

By-laws for Sherwood Forest Lot Owners Association

Part 1 — Definitions

1.1 In these by-laws:

- (a) "Association" means Sherwood Forest Lot Owners 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 thirty percent (30%) of members entitled to vote as are present in person or by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- (d) "Sherwood Forest" means Sherwood Forest Subdivision, Hwy 14, Municipality of Chester, in the County of Lunenburg, Nova Scotia.

Part 2 — Membership Rights and Responsibilities

2.1 The Association is ultimately accountable to the members of the Association.

2.2 Membership in the Association shall consist of all of the following:

- (a) Those who support the objectives of the Association;
- (b) Persons who are lot owners of the Sherwood Forest and their spouse/partner;
- (c) Those whose name and address is written in the Register of Members by the Secretary; and
- (d) Those who pay an annual fee in an amount to be determined by the Association by a majority vote at the Annual General Meeting (AGM). Annual fees are collected by the Municipality of Chester as part of members' annual property taxes.

2.3 Membership in the Association is not transferable.

2.4 Membership in the Association shall cease:

(a) Upon death; or

(b) If a member ceases to qualify for membership in accordance with these by-laws; or

(c) If by a vote of three quarters (3/4) of the Board of 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 shall be terminated.

2.5 The members may repeal, amend, or add to these by-laws by a Special Resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.

2.6 No funds of the Association shall be paid to or be available for the personal benefit of any member.

Part 3 — Members' Meetings

3.1 An AGM shall be held within six (6) months after each fiscal year end where the notification shall:

(a) Specify the date, place, and time of the meeting;

(b) Notify the members at least thirty (30) days prior to the meeting via email, Canada Post, or in person;

(c) Specify the intention to propose a Special Resolution;

(d) State that the non-receipt of notice by any member shall not invalidate the proceedings; and

(e) Include the election of officers.

3.2 Where a lot is held in joint ownership, subject to by-law 2.2, each lot shall have only one vote and there shall be proxy voting.

3.3 Where the member is the owner of more than one lot, subject to by-law 2.2, the member shall be entitled to only one vote per lot owned and there shall be proxy voting.

3.4 Quorum shall consist of thirty percent (30%) of the members of the Association including proxy votes. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.

3.5 If a meeting is convened as per by-law 3.1 and quorum is not present within one half (1/2) hour from the appointed start time for the meeting, it shall be adjourned to such time and place as a majority of the members present 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 Association.

3.6 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.

3.7 Where there is an equality of votes, the Chair shall have a casting vote in addition to the vote he/she has as a member.

3.8 At any meeting, a poll, by a show of hands or by secret ballot as the Chair may decide, is required to declare that a resolution has been carried.

Part 4 — Board of Directors' Meetings

4.1 The Board of Directors shall meet at least one (1) time during the fiscal year and provide minutes of meetings to the members by email, Canada Post, or in person as required.

4.2 Quorum shall consist of three (3) of the Board of Directors.

Part 5 — Board of Directors

5.1 The Board of Directors shall propose at each AGM the amount of dues it deems appropriate to be made by the members to provide road maintenance and Association communication, for example photocopying, postage, locks, and website hosting.

5.2 Any member of the Association shall be eligible to be elected as a Board of Director of the Association, and a Director of the Association shall be a member.

5.3 The number of Board of Directors shall consist of not more than five (5) members: President, Vice-President, Secretary, Treasurer, and Director of Roads.

5.4 All Board of Directors have a two-year term. President/Secretary and Vice-President/Treasurer and the Director of Roads alternate years to ensure continuity.

5.5 At the first AGM after these By-laws are approved by the Association and the Registrar, the Vice-President/Secretary and the Director of Roads will be elected for one (1) year and the President/Treasurer will be elected for two (2) years.

5.6 The Board of Directors shall appoint such committees as it deems necessary to carry out the affairs of the Association.

5.7 The Board of Directors is elected by a majority of the members of the Association present at the AGM.

5.8 If a Board of Director resigns his/her office or ceases to be a member in the Association, their office as Board of 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 Association.

5.9 The management of the Association is the responsibility of the Board of Directors.

5.10 Board of 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 Board of Director, when the possibility of a conflict is realized.

Part 6 — Responsibilities of Board of Directors

6.1 The President shall be responsible for the effectiveness of the Board of Directors.

6.2 The Vice-President shall perform the duties of the President during the absence, illness, or incapacity of the President.

6.3 The Secretary shall have the responsibility for:

- (a) The preparation, custody, and distribution of all meeting minutes;
- (b) Registration of members;
- (c) Maintaining an up-to-date membership listing;
- (d) Creating and distributing Newsletters to members via email, Canada Post, or in person;
- (e) Filing of the annual requirements with the office of the Registrar within fourteen (14) days of their election or appointment, a list of Board of Directors with their addresses, occupations, and dates of appointment or election;
- (f) Notifying the membership of any proposed amendments, alterations, rescinding, or additions to the by-laws by Special Resolution within thirty (30) days of the meeting; and
- (g) Filing a copy of every Special Resolution with the Registrar within fourteen (14) days after the resolution is passed.

6.4 The Treasurer shall have the responsibility for:

- (a) The custody of all financial books and records of the Association; and
- (b) Filing of the required financial reports and meeting minutes with the Registrar and the Municipality of Chester within fourteen (14) days after the AGM.

6.5 The Director of Roads shall be present and onsite at Sherwood Forest for their term and have the responsibility for:

- (a) Maintaining, monitoring, and care of the road;
- (b) Coordinating with vendors; and
- (c) Communicating with the members concerning real-time road conditions.

Part 7 — Finance

7.1 The fiscal year end of the Association shall be March 31st.

7.2 The Board of Directors shall annually present to the members a written report on the financial position of the Association. 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.

7.3 A copy of the financial report shall be signed by two (2) Board of Directors.

7.4 A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each AGM.

7.5 The Association may only borrow money as approved by a Special Resolution of the members.

7.6 The members may inspect the annual financial statements and minutes of membership and Board of Directors meeting minutes at the time of every AGM.

7.7 Board of Directors shall serve without remuneration and shall not receive any profit from their positions. However, a Board of Director or Director may be paid reasonable expenses incurred in the performance of his/her duties.

7.8 The Association shall not make loans, guarantee loans, or advance funds to any Board of Director, Director or member.