

## **CLAM LAKES PROPERTY OWNERS ASSOCIATION General By-Law**

### **PREAMBLE:**

The corporation was incorporated by Letters Patent approved by the Ontario Ministry of Consumer and Business Services on June 18, 2007 as a corporation without Share Capital under the Corporations Act [Ontario]. [Ontario Corporation Number 1733554].

The Corporation has been founded by members owning property in the vicinity of Big Clam Lake or Little Clam Lake [the Lakes], with the primary purpose of the Corporation being the protection of the ecology of the Lakes and adjoining lands and property in the Town of Kearney, District of Parry Sound, Province of Ontario.

Specifically, the Corporation exists:

- To foster and promote community spirit on and around the Lakes.
- To promote the enhancement of the quality of life of all members owning property in the vicinity of the Lakes including wildlife, resident and migratory.
- To promote the preservation, protection, restoration and improvement of the natural resources, water quality and environment of the Clam Lakes Watershed.
- To provide a united voice with the different levels of government and their respective agencies that may have jurisdiction in the jurisdiction area in order to promote the objects of the Corporation.
- To provide a means of communication between property owners (“members”) and residents in the vicinity of the Lakes with regard to common interest and the objects of the Corporation.

### **NAME**

The Corporation shall be called the "**CLAM LAKES PROPERTY OWNERS ASSOCIATION**" [the **CLPOA** or the **CORPORATION**].

### **JURISDICTION**

The CORPORATION shall be primarily representative of the area including both Big and Little Clam Lakes and the properties adjacent to the Lakes. The head office of the CORPORATION will reside within the boundaries of the Town of Kearney.

### **MEMBERSHIP**

- A. The registered owner of each legally, resided, designated property within the resident area is entitled to apply for ONE membership in the CLPOA and to maintain such membership while he/she are the owner of such property. In the event that a property has more than one registered owner, the owners will designate a Voting Member to act on behalf of all the registered members of said property. An ALTERNATE VOTING MEMBER may be designated [on the membership application form] to act on behalf of the VOTING MEMBER in his/her absence.
- B. In the event that a person owns more than one property in the Jurisdiction area, that person may only maintain one membership in the CLPOA and therefore have ONE vote.

- C. Where the registered owner is not an individual, the registered owner may apply for membership and appoint an individual to act as Voting Member of the Corporation. The Voting Member must be the regular user of the property of the owner.
- D. Each member must be at the time of application 18 years of age or over.
- E. Any member appointed is entitled to be a member only if they are in compliance with this By-Law and, in the case of a member appointed by a registered owner, while the registered owner permits such appointee to be a member.
- F. The CORPORATION shall accept the application of any registered owner of legally designated property within the resident area provided they meet the criteria above and pay the annual membership fee.
- G. Each membership carries with it the right to **ONE** vote at any meeting of the members.
- H. Each member meeting the criteria above shall be referred to as a “**VOTING MEMBER.**”
- I. Proxy voting is not permitted at any Annual or Special Meeting of members. In order to vote, a member must be physically present at a meeting. In order to vote at a meeting, a member must be entitled to be a member at the time the meeting is held and must have paid the annual dues for the year in which such meeting occurs.
- J. Application for membership shall be made to any Director of the Corporation, accompanied by payment to the Corporation of the then applicable annual membership dues in effect and evidence of registered ownership of property within the resident area. The Directors shall set the annual membership fee by a resolution approved by a majority of the Directors voting on such resolution.
- K. The membership year runs from the date of the Annual General Meeting to the date of the next Annual General Meeting. The Annual General Meeting to be held the second Saturday of July or another date in July if required.
- L. A member who has not paid the applicable annual membership fee shall lose all rights of membership, including the right to vote at any annual or special meeting of members, until such time as dues have been paid in full. A member will also lose all rights of membership if the members of the Corporation resolve, by a vote of 75% of the members at an Annual or Special Meeting called for such purpose, to remove the member as a member of the Corporation on the basis of such member not complying with this By-Law, other instruments, if any, properly passed or created by the Corporation, or because the member has carried out or supported any action that is contrary to the Purpose.
- M. The Corporation will not ever own or have title to any Real Estate or Property.

## **FINANCIAL YEAR STATEMENTS**

- A. The fiscal and membership year shall commence after the Annual General Meeting.
- B. There must be an annual audit of the financial operation of the Corporation either by a chartered accountant appointed by the Directors, or with the consent [by vote] of the Members, by a signed statement from two Members of the Corporation certifying the statements to the Members in like manner to that which would otherwise be given by auditors of such statements.
- C. Financial information and accounting is to be kept current and reconciled on a monthly basis. This information is to be available to all paid up voting members upon request and will be distributed at the Annual General Meeting.

## **MEETINGS OF MEMBERS**

- A. An Annual General Meeting [Annual Meeting] shall be held each year on the second Saturday of July or by a date to be fixed by the directors for the purpose of:
  - i. receiving financial statements
  - ii. consider or receiving other reports to the members
  - iii. appointing the auditors of the Corporation
  - iv. election of directors for the ensuing term
  - v. for the transaction of any other or new business
- B. At least 30 days prior notice shall be given to the members concerning the holding of a Meeting. Notice may be sent by prepaid mail addressed to, or may be delivered personally to, or may be sent by confirmed facsimile or electronic transmission to, the member at the latest address shown in the records of the Corporation. Notice sent in accordance with this provision is deemed to be received by a member at the time it is delivered or transmitted, except in the case of a mailing, whereby receipt is deemed on the seventh day following the date of mailing.
- C. Eleven voting members present in person at the time of the Meeting is to commence shall constitute a quorum for the holding of a Meeting.
- D. Each Voting Member shall have one vote at a meeting, provided that, if it is a new membership, the membership has been in good standing for at least 30 days prior to the Meeting, or if it was an existing membership, that the membership is in good standing prior to the vote. Motions and resolutions shall be determined by simple majority of votes on a show of hands, or a ballot, if a majority of those present indicate they would prefer to have a ballot.
- E. Corporation Meetings and business commence at the opening of the Meeting and end upon Adjournment. Transportation to and from a meeting is not included or considered as part of any Meeting.

## **DIRECTORS**

- A. The Board of Directors shall consist of a minimum of five and a maximum seven Directors. Six will be elected and one will be the immediate Past President. If the Past President is unable or unwilling to serve as a Director, then a seventh Director can be elected.
- B. Directors must be paid up Voting Members of the Corporation. There may be only one Director per Member Property.
- C. All Directors shall be nominated and elected at the Annual General Meeting. A Nominating Committee of the outgoing Board of Directors may propose a list of nominees. Nominations will also be received from other members of the Corporation.
- D. The term of office of a Director expires at the end of the Annual Meeting following the Annual Meeting at which he/she was elected and a Director may serve up to three consecutive terms if elected by the members to each such term.
- E. All elections of Directors shall be made by simple majority of those members voting at the Meeting to elect such Directors. If a vacancy on the Board arises between Annual Meetings, the vacancy will not be filled until the next Annual Meeting unless at least six voting members demand that the Directors call a Special Meeting to fill the vacancy or vacancies.
- F. In electing the Directors, where more than the required number of Directors are nominated and stand for election, the election shall be by secret ballot.
- G. The general management and control of the affairs and funds of the Corporation shall be vested in the Directors, subject only to this By-Law, as the same may be amended, and decisions taken by majority vote of the members at a Meeting.
- H. Meetings of Directors will be at the call of the president. A majority of the Directors shall constitute a quorum for the transaction of business of the Directors. Motions or resolutions of the Directors shall be determined by simple majority of votes cast. Any Director may participate in a meeting of the Board of Directors by means of conference telephone or other communications equipment by means of which all participants can communicate effectively with every other participant in real time.
- I. Directors shall serve without remuneration, salary or profit from the position of Director, but may be reimbursed for reasonable expenses incurred in the performance of their duties. Reasonable expenses in excess of \$25 require prior approval, by two Directors, to the expense being incurred. A person may not be a Director [or vacate the position] if they are employed or conduct business within the jurisdiction of the CLPOA, if said employment or business activity could possibly create or be construed to create a conflict of interest as a Director.
- J. The Directors shall make every effort to meet at least two times per year and will meet to discuss and approve the financial statements before they are presented to the members.

## **OFFICERS**

- A. Directors shall, following each Annual General Meeting, appoint or reappoint the Officers of the Corporation. The Officers shall consist of a President, Vice President, Secretary and Treasurer all of whom must be appointed by the Directors annually.
- B. The President shall chair all meetings of the Members and Directors. The President shall appoint all Committee members subject to the By-Laws and the approval of the Directors. The President shall be an ex-officio member of all committees. The President shall have such powers and duties as may from time to time be assigned to the President by the Directors or as are incident to the office.
- C. The Vice President shall act in the Presidents absence or inability to serve and shall perform such duties as may devolve upon him/her by the President or the Directors.
- D. The Treasurer shall have custody of the funds and securities of the Corporation and shall keep, or cause to keep by others, full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit, or cause to be deposited, all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Directors from time to time. The Treasurer shall disburse, or cause to be disbursed by others, the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of Directors, or whenever they may require it, an accounting of all transactions and a statement of the financial position of the Corporation. Disbursements in excess of \$100 require two authorized signatures of Directors. He/she shall also perform such other duties as may from time to time be directed by the Directors.
- E. The Secretary shall attend all meetings of Members and Directors and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and Directors, and shall perform other such duties as may be prescribed by the Directors or President.

## **INDEMNIFICATION**

- A. All Directors and Officers of the Corporation and their heirs, executors, administrators, legal representatives and their estates and effects respectively [each such person or entity being referred to herein an "Indemnified Party"], shall at all times be indemnified and saved harmless out of the funds of the Corporation from and against:
  - I. all costs, damages, charges, liabilities, and expenses which the Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought about, commenced or prosecuted against him or her, or in respect of, any act, deed matter, or things whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and

- II. all other costs, charges, damages, liabilities and expenses which the Director or Officer sustains or incurs in or about or in relation to the affairs of the Corporation, except in either case such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

B. The Corporation may also indemnify any Director in such other circumstances as law may permit or require. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by law.

### **SIGNING AUTHORITY AND FUNDS**

- A. All contracts, instruments and other documents [including cheques must be signed on behalf of the Corporation by two of the President, Vice President, Secretary, Treasurer, or other Directors.
- B. All contracts, instruments and other documents obligating the Corporation for a period of time must expire no later than the end of the term of the sitting Board of Directors with the exception of the Directors and Officers insurance which may renew, annually on a different date.
- C. The funds of the Corporation shall be in the keeping of the Treasurer who shall deposit these in a Chartered Canadian Bank or Trust Company and shall make payments for the Corporation by cheque on the said bank account. Signatures of two Directors is required on all cheques or payments in excess of \$100.00.
- D. The Treasurer will establish petty cash procedures with respect to the disbursement of amounts of less than \$100.00 and maintain the records for the petty cash.

### **COMMITTEES**

- A. The Directors may appoint committees that have an ongoing purpose or special purpose as the Directors believe are required, and such committees will be given a mandate at the time that they are established in a Meeting, recorded by the Secretary. Such mandates will be compatible with the Purpose of the Corporation.
- B. Committees may make recommendations to the Board of Directors within their mandate, but have no authority to bind the Corporation or its members, and may be disbanded by a vote of the Directors at any time.

### **AMMENDMENTS AND NEW BY-LAWS**

Amendments to the By-Law or the introduction of a new By-Law may only be made at a Meeting properly called, and members must be notified at least 30 days before the meeting of the proposed amendment or new By-Law, together with a copy of the proposed new By-Law or amendment and the purpose of such proposed change or By-Law. Any new By-Law or an amendment to this By-Law must be approved by a majority of the members present at the Meeting at which it is considered.