

BY-LAWS OF THE MARITIME PARKLANDS HOMEOWNERS' ASSOCIATION

DEFINITIONS

1. In these by-laws unless there be something in the subject or context inconsistent therewith:
 - (a) "Society" means MARITIME PARKLANDS HOMEOWNERS' ASSOCIATION.
 - (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 or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
 - (d) The Register of Members means the MPHA Membership List, and includes the names and contact information for MPHA members.

MEMBERSHIP RIGHTS AND RESPONSIBILITIES

2. The Society is ultimately accountable to the members of the Society.
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 members' meeting of the Society and to vote at any members' meeting of the Society provided they are members in good standing.
5. Any member is entitled to hold any office.
6. Membership in the Society shall not be transferable.
7. Any lot owner in the Maritime Parklands Development, and none other, may be a member of the Society.

8. Their names and contact information shall be entered into the Society's Register of Members.
9. Membership in the Society shall cease upon the death of a member or if he/she ceases to qualify for membership in accordance with these by-laws. Membership shall cease upon the sale of a member's lot in the Development.
10. The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to the by-law shall take effect until the Registrar approves it.
11. No funds of the Society shall be paid to or be available for the personal benefit of any member.

MEMBERS' MEETINGS

12. There shall be one vote per lot owned. If a member owns more than one lot, he/she shall have as many votes as lots owned, subject to the following:
 - (a) Each member shall have one vote for each lot, subject to being current with Society fees including annual lot dues and special levies;
 - (b) Voting is subject to the member paying full fees for each lot owned. A vote is not available for those lots for which a member has taken advantage of a fee discount offered by the Society for multiple lots owned.
 - (c) No member shall be allowed to vote if he/she is in arrears to the Society for lot fees and other special levies.
13. Any member may appoint another member as his proxy for the purpose of attending any meeting of members. Such instrument of proxy shall be in writing and in a form which is approved by the Secretary of the Society.
14. An annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society, and notice is required which must:
 - (a) Specify the date, place and time of the meeting;
 - (b) Be given to members fourteen (14) days prior to the meeting;
 - (c) Be given to members by telephone or email;
 - (d) Specify the intention to propose a special resolution; and
 - (e) The non-receipt of notice by any member shall not invalidate the proceedings.

15. At the annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business, and all other business transacted shall be deemed special business:
 - (a) Minutes of preceding annual general meeting;
 - (b) Consideration of the annual report of the directors;
 - (c) Consideration of the annual financial statements of the Society, including balance sheet and operating statement and the report of the auditors thereon;
 - (d) Election of directors for the ensuing year; and
 - (e) Appointment of auditors for the ensuing year.

16. A general or special meeting of the Society may be held at any time and shall be called:
 - (a) If requested by the Chair, or
 - (b) If requested by the majority of the directors, or
 - (c) If requested in writing by at least twenty-five per cent (25%) of the members of the Society.

17. Notice to members is required for general or special meetings. The notice must:
 - (a) Specify the date, place and time of the meeting;
 - (b) Be given to members fourteen (14) days prior to the meeting;
 - (c) Be given to members by telephone or email;
 - (d) Specify the nature of business, such as the intention to propose a special resolution; and
 - (e) The non-receipt of notice by any member shall not invalidate the proceedings.

18. 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, upon request, before any vote. A quorum shall consist of twenty-five per cent (25%) of the voting members in the Society.

19. If a meeting is convened and a quorum is not present within one-half hour from the time appointed for the meeting, the following shall occur:
 - (a) If the meeting is convened in response to by-law 16 (a) or 16 (b): it shall be adjourned to such time and place as a majority of members shall decide. Notice of the new meeting

shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the meeting.

(b) If the meeting is convened in response to by-law 16 (c): it shall be dissolved.

20. The President or, in his/her absence, the Vice-President, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.
21. The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have a casting vote.
22. The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at any subsequent meeting, other than the business left unfinished at the adjourned meeting, unless notice of such new business is given to the members.
23. At any meeting a declaration by the Chair that a resolution has been carried is sufficient, unless at least three members demand a poll. If a poll is demanded, it shall be held by show of hands or by secret ballot as the Chair may decide.

DIRECTORS

24. Any member of the Society shall be eligible to be elected a director of the Society and a director of the Society shall be a member.
25. The number of directors shall be up to seven (7). The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
26. Directors shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring directors shall be eligible for re-election. Directors shall be elected to two-year terms, with one-half of the directors elected each year.
27. If a director resigns his/her office or ceases to be a member in the Society, his/her office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
28. The directors may, by majority vote, remove any director and appoint another person to complete the term of office.
29. The management of the Society is the responsibility of the directors.

30. The directors may appoint an executive committee and other committees as they see fit.
31. The directors shall have the authority to:
 - (a) Charge members for services necessary to achieve the objects of the Society;
 - (b) Set annual membership dues; and
 - (c) File notices of lien against any lot in the Development at the Registry of Deeds.
32. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members
 - (a) Upon nomination, and
 - (b) If serving as a director, when the possibility of a conflict is realized.
33. A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

DIRECTORS' MEETINGS

34. The Board of Directors shall meet as often as the business of the Society may require but in no case less than two times each year. Meetings shall be called by the Secretary.
35. A meeting of directors may be held at the close of every annual general meeting of the Society without notice for the purpose of electing officers. For all other meetings, notice is required and must:
 - (a) Specify the date, time and place of the meeting;
 - (b) Be given to the directors seven (&) days prior to the meeting;
 - (c) Be given to the directors by telephone, e-mail or other electronic means;
 - (d) The non-receipt of notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors;
 - (e) Notice can be waived for board meetings with the unanimous approval of the Board.

36. A quorum shall consist of three directors. No business shall be transacted at any meeting of the Board of Directors unless a quorum is present at the commencement of the meeting, and upon request, before any vote.
37. The President or, in his or her absence, the Vice-President or, in the absence of both of them, any director appointed from among those directors present shall preside as Chair of the Board.
38. The Chair shall be entitled to vote as a director. Where there is an equality of votes at directors' meetings, he/she shall have a casting vote in addition to the vote to which he/she is entitled as a director.

OFFICERS

39. The members shall elect the officers at the annual general meeting of the Society. The officers of the Society shall be a President, a Past President, a Vice- President, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be combined, if the directors think fit.
40. The President shall be responsible for the effectiveness of the board and shall perform such duties as the members or Board of Directors may assign from time to time.
41. The Vice-President shall, at the request of the Board and subject to its directions, perform the duties of the Chair during the absence, illness or incapacity of the President, or when the Chair may request him/her to do so.
42. Upon election of a new set of officers, the outgoing President shall assume the role of Past President. The role of the Past President shall be to provide advice and guidance to the officers of the executive based on his/her experience with the Society.
43. The Secretary shall:
 - (a) Have responsibility for the preparation and custody of all books and records including:
 - 1) The minutes of members' meetings;
 - 2) The minutes of directors' meetings;
 - 3) The register of members; and
 - (b) Filing the annual requirements with the office of the Registrar, and have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
 - (c) Filing with the Registrar:

- 1) Within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
 - 2) A copy of every special resolution within fourteen (14) days after the resolution is passed, and
- (d) Have other duties as assigned by the board.
44. The Treasurer shall have responsibility for the custody of all financial books and records of the Society, and carry out all other duties as assigned by the board.
45. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Corporate Secretary, or otherwise as prescribed by resolution of the Board of Directors.

COMMITTEES

46. All committee Chairs shall be appointed by the President unless other provisions for their selection shall be made on motion approved by two-thirds majority of members present and voting.

FINANCE

47. The fiscal year of the Society shall be the period from April 1 in any year to March 31 in the year next following.
48. 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 shall do so.
49. The directors shall make a written report to the members at the Annual General Meeting as to the financial position of the Society. The report shall be in the form of:
- (a) A balance sheet showing its assets, liabilities and equity; and
 - (b) A statement of its income and expenditure in the preceding fiscal year.
50. The auditors or two directors shall sign the financial report.
51. A signed copy of the financial report shall be filed with the Registrar within fourteen days after the annual meeting in each year, as required by law.

52. 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.
53. The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Society with one week's notice. Members may inspect all other books and records of the Society at any reasonable time within two days prior to the annual general meeting at the registered office of the Society, with the exception of records that compromise the privacy of an individual; for example but not limited to records of individual accounts paid or in arrears.
54. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.
55. The Society shall not make loans, guarantee loans or advance funds to any director.
56. The Society may only borrow money as approved by special resolution of the members.
57. The Treasurer shall deposit all monies received by the Society in a registered Canadian financial institution in the name of the Society.
58. The Society shall have a lien against the lot of a member who has not paid such charges, dues or other sums owing by him/her to the Society.
59. Any and all changes and costs arising from road access and maintenance in the Development shall be divided equally among all of the lot owners on a lot-by-lot basis.

Approved by a majority of MPHA members at the MPHA Annual General Meeting, 16 June 2018.