SPECIAL RESOLUTION OF
ST. MARGARET'S COMMUNITY ASSOCIATION
Bylaws

Special Resolution by Members
BE IT RESOLVED

1. THAT the present Bylaws and any amendments now in effect be and are hereby repealed.

2. THAT the Bylaws attached hereto as Schedule "A" be and are hereby adopted.

3. THAT the repeal and adoption take effect upon approval by the Registrar of Joint Stock Companies.

4.. THAT the objective of the organization in the Memorandum of Association be changed from:

"Preserve and enhance the Community of St Margaret's Village Subdivision" and "Ensure appropriate development and maintenance of the subdivision's private roads as well as other properties set aside for public use"

To: to represent the interests of the residential property owners of the residential community known as St. Margaret's Village situated in Halifax Regional Municipality, NS

Enacted as a Special Resolution of the Association this 29th day of April 2024 pursuant to the provisions of the Societies Act where proper Notice was given and three quarters of those present any (or voted by proxy) did vote in favour of the resolution.

Dated at Upper Tantallon this 29th day of April 2024

Secretary, St. Margaret's Community Association

Schedule "A"
Bylaws
St. Margaret's Community Association

In these by-Laws:
a. "Act" means the Societies Act of Nova Scotia as amended from time to time;
b. "Board" means the directors of the Association;
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 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.

Conflict with Act
If there is a conflict between these By-laws and the Act, the Act shall prevail.

Definitions in Act Apply
The definitions in the Act apply to these by-laws.

Members may repeal, amend, or add to these bylaws by a special resolution; no amendment to bylaws shall take effect until the Registry of Joint Stocks approves it.

Article I

Name

This organization shall be known as The **St. Margaret's Community Association (the Association),** a non-profit organization. Also known as St. Margaret's Village Phase V Residents Association and St. Margaret's Village Homeowners' Association.

Article II

Objective

The Objective of the Association is to represent the interests of the residential property owners of the residential community known as St. Margaret's Village situated in Halifax Regional Municipality, NS.

Article III

Membership

1. Members are registered homeowners named in the official registry of the Association. The Secretary shall enter in the Register of Members particulars of the new member(s) and such action shall constitute an admission to membership in the Association.

2. Membership in the Association shall cease:
   a) upon death, or
   b) if the member resigns by written notice to the Association, or
   c) if the member ceases to qualify for membership in accordance with these bylaws, or
   d) if, by a vote of the majority of the members of the Association or a majority vote of the directors of the Association at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Association has been terminated.

3. Membership in the Association is not transferable.

4. Every member must uphold the Memorandum of Association of the Association and must comply with these by-laws.

5. The Association is ultimately accountable to the members of the Association. Every member is entitled to attend any members' meeting of the Association. Any member of legal age, or with their guardian's written consent, is entitled to hold any office.

Article IV

Officers of the Association and their Duties

1. The Officers of the Association shall consist of Chair, Vice Chair, Secretary, Treasurer, and Past Chair.

2. Chair: The Chair shall:
- preside at all meetings of the Association and the Board of Directors.
- have all the general powers and duties which are vested in the office of the Chair of a non-profit association.
- act as parliamentarian at all meetings.

3. Vice Chair: The Vice Chair shall:
- have such powers and duties as may be assigned to them by the Board of Directors and shall exercise the powers of the Chair during that person's absence or inability to act.
- Any action taken by the Vice Chair in the performance of the duties of the Chair shall be conclusive evidence of the absence or inability to act of the Chair at the time such action was taken.

4. Secretary: The Secretary shall:
- Record votes and keep minutes of all meetings and proceedings of the Board of Directors and the Members.
- Serve notice of meetings of the Board of Directors and of the Members.
- Keep appropriate current records showing members of the Association together with their addresses.
- Retain all records of the Association in safekeeping.
- Following the Annual General Meeting, prepare a list of the Association's directors, with their addresses, occupations and dates of appointment or election.

- Within fourteen days of a change of directors notify the Registrar of Joint Stock Companies of the change.
- File with the Registrar of Joint Stock Companies a copy of every special resolution or proposed change to the bylaws within fourteen days after the resolution is passed.
- Perform such other duties as required by the Board of Directors.

5. Treasurer: The Treasurer shall:

- Receive and deposit in appropriate bank accounts all monies of the Association and disburse such funds as directed by resolution of the Board of Directors.
- Act as the liaison with Halifax Regional Municipality, Finance Department regarding area rates, dispersals, tenders, and invoices.
- Keep proper books of account.
- Submit the annual budget to HRM when required.
- Prepare an annual budget and a statement of income and expenditures to the membership at its annual meeting and deliver a copy of each to the members.
- Fourteen days after the annual general meeting shall file with the Registrar of joint Stock Companies a statement in the form of a balance sheet showing general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, signed by two directors.
- Each year on the anniversary of incorporation, pay to the Registrar of Joint Stock Companies, an annual registration fee.

Article V

Board of Directors

1. The Board of Directors shall consist of all the elected Directors. The Directors shall be members of the Association and any unfilled board seats are chosen annually at an AGM. There will be a minimum of six (6) and a maximum of twelve (12) directors.

2. The management of the activities of the Association shall be vested in the directors who, in addition to the powers and authorities by these bylaws 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 Association and are not hereby or by Statute expressly directed or required to be exercised or done by the Association in general meeting. The directors may appoint committees consisting of directors and such other persons as the directors decide.

3. The Board of Directors may remove any director before the expiration of the period of office and appoint another person in their stead. The person so appointed shall hold office during such time only as the director in whose place they are appointed would have held office if they had not been removed. The Board of Directors may remove a director following a resolution passed by not less than three fourths of directors entitled to vote at a meeting of the Board of which notice specifying the intention to propose the resolution of dismissal has been duly given.

4. The Board of Directors may appoint a person(s) to be a director(s) to fill a vacancy, or vacancies, created by a resignation(s) of a Director(s) until the next annual meeting, at which time they may stand for election.

5. Officers, Committee chairs, or committee liaisons shall be selected by the directors of the board at the first meeting after the AGM.

6. Remuneration – directors or other volunteers with the Association receive no remuneration for services provided. They may receive recompense for approved expenses.

Article VI

Meetings

Annual General Meetings/Special Meetings

1. The regular or general meetings of the Association shall be for the purpose of:
   - Receiving reports from the officers and standing committees.
   - Receiving reports from ad hoc committees.
   - Approving minutes of the previous general meeting.
   - Establishing programs and budgets in furtherance of the objectives of the Association.
   - Election of directors
   - The order of business at all meetings of the Association shall be determined by the presiding officer at such meetings unless the Members present by majority vote at such meetings determine otherwise, in which case the Members shall fix the order of business
   - Other business that may arise

2. Every member subject to these bylaws shall have one vote per residential address and there shall be proxy voting.

3. The annual general meetings of the Association will be held at least 1 time per year with notice being given to the members at least 14 days in advance of the meetings including notice of any special resolutions. Such notice is to be given by the Board of Directors by means deemed by the directors to be effective. The non-receipt of notice by any member shall not invalidate the proceedings. The Annual General Meeting shall be held within 90 days of the end of the fiscal year and quorum shall be no less than 20% of Association's members and no less than 5 board members.

4. If quorum is not met after 30 minutes at a special or annual general meeting, the meeting is invalid and a second meeting in 2 weeks must be called. At that meeting, the number of members present will constitute quorum.

5. Special meetings of the Association shall be called by the Chair or if requested by the Board of Directors or if requested in writing by at least 50 or 20% of members (whichever is the lesser number). Notice of Special Meetings, along with their purpose, shall be given to members at least 7 days prior to such meeting. Such notice is to be given to the members by means deemed by the directors to be effective. The non-receipt of notice by any member shall not invalidate the proceedings.

6. The rules contained in "Robert's Rules of Order, Revised" shall govern this Association in all cases they are applicable and in which they are not inconsistent with these Bylaws.

Voting by Members

7. Only members are eligible to vote.

8. There shall be one vote per residential address on any one issue

9. The vote shall be delivered by the member either in person or by proxy

10. A voting member can present only one proxy vote at the meeting

11. The signed Proxy Vote Registration form must be filed and confirmed by the Association's Secretary at least 5 days prior to the meeting or notice of proxy must be delivered to the secretary at least 5 days prior to the meeting

12. An affirmative vote of a majority of members present at a meeting shall be required to transact the business of the meeting except as otherwise provided in the Bylaws.

Voting for Directors

13. The Board shall open a call for interested volunteers and then distribute a list of nominees to members at least one week prior to the Annual General Meeting. Any member of the Association shall be eligible to be elected a director of the Association unless a member of their household is a member of the board.

14. If there are more nominees than there are positions vacant then the nominees receiving the greatest number of votes cast shall be deemed to be elected at the Annual General Meeting.

15. In the event of a tie, when the acceptance of the tied nominees exceeds the maximum number of directors permitted on the board (12), there shall be a selection of director(s), from those nominees, by draw.

Special Resolutions

16. "Special resolution" means a resolution passed by not less than 75% of such members entitled to vote at a general or special meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

17. The Association shall file with the Registrar a copy of every special resolution within fourteen days after the resolution is passed.

Meetings of the Board of Directors

18. Regular meetings of the Board of Directors shall be held at least four times in each fiscal year. Special meetings of the Board of Directors shall be at the call of the Chair whenever the need arises. All business to be considered at the special meeting shall be stated in the call. At least 7 days notice shall be given of all meetings of the Board of Directors and quorum must be achieved.

19. Fifty percent plus one of the Directors shall constitute a quorum at any meeting of the Board of Directors.

20. The Chair of the board does not vote unless their vote would break a tie. The Past Chair is a voting member of the board.

21. The rules contained in “Robert’s Rules of Order, revised” shall govern board meetings in all cases they are applicable and in which they are not inconsistent with these Bylaws.

Article VII

Nomination and Election of Directors

1. Directors of the Association shall be chosen by the majority of the voting members present at the Annual General Meeting following a nomination process open to all members.

2. The term of office shall be two years with the exception of the Past Chair who shall have a term of one year. Directors elected to the Board may serve two consecutive terms unless there are not enough members interested in joining the board of directors. If a member is an officer of the Board, they may serve in any one position for two consecutive terms.

3. Notwithstanding, upon the expired term as a Board member or officer, they may stand for re-election for an additional term.

4. Directors shall serve on standing or ad-hoc committees during their term of office.

5. Failure to participate in at least two board meetings during the fiscal year or participate in committee meetings on a regular basis may result in dismissal from the board. (Exceptions may be granted for absence due to reason(s) acceptable to the board).

6. Only one member of a household may serve as a director for any given term or in the event there are not enough volunteers to meet the minimum number of board members, two members may serve but only one can be a signing authority.

7. Vacancies may be filled by appointment by the Board of Directors and the appointee shall hold office for the remainder of the unexpired term.

8. 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.

c. a conflict of interest does not prevent a member from serving as a director provided that they withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

9. The members may, by special resolution, remove any director and appoint another person to complete the term of office.

Article VIII

Committees

The Board of Directors shall appoint committees/representatives and ad hoc committees as needed.

Article IX

Finances

1. The fiscal year of the Association shall be January 1 to December 31. The annual budget shall be prepared on the basis of the income from number of properties assessed to pay the area rate, each year.

2. The Association may levy special dues as the occasion merits with the approval of 75% of voting members present at an AGM, regular, or special meeting.

3. Notification of a proposed change to the area rate or a proposal for special dues shall be provided in the notice of a meeting.

4. Intention to request a change to the area rate or introduction of special dues shall be determined at a general meeting of the Association, by the 75% of the voting members present.

5. The Association may:
   (a) acquire and take by purchase, donation, devise, bequest or otherwise real estate and personal property, and hold, enjoy, sell, exchange, lease, let, improve and develop the same, and erect and maintain buildings and structures;
   (b) contract and be contracted with and sue or be sued in its corporate name;
   (c) use its funds and property for the attainment of its objects and purposes;
   (d) borrow, raise and secure the payment of money in such manner as it thinks fit and, with the sanction of a special resolution, issue debentures or mortgage its real property to secure the payment of money borrowed by it;
   (e) by special resolution draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
   (f) by special resolution, change its name or alter its objects so as to add to or restrict or abandon any of its objects or the locality in which its activities are chiefly carried on;
   (g) if authorized by special resolution, subscribe to or become a member of any other Association or association, whether incorporated or not, whose objects are in whole or in part similar to its own objects;
   (h) do all such other acts and things as are incidental or conducive to or consequential upon the exercise of its powers or the attainment of its objects.

Signing Authority

6. Any two of the officers of the Association may sign cheques on behalf of the Association.

7. Any two of the officers of the Association shall sign contracts, deeds, bills of exchange and other instruments and documents on behalf of the Association.

Seal

The Association does not have a seal.

Records

The records of the association may be examined by any member at the registered office of the Association, Monday to Friday between the hours of 9AM to 5PM, in the company of an officer, with seven business days' notice to the secretary. In the absence of the secretary, provided the records are accessible, notice may be given to any officer. Copies of any requested documents shall be provided upon payment of a fee to cover the cost of the copy. The fee for copies of the Memorandum and Bylaws shall not exceed twenty (20) dollars.

Audit of Accounts

The directors are responsible for ensuring that members receive a written report on the financial position of the Association. A copy of the financial report may be signed by the auditor (if an auditor is appointed by the board) or, if there is no auditor appointed, by two directors. The financial report shall be filed with the Registrar within fourteen (14) days after the annual meeting in each year as required by law.

Article X

Amendments

1. These Bylaws may be amended, repealed or replaced by a special resolution only at any meeting of the Association called for that purpose or at any regular meeting of the Association. Notice of change shall be made available to the members one week in advance of the meeting.

2. No bylaw or amendment to bylaws shall take effect until the Registrar of Joint Stock Companies approves of it.