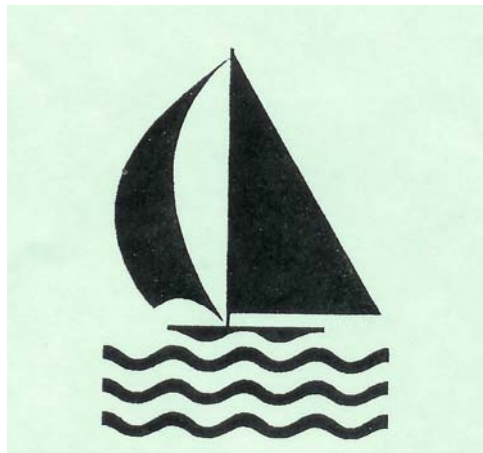


The attached Memorandum of the Association of the Regatta Point Landowners Association outlines:

- 1) The objective of the Association**
- 2) The By-Laws**
- 3) Membership Criteria**
- 4) Functions of the Design Review Board and a Beautification Committee**

Please retain this material for your own reference and ensure that it is passed on to successive property owners.



**MEMORANDUM OF ASSOCIATION OF REGATTA POINT LANDOWNERS
ASSOCIATION**

INTERPRETATION

- 1) The name of the Society is Regatta Point Landowners Association.
- 2) The objects of the Society are:
 - (a) To see that land within the development known as Regatta Point, more fully described in a Development Agreement between Edmonds Grounds Services Limited and City of Halifax dated April 10, 1986 and registered at the Halifax Registry of deeds in book 4156 at page 235 (such lands hereinafter called the "Development") which is owned by the city of Halifax is reasonably maintained and improved and that services provided by the City are satisfactory to the residents of the Development;
 - (b) To promote and assist in carrying out social activities for and on behalf of residents of the Development from time to time;
 - (c) To hold and maintain two parcels of land known as Parcels RP-31 and RP-32 and any other lands or structures for the purposes of complementing and enhancing the appearance of the Development;
 - (d) To establish and maintain the following Committees of the Association: a Design Review Board and a Beautification Committee. The Association shall establish AD HOC committees as it deems necessary from time to time. As a committee of the Regatta Point Landowners Association the Design Review Board shall administer the Design Review Process as contemplated in paragraph 24 of the said Development Agreement, thereby providing control to landowners in the Development over future property development;
 - (e) To generally represent the interest of the owners in the development in any matter affecting their interest and the interest of the residents of the Development as a whole;
 - (t) To acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Society;
 - (g) To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary to desirable in the carrying out of the objects of the Society.

PROVIDED that nothing herein contained shall permit the Society to carry on any trade, industry, or business and the Society shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the Society shall be used solely for the purposes of the Society and the promotion of its objects.

PROVIDED, further, that if for any reason the operations of the Society are terminated or are wound up, or are dissolved and there are remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to some other charitable organization in Canada, having objects similar to those of the Society.

3. The activities of the Society are to be carried on in the County of Halifax,
Province of Nova Scotia.

We, the several persons whose names, addresses and occupations are subscribed, desire to be formed into a Society, in pursuance of this Memorandum of Association.

DATED at _____, Nova Scotia, this ____ day of, _____ 1992.

<u>NAMES</u>	<u>ADDRESS</u>	<u>OCCUPATION</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

WITNESS to the above signatures:

Of _____

in the County of _____, Province of Nova Scotia.

Occupation: _____

BY-LAWS OF**REGATTA POINT LANDOWNERS ASSOCIATION**

1. In these by-laws unless there be something in the subject or context inconsistent therewith
 - (a) "Development" means all the land within that area of the Halifax Regional Municipality, Nova Scotia known as Regatta Point and more fully described in a Development Agreement between Edmonds Grounds Services Limited and City of Halifax dated April 10, 1986 and registered in the Halifax County Registry of Deeds in book 4156 at page 235;
 - (b) "Society" means Regatta Point Landowners 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.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these By-Laws, and none other, shall be members of the Society, and their names shall be entered in the Register of Members accordingly.
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 meeting of the Society and to vote at any meeting of the Society and to hold any office. Every member entitled to vote at meetings of members may by instrument in writing appoint a proxy, whom must also be a member, to attend and act at the meeting in the same manner and to the same extent and with the same power as if the member giving the proxy were present at the meeting in the manner, to the extent and with the power conferred by the proxy. The proxy shall be in the form attached hereto as a Appendix "1" and shall be signed by the member giving the proxy. A proxy entitling any person or member of the Society to vote at other than one meeting or any adjournment thereof shall be void.
5. Membership in the Society shall not be transferable

6. (a) The following shall be admitted to membership in the Society (such persons are herein referred to as a "member"): any individual over the age of 18 years owning land in the Development who upholds the objects of the Society and pays dues to the Society in an amount determined annually at the General Meeting.
Membership fees for the upcoming year are due on or before the Annual General Meeting. The Board of Directors shall set the annual fees 30 days prior to the Annual General Meeting.
- (b) The following shall be admitted as associate members in the Society: any individual over the age of 18 years residing in the Development who upholds the objects of the Society and pays the dues set for associate members of the Society annually at the general Meeting.
7. No formal admission to membership shall be required and the entry in the Register of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Society.
8. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, he resigns his membership, or if he ceases to qualify for membership in accordance with these by-laws.

FISCAL YEAR

9. The fiscal year of the Society shall be the period from January 1st in any year to December 31st of the same year.

MEETING

10. (a) The annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society;
- (b) An extraordinary general meeting of the Society may be called by the Chairperson or by the directors at any time, and shall be called by the directors if requisitioned in writing by 20 members in number of the members of the Society.

11. Ten days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing, or electronic mail, or facsimile or by sending it through the post in a prepaid letter addressed to each member at his/her last known address. Ten days from the post mark or via other electronic verification at the time when the letter containing the same would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
12. At each annual general meeting of the Society, 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 annual report of the directors;
 - Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
 - Election of directors for the ensuing year;
 - Appointment of Auditors.

All other business transacted at an annual general shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.
13. 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 such quorum shall consist of ten members.
14. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned immediately.
15. (a) The Chairperson of the Society shall preside as Chairperson at every general meeting of the Society;
- (b) If there is no Chairperson or if at any meeting he/she is not present at the time of holding the same, the Vice-Chairperson shall preside as Chairperson;

- (c) If there is no Chairperson nor the Vice-Chairperson is present at the holding of the same, the members present shall choose someone of their number to be Chairperson.
16. The Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he shall have a casting vote.
17. The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
18. At any meeting, unless a poll is demanded by at least two members, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
19. If a poll is deemed in manner aforesaid, the same shall be carried out in such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

VOTES OF MEMBERS

20. Every member shall have one vote and no more. Associate members shall be entitled to attend any meeting of the Association but shall not be entitled to vote thereat.

DIRECTORS

21. Unless otherwise determined by general meeting, the number of directors shall not be less than ten or more than fifteen.
22. To be qualified as a director of the Society, a person shall also be a member of the Society.
23. Directors shall be elected by the members at each annual general meeting for a term of three years. Individuals may be re-elected after a leave of one year or more. The leave of one year may be waived in the event a vacancy would occur because no new directors want to serve. The said appointment shall be for one year.

24. In order to maintain continuity and ensure renewal, the following process will occur: At the 1998 Annual General Meeting at least five directors who have served more than three consecutive years will be asked to resign in order to allow for the election of five new directors to a three year term. This same process will be repeated at each succeeding Annual General Meeting.
25. (a) The members shall elect directors by electing one nominee from each of the following condominium corporations which have paid dues in an amount equal to the annual dues for a member for that year multiplied by the number of units. Owner(s) who own directly or indirectly more than one property in Regatta Point shall pay membership dues only once per year.
- (i) Halifax County Condominium Corporation No. 171 (The Anchorage - 96 units);
 - (ii) Halifax County Condominium Corporation No. 133 (Regatta Arms - 48 units);
 - (iii) Halifax County Condominium Corporation No. 155 (Spinnaker Arms - 48 units);
 - (iv) Halifax County Condominium Corporation No. 152 (Regatta Court Townhouse - 9 units);
 - (v) Halifax County Condominium Corporation No. 161 (Corkum Court Townhouse - 14 units);
 - (vi) Halifax County Condominium Corporation No. 194 (Captain's Cove - 20 units);
 - (vii) Any additional Halifax County Condominium Corporation as may be formed within the jurisdiction of the Regatta Point Landowners Association.
- (b) If a condominium corporation has not paid current dues in the amount set out above then the members shall not elect any nominees for that condominium corporation;
- (c) The members shall also elect five directors from nominees of members who are owners of freehold townhouse properties in the Development;
- (c) The members shall elect the remainder of the directors from the members at large.

26. Directors are expected to regularly attend all meetings of the Board
27. At the annual general meeting of the Society, all directors who retire from office shall hold office until the dissolution of the meeting at which their successors are elected.
28. In the event that a director resign his/her office or ceases to be a member in the Society, where upon his/her office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
29. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his/her stead. The person so appointed shall hold office during such time only as the director in whose place he/she is appointed would have held office if he/she had not been removed.
30.
 - (a) The Board of Directors shall hold at least three meetings per year. A meeting of the directors may be held at the close of every ordinary or annual general meeting of the Society 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.
 - (b) No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the directors are present at the commencement of such business.
31. The chairperson or, in his/her absence, the Vice-Chairperson or, in the absence of both of them, any director appointed from among those directors present shall preside as Chairperson at meetings of the Board.
32. The Chairperson shall be entitled to vote as a director and, in the case of any equality of votes, he/she shall have a casting vote in addition to the vote to which he/she is entitled as a director.

POWERS OF DIRECTORS

33. The management of the activities of the Society shall be vested in the directors whom in addition to the powers and authorities by these by-laws 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 Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. The directors may appoint an executive committee, consisting of the officers and such other directors as the directors decide.

OFFICERS

34. The officers of the Society shall be a Chairperson, a Vice-Chairperson, a Treasurer and a Secretary. The offices of treasurer and secretary may be combined. To be qualified as an officer of the Society, a person shall also be a director of the Society.
35. The directors shall elect one of their number to be the Chairperson of the Society. The Chairperson shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him/her by the members from time to time.
36. The directors shall also elect one of their number to be Vice-Chairperson. The Vice-Chairperson shall, at the request of the members and subject to its directions, perform the duties of the Chairperson during the absence, illness or incapacity of the Chairperson, or during such period of the Chairperson may request him/her to do so.
37.
 - (a) The directors shall also elect from their number a secretary of the Society who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to him/her by the members.
 - (b) 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.
 - (c) The directors shall elect from their number a Treasurer of the Society to carry out such duties as the members may assign. If the directors think fit, the same person may hold both offices of Secretary and Treasurer.

COMMITTEE MEMBERS

Members of Committees shall serve a term of three consecutive years. Individuals may be considered for reappointment after a leave of one year or more.

At the annual general meeting, at least two committee members who have served three consecutive years will be asked to resign in order to allow for the election or appointment of two new committee members. This same process will be repeated at each succeeding annual general meeting.

In the event of the creation of new Committees, the Board of Directors may appoint individuals to staggered terms of one, two, and three years to enable the effect of continuity and renewal as aforementioned.

The Regatta Point Landowners Association shall designate a member of the Board to be the Chairperson of each committee. The Chairperson is expected to attend all meetings of the Board of Directors and provide a written report of the Committee's activities.

Any vacancies during the term of office of the Committees shall be filled by the Board of Directors after consultation with the Committee.

Committees, unless otherwise determined by the Regatta Point Landowners Association, will consist of six members. The Chairperson of the Regatta Point Landowners Association shall be an ex-officio member of all Committees.

AUDIT OF ACCOUNTS

38. 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 may do so.
39. (a) The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, he/she shall state whether, in his/her opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting.

(b) 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 days after the annual meeting in each year, as required by law.

MISCELLANEOUS

40. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law. No by-law shall contradict the Societies Act.
41. 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.
42. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
43. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

44. Preparation of minutes, custody of the books and records, and custody of the minutes of all meetings of the Society and of the board of Directors shall be the responsibility of the Secretary.
45. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
46. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chairperson or the Vice-Chairperson and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
47. The borrowing powers of the Society may be exercised by special resolution of members.

DESIGN REVIEW BOARD

Unless otherwise determined by the Regatta Point Landowners Association the Board will consist of six members. The Chairperson of the Regatta Point Landowners Association shall be an ex-officio member of the board.

The Regatta Point Landowners Association shall designate a member of the Board to be Chairperson thereof The Chairperson is expected to attend all meetings of the Board of Directors and provide a written report of the Design Review Board activities.

All meetings of the Design Review Board shall record minutes. The minutes of each meeting shall be forwarded to the Board of the Regatta Point Landowners Association.

APPENDIX "1"

PROXY

TO: Regatta Point Landowners Association ("Association")

The undersigned member of the Association hereby appoints as proxy of the _____ undersigned to attend and act at the meeting of members of the said Association to be held on _____, and at any adjournment thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment thereof This proxy shall not be valid for any other meeting.

Dated this day of , 199.

Signature

Print Name of Member