



KLCOA Letters Patent and By-laws

KLCOA Purpose:

To promote a strong sustainable community of property owners on the Kennisis Lakes through leadership, education and communication for the benefit of our Members and to protect the natural environment for future generations by:

- a) promoting, educating and communicating the general interests of our Members both internally and externally;
- b) encouraging the social engagement of our Members by organizing a variety of lake-community-focused events;
- c) fostering, promoting and teaching environmental stewardship among all cottage owners;
- d) promoting physical and recreational activities among our Members;
- e) advancing programs, policies and plans that benefit our Members and community;
- f) monitoring development activities in the area to ensure consistency with the purposes of the Association;
- g) engaging with government and others on issues impacting the community; and
- h) undertaking other complementary activities not inconsistent with the above purposes.

Number of Directors

The number of Directors will be a minimum of 9 and a maximum of 16.

Section 1 - General

1.01 Definitions

In this by-law, unless the context otherwise requires:

- a. "Association" means the Corporation as defined in 1.01 e;
- b. "Board" means the Board of Directors of the Corporation;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other By-laws of the Corporation as amended and which are, from time to time, in force;
- d. "Chair" means the Chair of the Board;
- e. "Corporation" means the Corporation that has passed these By-laws under the Act or that is deemed to have passed these By-laws under the Act;
- f. "Director" means an individual occupying the position of Director of the Corporation by whatever name he or she is called;
- g. "Member" means a Member of the Corporation as described in Section 8.01;
- h. "Members" means the collective membership of the Corporation;
- i. "Officer" means an Officer of the Corporation; and
- j. "KLCOA" means Kennisis Lake Cottage Owners' Association, the Corporation.

1.02 Conflict with the Act

In the event of a conflict between the provisions of the Ontario Business Corporations Act and these By-laws, the Act shall prevail.

1.03 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.04 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by any two of its Directors who are Officers after approval by the Board. However, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Section 2 – Directors

2.01 Election and Term

The Directors shall be elected by the Members. The term of office of the Directors shall be from the date of the meeting at which they are elected or appointed until the second annual meeting or until their successors are elected or appointed. The number of Directors for that term shall be the number of Directors that are elected at the Annual General Meeting.

2.02 Eligibility

Director positions may be filled by Members who:

- a. Are Members in good standing of the Corporation at the time of their nomination or appointment or are family members of Members in good standing;
- b. Remain Members in good standing of the KLCOA throughout the term of their office.

2.03 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written or email notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director ceases to become a Member in good standing;
- d. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- e. If a resolution is passed by a majority of the votes cast by the Members at a meeting of the Members removing the Director before the expiration of the Director's term of office.

2.04 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. A quorum of Directors may fill a vacancy by selecting a willing Member who shall hold office for the remainder of the unexpired term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.
- b. If less than the maximum number of Directors have been elected at the Annual General Meeting, the open slots may be filled by a vote of the membership at a subsequent properly constituted meeting of the members.

- c. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Letters Patent, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- d. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term.

2.05 Committees

An executive committee Chaired by the president shall be established immediately after the appointment of the Officers. The executive committee shall consist of the president, the vice president(s), the secretary, the treasurer. The executive committee shall be responsible for the day to day management of the affairs of the Association, including monitoring all committees to ensure all policies of the Association are being complied with.

The Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.06 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) does not represent a conflict of interest.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the president or any three Directors at any time and any place on notice as required by this by-law.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings. The Secretary shall send a schedule fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 Quorum – Quorum for Board meetings shall be a majority of the Board members holding office at that time.

3.05 Chair

The president shall preside as Chair at Board meetings. In the absence of the president, the Directors present shall choose one of their number to act as the Chair.

3.06 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of a tie, the Chair shall not have a second or casting vote and the motion shall die.

3.07 Participation by Telephone or Other Communications Facilities

If all the Directors participating consent, a Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

4.03 Borrowings

Unless approved by a majority of the Members participating in a properly constituted Members' meeting, the Corporation shall not:

- a. borrow money on the credit of the Corporation;
- b. issue, reissue, sell or pledge debt obligations of the Corporation;

- c. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- d. mortgage, pledge or otherwise create a security interest in all of any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

4.04 Fundraising

The Corporation may from time to time as approved by the Board solicit funds for its general purposes or such other purposes as determined by the Board.

Section 5 - Officers

5.01 Officers

The Board shall elect from among the Directors a Chair, who shall also be the president, one or two vice-presidents, a treasurer and a secretary at its first meeting following the annual meeting of the Members of the Association. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04, 9.05, Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Secretary

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.08 Duties of the Vice-President

The vice-president(s) shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee Member of the Corporation or other person engaged in the activities of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee Member, employee or other person engaged in the activities 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 Board 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:

- a. complied with the Act and the Corporation's articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

6.03 Directors and Officers Liability Insurance

The Corporation shall at all times maintain Directors and Officers Insurance & Commercial General Liability Insurance in an amount and policy determined in its sole discretion for the benefit of its Directors and Officers and other volunteers authorized by the Board.

Section 7 Code of Conduct and Conflict of Interest

7.01 Code of Conduct Guidelines

Directors and Officers of the Corporation shall agree to be bound by any Code of Conduct Guidelines adopted from time to time by resolution of the Board.

7.02 Conflict of Interest

Directors and Officers of the Corporation who are in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall disclose this interest prior to a decision being made by the Board. Where they have a conflict of interest, no Director or Officer shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Section 8 - Members

8.01 Members

KLCOA welcomes and encourages all real property owners in the Kennisis Lake community to join and participate in the Association and its activities.

8.01 There will be only one class of Member.

8.02 Membership

a. Membership in the Corporation is annual based on the calendar year, and is effective once the annual Membership fee, as set by the Board from time to time, is paid.

b. One Membership shall be available per property roll number regardless of the number of properties owned and shall cover all residents/users of that property. Each Member shall be entitled to one vote, regardless of the number of residents/users.

c. Owners of more than one property may, but shall not be required, to purchase a membership for each property. If an owner of multiple properties purchases more than one membership, they shall be entitled to exercise the vote for each property for which they purchase a membership

d. The Board may designate certain events or initiatives in which only Members are eligible to participate or to receive discounted pricing for a paid service.

e. Members may resign from the Association by submitting a resignation in writing. Fees for any unexpired term of Membership are normally not refundable.

f. The Board of Directors may, in its sole discretion, waive fees for any Member.

g. Members may serve as volunteers for KLCOA activities and initiatives and shall serve as such without remuneration. No Member shall directly or indirectly receive any profit from serving as a volunteer. Members may be reimbursed for reasonable expenses incurred in connection with services they provide to the Corporation in their capacity as volunteers where the expenditures are approved by the Board prior to the expenditures being made. The Board may contract with a Member to provide goods or services so long as the potential conflict of interest is identified before the decision is made and the costs are reasonable.

8.03 Disciplinary Act or Termination of Membership for Cause

a. In extraordinary circumstances, where the conduct of a Member is a threat to the Association or other Members or impedes the effective functioning of the Association or its activities, upon 15 days' written notice to a Member, the Board may pass a resolution authorizing termination of Membership of a Member.

b. The notice shall set out the reasons for the termination in writing. The Member receiving the notice shall be entitled to give the Board a written submission opposing the 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 the termination of Membership.

Section 9 - Members' Meetings

9.01 Annual General Meeting

The annual general meeting shall be held each year at a time and place determined by the Board.

Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements for the preceding year.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. if an auditor has been retained or a person has been appointed to conduct a review engagement, the report of that person;
- e. elections for vacant or expired Board positions for the upcoming term;
- f. receipt of reports of the activities of the Corporation during the previous year; and
- g. receipt of information regarding the planned activities of the Corporation for the coming year; and such other or special business as may be set out in the notice of meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members by resolution of the Board.

9.03 Notice

Not less than 21 and not more than 50 days written notice of any annual or special Members' meeting shall be given. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is 25 Members present and entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The Chair shall be the president; in the president's absence, the president shall designate another Member of the executive committee as Chair. If the president fails to designate a Chair, the Members present may choose another Member of the Board.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes provided that:

- a. each Membership shall be entitled to one vote at any meeting;

- b. votes shall be taken by a show of hands among all those holding Memberships (one voter per Membership) present and the Chair of the meeting shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- e. if there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost;
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time. Any business may be brought before or dealt with at an adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the original meeting.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members (including residents/users of the Members property) and the Directors. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, this notice shall be given in calendar days. The day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Members may from time to time amend these By-Laws by a majority of the votes cast.

Enacted September 2, 2017

President

Secretary

Schedule A: Duties of the Chair and President

The Board Chair shall also serve as president of the Corporation and shall:

- i. provide leadership to the Board;
- ii. represent the Corporation in the community and be the Board's primary contact in the community;
- iii. set all meeting dates with the Board and set the agenda with the secretary;
- iv. exercise general supervision of the Corporation in accordance with policies & By-laws determined by the Board;
- v. have the option to participate as a non-voting Member of all committees and sub-committees of the Corporation;
- vi. report regularly to the Board on matters of interest;
- vii. act as Chair of the Board, the executive committee, and at all meetings of the Membership;
- viii. delegate tasks as necessary

Schedule B: Duties of the Treasurer

The Treasurer shall:

- i. have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation;
- ii. deposit 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 Board from time to time;
- iii. disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements;
- iv. present the financial position of the Corporation as required at regular Board meetings and meetings of the Members;
- v. uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities;
- vi. purchase all necessary insurance to protect the Association and the Directors. Purchase additional insurance for events that may not be covered by the insurance policy;
- vii. Chair any budget committees;
- viii. recommend financial policy to the Board;
- ix. perform such other duties as may from time to time be directed by the Board or the executive committee.

Schedule C: Duties of the Secretary

The Secretary shall:

- i. record or delegate the recording of the minutes of Board, executive committee or Membership meetings;
- ii. give notice as required by the By-laws of all meetings of the Corporation, the Board, the executive committee;
- iii. work with the president to develop agendas for the Corporation, Board or executive committee meetings;
- iv. have custody of all minute books, documents, registers, letters patent and ensure that they are maintained as required by law;
- v. be responsible for receiving and distributing all correspondence received or sent by the Corporation;
- vi. recommend policy to the Board regarding internal and external communications of the Association;
- vii. carry out duties as assigned by the Board, the executive committee and/or the president.

Schedule D: Duties of the Vice-President(s)

The Vice-President(s) shall:

- i. assume the duties of the president in the absence of the president;
- ii. monitor adherence by the Board to all existing policies and inform the Board with respect to any inconsistencies between existing policies and a proposed policy;
- iii. serve as a mentor to other Directors;
- iv. carry out duties as assigned by the Board, the executive committee or the president.