
The Coalition of Haliburton Property Owners' Associations

Bylaw

Final Draft – May 16, 2018

A bylaw relating generally to the conduct of the affairs of The Coalition of Haliburton Property Owners' Associations, incorporated under the Ontario Corporations Act, R.S.O. 1990 and replacing in their entirety all previous constitutions and bylaws.

Part 1 - Definitions and Interpretation

- 1.1 Definitions**
- 1.2 Interpretation**

Part 2 - Incorporation

- 2.1 Head Office**

Part 3 - Capacity and Powers

- 3.1 Capacity and Powers**
- 3.2 Bylaws**

Part 4 - Directors and Officers

a. Directors

- 4.1 General Statement of Role**
- 4.2 Powers**
- 4.3 Number of Directors**
- 4.4 Qualifications of a Director**
- 4.5 Nomination, Term and Election**
- 4.6 Consent and Verification**
- 4.7 Number of Terms**
- 4.8 Retiring Director**
- 4.9 Removal of a Director**
- 4.10 Ceasing to be a Director**
- 4.11 Filling Vacancies**
- 4.12 Number of Meetings**
- 4.13 Requests for and Calling of Meetings**
- 4.14 Quorum**
- 4.15 Place of Meetings and Notice**
- 4.16 Means of Meetings**
- 4.17 Business Transacted at Meetings and Rules of Order**
- 4.18 Persons Entitled to be Present**
- 4.19 Voting**
- 4.20 Written Resolution of Directors**
- 4.21 Remuneration of Directors**
- 4.22 Agents and Employees**
- 4.23 Confidentiality**
- 4.24 Standard of Care and Liability**
- 4.25 Insurance**
- 4.26 Indemnities to Directors and Officers**
- 4.27 Conflict of Interest**
- 4.28 Committees of the Board**
- 4.29 Banking Arrangements**
- 4.30 Execution of Instruments**
- 4.31 Financial Year**
- 4.32 Fund Raising**

b. Officers

4.33 Titles

4.34 Appointment

4.35 Term and Removal of Officers

4.36 Delegation of Duties of Officers

4.37 Duties of Officers

4.38 Vacancies

4.39 Remuneration of Officers

Part 5 - Members and Supporters

5.1 Qualifications

5.2 Application and Admission

5.3 Term

5.4 Number

5.5 Fees or Dues

5.6 Time and Place of Meetings of Members

5.7 Annual Meetings of Members

5.8 General and Special Meetings of Members

5.9 Notice

5.10 Chairing of Meetings

5.11 Quorum

5.12 Voting

5.13 Rights of Members

5.14 Discipline and Termination of Members

5.15 Transfer of Membership

5.16 Members not Liable

Part 6 - Financial Statements

6.1 Approval of Financial Statements

6.2 Presentation of Financial Statements to Members

Part 7 - Books and Records

7.1 Corporate Records to be Kept

7.2 Retention of Accounting Records

7.3 Location of Corporate Records

7.4 Records or Registers Kept Outside Canada

7.5 Directors' Access to Records

7.6 Consents of Directors

7.7 Form of Records

7.8 Protection of Records

Part 8 - Fundamental Changes

8.1 Amendment of Letters Patent

8.2 Authorization

8.3 Amendment of Bylaws

Part 9 - Winding Up

9.1 Winding Up

Part 10 - Approval and Confirmation

Part 1 - Definitions and Interpretation

1.1 Definitions

The Coalition of Haliburton Property Owners' Associations (CHA) is a non-profit entity and incorporated as a corporation without share capital.

In this Bylaw:

"Act" means the *Corporations Act*, R.S.O. 1990 (Ontario) as amended;

"articles" means any document or instrument that incorporates a Corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act. Articles of incorporation must set out the name of the Corporation, its purposes and any other information required by the Act or the regulations or by the Director.

"Board" means the Board of Directors of the Corporation;

"charitable Corporation" means a Corporation incorporated for the relief of poverty, the advancement of education, the advancement of religion or other charitable purpose, and "non-charitable Corporation" means a Corporation that is not a charitable Corporation;

"committee" means an individual or group of individuals to whom responsibility has been delegated by the Board of Directors of the Corporation to perform a particular function or duty;

"confidant" means a Director, an Officer, an employee of the Corporation and a Director of a committee appointed or authorized by the Board;

"confidential Information" means information in any form, not generally known to the public, disclosed to or acquired by, a confidant from the Corporation during the term of the confidant's involvement with the Corporation;

"Corporation" means The Coalition of Haliburton Property Owners' Associations;

"Director" means an individual occupying the position of Director of the Corporation by whatever name he or she is called;

"electronic", in respect of a document, includes a document created, recorded, transmitted or stored in digital form or in other intangible form by electronic, magnetic or optical means or by any other means that has capabilities for creation, recording, transmission or storage similar to those means;

"financial year", in respect of a Corporation, means the annual period that the Corporation establishes for accounting purposes;

"individual" means a natural person, other than a natural person in his or her capacity as trustee, executor, administrator or other legal representative;

"letters patent" means the letters patent incorporating the Corporation and any amendments thereto by supplementary letters patent;

"Member" means an association who has fulfilled the conditions of Membership of the Corporation and is recorded on the register of Members of the Corporation;

"Member Delegate" means an individual member of an association appointed by their association to represent the Member at a meeting of Members;

"Officer" means an individual occupying the position of Officer of the Corporation by whatever name he or she is called;

"ordinary resolution" of the Members means a resolution that is submitted to a meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation;

"person" includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative;

"purpose" means the reason for the existence of the Corporation as established from time to time by the Corporation;

"registered office" means "the registered office of a Corporation at the address set out in its articles or as specified in the notice or return most recently filed by the Corporation under the Corporations Information Act, whichever is more current."

"resolution" of the Board of Directors means a resolution that is submitted to a meeting of the Directors and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Director of the Corporation entitled to vote at a meeting of Directors of the Corporation;

"special resolution" means a resolution that is submitted to a special meeting of the Members of a Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or is consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation;

"spouse" means a person to whom the person is married or with whom the person is living in a conjugal relationship outside marriage;

"telephonic or electronic means" means any means, other than direct speech or writing, by which information or data is transmitted, including telephone, fax, e-mail, automated touch-tone telephone system and computer.

1.2 Interpretation

- i. Computation of Time
“days”, in respect to a period of days, is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.
- ii. Terms as Defined in Act
Unless otherwise expressly provided to the contrary, all terms contained in this bylaw and which are defined in the Act shall have the meaning attributed to such terms by the Act.
- iii. Headings
The headings in the bylaw are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

Part 2 - Incorporation

2.1 Head Office

The head office of the Corporation shall be situated in the County of Haliburton, in the Province of Ontario, at such place therein as the Directors may from time to time determine by resolution, until changed in accordance with the Act. The Corporation may by special resolution of the Members change the location of its head office to another place in Ontario.

Part 3 – Capacity and Powers

3.1 Capacity and Powers

The Corporation has the capacity, and, subject to the Act, the rights, powers and privileges of a natural person.

3.2 Bylaws

Unless the articles or the Bylaws otherwise provide, the Directors may by resolution make, amend or repeal any Bylaw that regulates the activities or affairs of the Corporation, except related to:

- I. Adding, changing or removing a provision respecting the transfer of a Membership;
- II. Changing to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- III. Changing the method of voting by Members not in attendance at a meeting of the Members.

The Directors shall submit the Bylaw, amendment or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the Bylaw, amendment or repeal by special resolution. The Bylaw, amendment or repeal is effective from the date of the resolution of the Directors. If the Bylaw, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.

Part 4 - Directors and Officers

a. Directors

4.1 General Statement of Role

Subject to the Act and the letters patent, the Directors of the Corporation shall manage or supervise the management of the activities and affairs of the Corporation.

4.2 Powers

The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right of interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

4.3 Number of Directors

The affairs of the Corporation shall have a minimum of five (5) and a maximum of eleven (11) directors of whom two-thirds (2/3) of active directors must be members of a CHA member association.

4.4 Qualifications of a Director

A Director shall:

- i. Be an individual;
- ii. Be at least eighteen years of age;
- iii. Not have the status of bankrupt;
- iv. Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- v. Not have been found to be incapable by any court in Canada or elsewhere;
- vi. Complete all documentation as required by the Board of Directors.

4.5 Nomination, Term and Election

The Directors shall recruit qualified candidates for election in a number that is at least sufficient to fill the vacant Director positions. Each Director shall be elected for a term of one (1) year at an Annual Meeting of Members by ordinary resolution. All Directors shall be retired at the end of their term but shall be eligible for re-election if otherwise qualified.

4.6 Consent and Verification

An individual who is elected to hold office as a Director shall consent in writing prior to such election to hold office as a Director and shall at the same time verify that he or she meets the qualifications of the position of Director.

4.7 Number of Terms

There shall be no limit on the number of terms for Directors.

4.8 Retiring Director

A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which such retirement is effective.

4.9 Removal of a Director

The Members of the Corporation may, by ordinary resolution submitted at a meeting of the Members of which notice specifying the intention to pass such resolution has been given and determined by a majority of votes by members in attendance, remove any Director before the expiration of that person's term in office. Any removal of a Director shall be done in good faith and in a fair, respectful and reasonable manner.

4.10 Ceasing to be a Director

An individual shall cease to be a Director if that individual:

- i. Resigns such office by delivering a written resignation to the Executive Director/Secretary of the Corporation; or
- ii. Ceases to meet any of the qualifications required of a Director; or
- iii. Is removed from office by resolution of the Members eligible to vote; or
- iv. Is found to have breached the code of conduct provided to the Board of Directors; or
- v. Dies.

The resignation of a Director shall become effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whichever is later. A Director shall be entitled to give the Corporation a statement giving reasons for resigning.

4.11 Filling Vacancies

Vacancies on the Board of Directors, however caused, shall be filled by resolution of the Directors at the next meeting of Directors. A Director elected to fill a vacancy shall hold office for the unexpired term of the Director's predecessor.

4.12 Number of Meetings

The Directors shall meet at least one (1) time each year.

4.13 Requests for and Calling of Meetings

A meeting of Directors may be called by the Chair or by the Secretary on direction in writing of any two Directors.

4.14 Quorum

The presence of a majority of Directors shall be necessary to constitute a quorum for the transaction of business. No business shall be transacted at any meeting of Directors unless a quorum is present at the commencement and throughout the meeting, except to set the time and place for the next meeting. Despite any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.

4.15 Place of Meetings and Notice

Meetings of the Directors may be held at any time and place to be determined by the Directors provided that three (3) days' written notice of such meeting shall be given by telephonic or electronic means, or personal delivery to each Director. Notice must specify the purpose of or the business to be transacted at the meeting. Notice may be sent by mail provided it is sent at least five (5) days prior to the meeting. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.

The Directors may from time to time by resolution determine to hold regular meetings of the Directors and shall by such resolution fix the dates or times of such regular meetings. So long as any such resolution is in effect, the Executive Director/Secretary of the Corporation shall convene such regular meetings by notice delivered by telephone, fax or email to each Director.

A meeting of Directors shall be held without notice immediately following the Annual Meeting of the Members of the Corporation. Notice of a meeting that continues an adjourned meeting of Directors is not required to be given if the time and place of the continued meeting is announced at the meeting that is adjourned.

No error or omission in giving notice of any meeting of the Directors or any adjourned meeting of the Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

4.16 Means of Meetings

Any or all Directors or Officers may, if all the Directors of the Corporation present at or participating in the meeting consent, participate in a meeting of the Directors or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director or Officer so participating in a meeting is deemed to be present at the meeting.

At the commencement of each such meeting the Secretary of the meeting will record the names of those persons in attendance in person or by electronic communications facilities and the Chair will determine whether a quorum is present. The Chair of each such meeting shall determine the method of recording votes thereat, provided that any Director present may require all persons present to declare their votes individually. The Directors shall take reasonable precautions as may be necessary to ensure that such communications facilities are secure from unauthorized interception or monitoring.

4.17 Business Transacted at Meetings and Rules of Order

The Directors may consider or transact any business either special or general at any meeting of the Directors. Robert's Rules of Order shall govern all meetings of the Directors.

4.18 Persons Entitled to be Present

Persons entitled to attend a meeting of Directors shall be Directors, Officers and others who, although not entitled to vote, are entitled or required under the provisions of the Act or Bylaws of the Corporation to be present at the meeting.

Any other person may attend on invitation of the Chair and with the approval by resolution of the Directors in attendance immediately after the meeting has been duly constituted. Approval shall include identification of the agenda item or items such person shall be entitled to be present for and the reason for attendance of such person. All such persons who attend any portion of any meeting of the Directors shall undertake in writing that they will respect the confidentiality of all matters coming before them during any such meeting.

4.19 Voting

Each Director shall be authorized to exercise one (1) vote. In the case of an equality of votes, the resolution shall be lost. An Officer who is not a Director is not authorized to vote.

Except as otherwise provided in the Act, the articles of the Corporation or the Bylaws of the Corporation, resolutions arising out of any meeting of Directors shall be decided by a majority of votes of Directors in attendance. Directors and Officers shall not appoint a proxyholder or other person to attend and act on their behalf at any meeting of the Directors.

All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. Unless a ballot is demanded, an entry in the minutes of a meeting of the Directors to the effect that the Chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

4.20 Written Resolution of Directors

A written resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting of Directors. The Corporation shall keep a copy of such resolution with the minutes of the meetings of the Directors or of a committee of Directors.

4.21 Remuneration of Directors

Directors shall serve as such without remuneration from the Corporation and Directors shall not directly or indirectly receive any profit from their position as such; provided that Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

4.22 Agents and Employees

The Directors may, from time to time, appoint agents and employees and give them authority to manage and direct the business and affairs of the Corporation.

Directors shall not delegate any of the following duties:

- i. To submit to the Members any question or matter requiring the approval of the Members;
- ii. To fill a vacancy among the Directors;
- iii. To appoint additional Directors;
- iv. To issue debt obligations except as authorized by the Directors;
- v. To approve any financial statements;
- vi. To adopt, amend or repeal Bylaws;
- vii. To establish dues to be paid by Members.

4.23 Confidentiality

Every Director and Officer of the Corporation and every Member of a committee appointed or authorized by the Directors shall respect the confidentiality of matters brought before the Directors or any committee and shall not:

- i. Use any confidential information for the person's own purposes or benefit, or for the purposes or benefit of any other person;
- ii. Divulge, communicate or disclose to any person any such confidential information regarding the Corporation, the participants in the Corporation's programs or any other organization of which they have knowledge, other than such disclosures as are required to be made in the due and proper performance of his or her duties with the Corporation, or are otherwise consented to in writing by the Corporation or are required by law;
- iii. Copy, reproduce, store, extract or make notes of any confidential information other than in the due and proper performance of his or her duties with the Corporation;
- iv. Retain any confidential information in any form after vacating the position of Director for whatever reason.

Only the Chair or designate(s) shall make statements or publish information about matters pertaining to the Corporation.

4.24 Standard of Care and Liability

Every Director and Officer in exercising his or her powers and discharging his or her duties to the Corporation shall:

- i. Act honestly and in good faith with a view to the best interests of the Corporation; and
- ii. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every Director and Officer shall comply with the Act and the regulations and the Corporation's articles and Bylaws.

A Director is not liable and has complied with his or her duties if the Director exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances, including reliance in good faith on:

- I. Financial statements of the Corporation represented to him or her by an Officer of the Corporation to present fairly the financial position of the Corporation in accordance with generally accepted accounting principles;
- II. An interim or other financial report of the Corporation represented to him or her by an Officer of the Corporation to present fairly the financial position of the Corporation in accordance with generally accepted accounting principles;
- III. A report or advice of an Officer or employee of the Corporation, if it is reasonable in the circumstances to rely on the report or advice;
- IV. A report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by them.

No Director, Officer or Committee Member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee Member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Directors or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of

the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have complied with the Act and the Corporation's articles and Bylaws and exercised their powers and discharged their duties in accordance with the Act.

4.25 Insurance

The Corporation shall purchase and maintain liability insurance for the Directors and Officers of the Corporation.

4.26 Indemnities to Directors and Officers

The Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation.

The Corporation shall not indemnify an individual unless the individual acted honestly and in good faith with a view to the best interests of the Corporation and, if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

The Corporation may advance money to such Directors, Officers or other individuals for costs, charges and expenses of such an action or proceeding, but the individual shall repay the money if the individual did not act honestly and in good faith with a view to the best interests of the Corporation and, if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

4.27 Conflict of Interest

Every Director who, either directly or through one of his or her associates, has or thinks he or she may have a conflict of interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation, shall disclose the nature and extent of the interest at a meeting of the Directors.

The declaration of interest shall be disclosed at the meeting of the Directors at which the contract, transaction, matter or decision is first raised. If the Director becomes interested in a contract, transaction, matter or decision after the Directors meeting at which it is first raised, the Director shall make a declaration at the next meeting of Directors following the Director's perception or apprehension of a conflict. In the case of an existing contract, transaction, matter or decision, the declaration shall be made at the first meeting of the Directors after the Director becomes a Director or the interest comes into being.

After making such declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting on a contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote.

4.27 Conflict of Interest (cont'd)

If a Director has made a declaration of conflict of interest in compliance with this Bylaw, the Director shall not be accountable to the Corporation for any profit he or she may realize from the contract, transaction, matter or decision.

Whether or not a Director has a conflict of interest shall be determined by a simple majority of the Directors and shall be final. Every declaration of a conflict of interest and the general nature thereof shall be recorded in the minutes by the Directors.

4.28 Committees of the Board

The Board of Directors may appoint committees of the Board and shall establish terms of reference for each by resolution. All committees shall be advisory to the Board and shall not have the authority to bind the Corporation. Each committee Member shall have one (1) vote.

The Directors shall by resolution appoint not less than one (1) Director to sit on each committee and shall designate one (1) of the Directors sitting on each committee to assume the role of the Chair. All committees shall determine the criteria for Membership other than those Members who are also Directors. The Board of Directors may, by resolution, remove the Chair of any committee or any other member of any committee from that appointment.

Committees may meet for the transaction of business, adjourn or otherwise regulate their meetings as they deem fit. A quorum shall be a majority of committee Members. No committees shall transact any business except to set the date for the next meeting in the absence of a quorum. Committee Members may participate by telephonic or electronic means. Questions arising at any meeting of a committee shall be decided by a majority of votes of those Members in attendance and, in case of an equality of votes for and against, the resolution shall be lost. All committees of the Board shall report in writing as requested by the Board.

The Chair of each Committee shall chair each meeting or delegate a suitable replacement and shall ensure the establishment of a recording and reporting process. Committees of the Board with the approval of the Board of Directors may form Sub-Committees on an as needed basis. Sub-committees shall elect a Chair who reports to the Chair of the Committee.

The Chair shall be an ex-officio member of all Committees.

4.29 Banking Arrangements

The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or Corporation carrying on a banking business as the Directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof, shall be transacted on the Corporation's behalf by such one or more Officers and/or other persons as the Directors may designate or direct or authorize from time to time by resolution and to the extent therein provided, including, without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, finding, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the

4.29 Banking Arrangements (cont'd)

Corporation; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any Officer of such banker to do any act with or on the Corporation's behalf to facilitate such banking business. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two of the Chair, Treasurer, and Director designated from time to time by resolution of the Directors.

4.30 Execution of Instruments

All deeds, transfers, assignments, contracts, obligations or instruments in writing requiring the signature of the Corporation shall be signed by any Director after being reviewed and approved in writing by the Chair or Chair's designate. All deeds, transfers, assignments, contracts, obligations, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Notwithstanding any provisions to the contrary contained in the Bylaws of the Corporation, the Directors may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, assignment, contract, obligation or instrument in writing or any class of deeds, transfers, assignments, contracts, obligations or instruments in writing of the Corporation may or shall be signed. The term "contracts, documents, and instruments in writing" as used herein shall include, without limitation, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

4.31 Financial Year

Unless otherwise ordered by the Directors, the financial year of the Corporation shall terminate on the 31st day of December.

4.32 Fund Raising

The Board of Directors shall take such steps as it deems needed to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

b. Officers

4.33 Titles

The Officers of the Corporation shall include Chair, Secretary and Treasurer who shall be Directors. No Director shall fill more than one Officer position. The Directors may appoint such other Officers and agents as they deem necessary who shall have such authority and perform such duties as may be prescribed by the Directors and who may not be Directors.

4.34 Appointment

Officers shall be appointed by resolution of the Directors at the meeting of Directors immediately following the Annual Meeting of Members.

4.35 Term and Removal of Officers

The Officers of the Corporation shall hold office until the earliest of the first Directors' meeting following the next Annual Meeting of Members, the date they resign or die, the date they are removed or the date their successors are elected or appointed in their stead. Officers shall be subject to removal at any time by resolution of the Directors.

4.36 Delegation of Duties of Officers

In the case of temporary absence or inability to act on the part of any Officer who is also a Director, the Board may delegate by resolution all or any of the powers of such Officer to any other Director. In the case of longer term absence or inability to act the position may be filled by Board appointment until the next Annual Meeting of Members.

4.37 Duties of Officers

The Chair shall:

- i. Receive and conduct correspondence;
- ii. Prepare meeting notices and agendas, but may delegate to the Secretary or another Director;
- iii. Preside at all meetings of Members and of Directors except as provided in the articles or by bylaws;
- iv. Fulfill all the duties of the Chair as described in the Act.
- v. Be the spokesperson for the Corporation, except when the Chair designates another Director(s) to act as spokesperson;
- vi. Sign all Bylaws, contracts, documents or instruments in writing as require the Chair's signature;
- vii. Ensure that all orders and resolutions of the Directors are carried into effect;
- viii. Be an Ex-Officio Member of all Committees;
- ix. Perform such other duties as shall from time to time be imposed.

The Secretary shall:

- i. Have charge of all minute books;
- ii. Be responsible for the preparation of minutes of all Director and Member meetings and for reading minutes of meetings as required;
- iii. Perform such other duties as shall from time to time be imposed.

The Treasurer shall:

- i. keep a full and accurate record of all money owing to and by the Corporation;
- ii. collect from each member the dues and assessments for the current fiscal year;
- iii. maintain a current list of members;
- iv. prepare an annual Financial Statement to be presented at the Annual General Meeting;
- v. ensure that all money be deposited to the credit of the Association, as directed by the Executive, or as directed at the General Meeting;
- vi. not commit the Association for any amounts, in excess of the existing balance of credit of the Association, without prior authorization of the Executive.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Directors require of them.

4.38 Vacancies

If the office of the Chair, Secretary or others filled by Directors become vacant by reason of death, resignation, disqualification or otherwise, the Directors may elect or appoint an Officer to fill such vacancy for the remainder of the term, as long as there is a quorum.

4.39 Remuneration of Officers

Officers who are Directors shall serve as such without remuneration from the Corporation and shall not directly or indirectly receive any profit from their position as such, provided that Officers who are Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

Part 5 - Members & Supporters

5.1 Qualifications

A Member of the Corporation shall:

- i. be a waterfront property owners association of a wholly and/or partly within Haliburton County lake and/or river representing waterfront properties within Haliburton County;
- ii. complete the application process as determined by the Board of Directors; and
- iii. pay Member fees or dues if and as required.

5.2 Application and Admission

An applicant shall be admitted as a Member by resolution of the Directors on meeting the qualifications of a Member.

5.3 Term

Membership shall continue until the Member resigns, ceases to meet the qualifications of the position or is removed from Membership by resolution of the Board of Directors.

5.4 Number

There shall be no limit on the number of Members.

5.5 Fees or Dues

Member fees or dues shall be as determined by the Directors from time to time. The Treasurer shall notify the Members of fees or dues at any time payable by them; if any are not paid prior to the Annual Meeting of Members, they shall not vote at the Annual Meeting of Members (AGM).

5.6 Time and Place of Meetings of Members

Meetings of Members shall be held at least once a year at the head office of the Corporation or at any place in Ontario as the Directors may determine and on such day as the Directors shall appoint.

5.7 Annual Meetings of Members (AGM)

An Annual Meeting shall be called not later than fifteen (15) months after the preceding Annual Meeting. At every Annual Meeting, in addition to any other business that may be transacted, the report of the Directors and the financial statement shall be presented and the election of Directors shall take place. No nomination for election as a Director shall be accepted from the floor of an Annual Meeting of Members.

5.8 General and Special Meetings of Members

The Directors or Chair shall have the power to call a general or special meeting of the Members of the Corporation. The Directors shall call a general or special meeting of Members on written requisition of at least one-tenth (1/10) of Members.

5.9 Notice

No less than ten (10) days and no more than fifty (50) days' written notice shall be given to each Member and each Director of any meeting of Members by prepaid mail, telephonic or electronic means, or by prepaid delivery in person. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Members eligible to vote to form a reasoned judgment on the decision to be taken and shall state the text of any special resolution to be submitted to the meeting. For each Annual Meeting of Members, notice shall be accompanied by a report of the Directors and a copy of the annual financial statements of the Corporation as approved by the Directors of the Corporation.

5.10 Chairing of Meetings

The Chair shall preside at any meeting of Members. In the absence of the Chair, an attending Director shall preside. In the absence of an attending Director, the Members present shall choose a chair from among themselves.

5.11 Quorum

Twenty percent (20%) of Members shall constitute a quorum at any meeting of Members. No business shall be transacted at any meeting of Members unless a quorum is present at the commencement of the meeting, except to adjourn the meeting to a fixed time and place.

5.12 Voting

Each Member shall be entitled to cast one (1) vote on each question arising at any meeting of Members. Each Member shall appoint a Member Delegate to attend and act at a meeting of Members. At all meetings of Members, every question shall be determined by a majority of votes of Members in attendance unless otherwise provided by statute or by Bylaw of the Corporation. In case of an equality of votes, the resolution shall be lost.

5.13 Rights of Members

The rights of a Member cease to exist on vacation of Membership for whatever reason.

5.14 Discipline and Termination of Members

Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the letters patent, Bylaws or policies of the Corporation. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership. A notice required under this section may be given by any method reasonably intended to give actual notice.

5.15 Transfer of Membership

Membership in the Corporation is not transferable.

5.16 Members not Liable

A Member shall not, as such, be held answerable or responsible for any Act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

Part 6 - Accountant / Financial Statements

6.1 Approval of Financial Statements

The Directors shall approve annual financial statements of the Corporation that relate to the period that began immediately after the end of the last completed financial year and ended not more than six months before the Annual Meeting. The approval of the Directors shall be evidenced by the signature of the Chair and the Treasurer. The Corporation shall not issue, publish or circulate copies of the annual financial statements unless they are approved and signed.

6.2 Presentation of Financial Statements to Members

The Directors of the Corporation shall place before the Members at every Annual Meeting, the financial statements approved by the Directors and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or Bylaws.

Part 7 - Books and Records

7.1 Corporate Records to be Kept

The Corporation shall prepare and maintain records containing:

- i. The Corporation's articles and Bylaws, and amendments to them;
- ii. The minutes of meetings of the Members and of any committee of Members;
- iii. The resolutions of the Members and of any committee of Members;
- iv. The minutes of meetings of the Directors and of any committee of Directors;
- v. The resolutions of the Directors and of any committee of Directors;
- vi. A register of Directors;
- vii. A register of Officers;
- viii. A register of Members;
- ix. Accounting records adequate to enable the Directors to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis.

7.2 Retention of Accounting Records

Subject to any other Act or rule of a taxing authority that requires a longer retention period, the Corporation shall retain the accounting records for six years.

7.3 Location of Corporate Records

The Corporation shall keep the records at the Corporation's registered office or another place in Ontario designated by the Directors.

7.4 Records or Registers Kept Outside Ontario

Subject to federal and Ontario tax statutes or any other Act, the Corporation may keep all or any of its records described above at a place outside Ontario if the records are available for inspection, by means of any technology, during regular office hours at the registered office; and if the Corporation provides the technical assistance to facilitate an inspection of the records.

7.5 Directors' Access to Records

The records must be open to inspection by the Directors during the Corporation's regular office hours. The Corporation shall, at the request of any Director, provide the Director with any extract of the records free of charge.

7.6 Consents of Directors

The Corporation shall keep at its registered office the consents to act as a Director of each individual who is elected or appointed a Director of the Corporation.

7.7 Form of Records

All registers and other records required by or under the Act to be prepared and maintained by the Corporation may be in any form, provided that the records are capable of being reproduced in intelligible written form within a reasonable time.

7.8 Protection of Records

The Corporation shall take reasonable precautions to prevent the loss or destruction of the registers and other records required by or under the Act, to prevent the falsification of entries in those registers and records and to facilitate the detection and correction of inaccuracies in them.

Part 8 - Fundamental Changes

8.1 Amendment of Letters Patent

A special resolution of the Members is required to make any amendment to the letters patent of the Corporation to:

- (a) change the Corporation's name;
- (b) add, change or remove any restriction on the activities that the Corporation may carry on;
- (c) add, change or remove a provision respecting the transfer of a Membership;
- (d) increase or decrease the number of, or the minimum or maximum number of, Directors fixed by the articles;
- (e) change the purposes of the Corporation;
- (f) change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- (g) change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (h) change the method of voting by Members not in attendance at a meeting of the Members; or
- (i) add, change or remove any other provision that is permitted by this Act to be set out in the articles.

A Director, or a Member who is entitled to vote at an Annual Meeting of the Members, may propose to make an amendment to the letters patent. Notice of a meeting of the Members at which a proposal to make an amendment is to be considered, must set out the proposed amendment.

8.2 Authorization

An application shall be authorized by means of a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the Members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting.

8.3 Amendment of Bylaws

The provisions of the Bylaws of the Corporation not embodied in the letters patent may be repealed or amended by Bylaw enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by at least two-thirds (2/3) of the Members eligible to vote at a meeting duly called for the purpose of considering the said Bylaw.

The amendment or repeal is effective from the date of the resolution of the Directors. If the Bylaw, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.

The amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members as required or if it is rejected by the Members.

If a Bylaw, amendment or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.

Part 9 - Winding Up

9.1 Winding Up

The Members of the Corporation may, by ordinary resolution passed at a meeting of Members called for the purpose, require the Corporation to be wound up voluntarily.

Upon dissolution of the Corporation after payment of all debts and liabilities, its remaining property and assets shall be distributed to one or more charitable corporations selected by the Board of Directors that are located in Ontario and that are registered as charitable corporations with Canada Revenue Agency.

Part 10 - Approval and Confirmation

Approved by resolution of the Directors of the Corporation on

Date May 26, 2018

Signed  Chair

Signed Margaret Chyle (MARGARET CLAYTON) Secretary

Confirmed by special resolution of the Members of the Corporation on

Date _____

Signed _____ Chair

Signed _____ Secretary