4. **No private benefit.** No part of the income of the Foundation shall be payable to or otherwise available for the personal benefit of any member or director, except reasonable payment for services or expenses actually provided or incurred, as allowed by the by-laws and approved by the Executive.
5. **Dissolution.** On winding up or dissolution, after payment of all debts and liabilities, any remaining property shall be distributed as the members decide by special resolution, in accordance with the Act and with any requirements that then apply to the Foundation under the *Income Tax Act* (Canada) or its funding agreements. No part of that property shall be distributed to any member or director.
6. **Registered office.** The registered office of the Foundation is in Cole Harbour, Halifax Regional Municipality, Nova Scotia.
7. **Subscribers.** We, the undersigned, wish to form a society under the *Societies Act* pursuant to this Memorandum of Association: Robin Veinotte, Laverne Withers, Jud Mullen, Andrew Barnhill and Jonathan Keezer.

By-laws

1. Interpretation

1. In these by-laws: "Act" means the *Societies Act* (Nova Scotia); "Board" means the board of directors; "Founding Director" means Robin Veinotte; "Executive" means the officers of the Foundation; "Operating Company" means any corporation the Foundation establishes, owns or controls to build, operate or manage facilities; "special resolution" has the meaning given in the Act (at least 3/4 of votes cast by members present in person or by proxy, at a general meeting of which notice specifying the intention to propose the resolution was given).
2. Words in the singular include the plural and vice versa.

2. Membership

1. The subscribers to the Memorandum are the first members.
2. Membership is open to (a) individuals 18 or older and (b) non-profit organizations, community groups, faith organizations and municipalities that support the objects, on application approved by the Board.
3. An organizational member appoints one named representative, who votes on its behalf.
4. Each member has one vote. Membership is not transferable.
5. Annual fees, if any, are set by the Board.
6. Membership ends on resignation in writing, failure to pay fees within 90 days of the due date, or removal by special resolution after the member has been given notice and a chance to be heard.
7. The Foundation shall keep a register of members as required by the Act.

3. Meetings of members

1. The annual general meeting (AGM) is held within 15 months of the previous AGM, at a time and place (including by electronic means) set by the Board.
2. At the AGM the members receive the financial statements and the auditor's or reviewer's report, elect directors, and appoint the auditor or reviewer.
3. A special general meeting may be called by the Board, or must be called on written request of at least 10% of members.
4. Notice of every general meeting is given to each member at least 14 days in advance by email or mail, stating the business; notice of a special resolution must state it in full.
5. Quorum at a general meeting is the greater of 5 members or 10% of members, present in person or by proxy.

6. Members may vote by proxy given in writing to another member.
7. Except for special resolutions, questions are decided by majority of votes cast; the chair has a casting vote in a tie.
8. Members may participate by telephone or video conference.

4. Directors

1. The Board has between 5 and 11 directors; the number is set by the members from time to time.
2. **Founding Director.** Robin Veinotte is a director of the Foundation for so long as he is willing to serve. This seat is not subject to election. The Founding Director may be removed only by special resolution of the members, and this clause may be amended only by special resolution with the written consent of the Founding Director while he serves.
3. The other directors are elected by the members at the AGM for terms of 2 years, staggered so that about half retire each year. Directors may be re-elected.
4. A director must be at least 18 and need not be a member.
5. At least a majority of directors must deal with each other at arm's length (no family or business relationship), and no more than half of the directors may be employees of, or represent, any one member organization.
6. The Board may fill a vacancy until the next AGM.
7. Except for the Founding Director, the members may remove a director by special resolution.
8. A director's office is vacated if the director resigns in writing, becomes bankrupt, is found by a court to be of unsound mind, or misses 3 consecutive Board meetings without leave.
9. Directors serve without pay but may be reimbursed for reasonable expenses approved by the Board.

5. Board meetings and conflicts

1. The Board meets at least 4 times a year, on 7 days' notice (or less with consent of all directors), in person or electronically.
2. Quorum is a majority of directors in office.
3. Questions are decided by majority vote; the President, or the director chairing the meeting, has a casting vote in a tie.
4. A resolution in writing signed (including electronically) by all directors is as valid as one passed at a meeting.
5. A director with a direct or indirect interest in a contract, land transaction or other matter before the Board shall disclose it, leave the discussion and not vote. This is recorded in the minutes.
6. The Board may set up committees (e.g. Projects, Finance, Housing) and appoint non-directors to them; committees advise the Board.

6. Officers

1. **Executive.** The officers (the Executive) are the President, Vice-President, Secretary and Treasurer. Officers must be directors.
2. **First officers.** The first officers are Robin Veinotte (President) and Laverne Withers (Treasurer). The Board appoints the first Vice-President and Secretary. The first officers' terms start on the date of incorporation.
3. **Three-year terms, no term limits.** Each officer holds office for a term of three years. There is no limit on the number of terms an officer may serve.
4. **Election.** At least 30 days before an officer's term ends, the Secretary calls for nominations for that office from the directors.
    a. If the sitting officer is the only person nominated, they are re-appointed by acclamation for another three-year term, with no vote needed.
    b. If anyone else is nominated, the Board elects the officer by secret ballot, by majority of the directors present at a meeting with quorum. The sitting officer may stand for re-election.
5. **Vacancy.** If an office becomes vacant mid-term, the Board appoints a director to serve the rest of that term.
6. **Removal.** The Board may remove an officer from office (but not from the Board) before the end of their term by a vote of at least two-thirds of all directors in office.
7. **Duties.**
    a. The President presides at member and Board meetings and oversees the Foundation's affairs.
    b. The Vice-President acts for the President when the President is absent or unable to act.
    c. The Secretary keeps minutes of all member and Board meetings, the register of members and directors, and files required returns with the Registry of Joint Stock Companies.
    d. The Treasurer keeps the financial records and reports to the Board and to the AGM.
8. **Staff.** The Board may hire an executive director or staff and set their pay; staff are not directors.

6A. Operating companies

1. The Board may establish, own or control one or more Operating Companies to build, operate and manage facilities in furtherance of the Foundation's objects. The Foundation shall hold control of each Operating Company, and the Board shall appoint a majority of its directors.
2. The Foundation or an Operating Company may carry out other like duties that align with the Foundation's purpose and serve our communities where it can bring value, as approved by the Board.
3. The Foundation or an Operating Company may own, lease or license land and buildings for its facilities, as approved by the Board and subject to section 7.

4. The Foundation or an Operating Company may engage one or more property management companies to manage the residential, commercial or recreation portions of any facility, under written agreements approved by the Board.
5. Each agreement entered into by the Foundation or an Operating Company must be on fair, arm's-length terms, must keep the facility serving public recreation, community programs or affordable housing, and must not confer more than incidental private benefit on anyone. A director with an interest in any other party to the agreement must follow the conflict rules in section 5.
6. Each Operating Company reports to the Board at least twice a year and its financial results are included with the Foundation's annual financial statements.

6B. Construction management and tendering

1. **Project management.** For each construction project, the Foundation (or its Operating Company) shall either act as project manager itself or hire a qualified project manager to oversee the project through to completion. To reduce costs, the Foundation (or its Operating Company) may also act as general contractor on a project, alone or together with acting as project manager, where the Board is satisfied it has the capacity, insurance and qualified staff or contractors to do so. The Foundation (or its Operating Company) may also source, engage or partner with one or more independent construction management companies to act as project manager and/or general contractor, on its own behalf or jointly with the Foundation, under a written agreement approved by the Board. Selection of such a company follows the competitive quote and conflict rules in this section. The project manager reports to the Board on budget, schedule and risks at least monthly during construction.
2. **Competitive quotes.** For each major component of a build (for example design, site work, foundations, structure, building envelope, mechanical, electrical and general contracting), the Foundation shall tender the work or request written quotes from at least three qualified companies, where feasible. Where the Foundation or its Operating Company acts as general contractor, this applies to each major subcontract and supply package.
3. **When fewer than three is allowed.** If three quotes are not feasible (for example, only one or two qualified suppliers, an emergency, or a funder's rule), the reason is recorded in writing and approved by the Board before the contract is awarded.
4. **Funder rules come first.** Where a project is funded in whole or part by government or grant money, the Foundation follows that funder's procurement rules if they are stricter than this section.
5. **Public record.** For any project funded in whole or part by government or grant money, the Foundation keeps a record of each tender or request for quotes, the bids received, the evaluation, and the award decision, and makes the bids and award public in a form that meets the funder's requirements.
6. **Conflicts.** A director, officer or project manager with an interest in a bidder must disclose it and take no part in the evaluation or award, as set out in section 5.

7. **Records.** Tender and bid records are kept for at least seven years after the project is complete, or longer if a funder requires.

7. Finance and records

1. The financial year ends on March 31 (or another date the Board sets).
2. Funds are deposited in a chartered bank or credit union chosen by the Board. Cheques and contracts are signed by any two officers or directors authorized by the Board.
3. The Foundation may borrow, and may mortgage or charge its property, for its objects only as approved by the Board; any borrowing over $250,000, the purchase or sale of land, or any land lease longer than 25 years requires approval of the members by ordinary resolution.
4. Financial statements are prepared annually and audited or reviewed as the members decide and the Act and funders require.
5. Members may inspect the books and records at the registered office on reasonable notice.
6. The Secretary files the annual statement and any changes in directors or office with the Registry of Joint Stock Companies as required by the Act.

8. Indemnity

1. The Foundation indemnifies each director and officer against costs reasonably incurred in connection with their service, except costs arising from their own wilful neglect or default. The Board shall obtain directors' and officers' liability insurance when funds permit.

9. Seal

1. The Foundation may have a seal, kept by the Secretary; documents are valid without it.

10. Amendments

1. These by-laws may be amended only by special resolution, which takes effect when filed with and accepted by the Registry of Joint Stock Companies.
2. No amendment may permit any distribution of income or property to members, or change the dissolution clause of the Memorandum, in a way that would end the Foundation's eligibility as a charity.