

LAKE OF BAYS ASSOCIATION

AMENDED AND RESTATED BY-LAW NO. 1

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LAKE OF BAYS ASSOCIATION
(the "Corporation")

AMENDED AND RESTATED
BY-LAW NO. 1

A by-law relating generally to the conduct of the activities and affairs of the Corporation.

Article 1
Interpretation

1.1 **Interpretation**

In this by-law:

- (a) **"Act"** means the *Corporations Act* (Ontario), R.S.O. 1990, c.C.38, and the regulations made under it, each as amended, re-enacted or replaced from time to time;
- (b) **"articles"** means the letters patent of the Corporation, as amended from time to time;
- (c) **"board"** means the board of directors of the Corporation and **"director"** means a member of the board;
- (d) **"by-law"** means any by-law of the Corporation in effect from time to time;
- (e) **"meeting of members"** means an annual or special meeting of members of the Corporation;
- (f) **"ordinary resolution"** means a resolution passed by the members by a majority of the votes cast on that resolution;
- (g) **"extraordinary resolution"** means a resolution passed by the members by not less than two thirds of the votes cast on that resolution;
- (h) **"special resolution"** means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast on that resolution at a meeting of members duly called for that purpose;
- (i) unless otherwise specified, all words and expressions contained in this by-law and that are defined in the Act have the meanings given to them in the Act;
- (j) any reference to gender includes all genders and words importing the singular number include the plural and vice versa; the word **"person"** shall include an individual, a sole proprietorship, a body corporate, a corporation, a company, a partnership, an association, a limited liability company or any other entity or organization; and
- (k) the inclusion of headings and a table of contents are provided for convenience only and do not affect the construction or interpretation of this by-law.

1.2 **Conflicts with the Act**

If any provision in this by-law (or any other by-law) contravenes any provision in the Act, subject to any transitional provisions in the Act, the provision in the Act will govern.

Article 2 **Activities of the Corporation**

2.1 **Head Office**

The Corporation shall at all times have a head office in Ontario. The head office of the Corporation shall be in the place set out in the articles or at such other place in Ontario as may be determined from time to time by special resolution.

2.2 **Financial Year**

The financial year of the Corporation will be as determined by the board from time to time.

2.3 **Banking Arrangements**

Banking transactions will be made with the bank(s) or other financial institution(s) approved by the board from time to time, and banking transactions will be made on the Corporation's behalf by the director(s), officer(s) or other person(s) designated, directed or authorized by the board from time to time and to the extent so designated, directed or authorized.

2.4 **Execution of Documents**

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed on behalf of the Corporation by any two officers, any two directors, or any one officer together with any one director of the Corporation. In addition, the board may from time to time authorize any officer or officers of the Corporation, any director or directors of the Corporation, or any other person or persons, either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing, and direct the manner in which those contracts, documents or instruments in writing may or will be signed.

Article 3 **Borrowing**

3.1 **Borrowing**

Without limiting the powers of the board as provided in the Act, the board may from time to time on behalf of the Corporation, without authorization of the members:

- (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) charge, mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

3.2 Arrangements regarding Borrowing Powers

The board may, from time to time, authorize any director, officer or other person to make arrangements with reference to the moneys borrowed or to be borrowed or security granted or to be granted, as provided in section 3.1 of this by-law, and the terms and conditions thereof, with the power to vary or modify such arrangements, and generally to manage, transact and settle the borrowing of money by the Corporation.

Article 4 Directors

4.1 Powers and Duties of Directors

Subject to the Act, the directors shall manage or supervise the management of the activities and affairs of the Corporation. Every director of the Corporation in exercising his or her powers and discharging his or her duties to the Corporation shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director of the Corporation shall comply with the Act, the articles and the by-laws.

4.2 Number of Directors

The board shall consist of, and the number of directors to be elected at an annual meeting of members must be, the number of directors set out in the articles or such number of directors as may be determined from time to time by special resolution.

4.3 Qualifications

No person may be a director if that person (i) is not an individual, (ii) is under 18 years old, (iii) has been found under the *Substitute Decisions Act, 1992* (Ontario) or under the *Mental Health Act* (Ontario) to be incapable of managing property, (iv) has been found to be incapable by any court in Canada or elsewhere, or (v) has the status of a bankrupt. A director of the Corporation shall be a member of the Corporation or shall become a member of the Corporation within ten (10) days of becoming a director. No person may act for an absent director at a meeting of the board.

4.4 Nomination

At least 30 days before each annual meeting of members at which an election of directors is required, the board or a committee of the board shall commence a process for the nomination of candidates for directors. Any member entitled to vote at a meeting of members may nominate an individual as a candidate for director. All nominations must be filed at least 10 days before the relevant annual meeting of members with the President of the Corporation, who shall facilitate the nominations process, together with the written consent of the nominee candidate to serve as a director of the Corporation if elected. The President of the Corporation shall submit all nominations duly and timely filed with him or her, together with a report of the nomination process, at the relevant annual meeting of members.

4.5 Election and Term

At each annual meeting at which an election of directors is required, the members shall, by ordinary resolution, elect directors to hold office for a term expiring not later than the close of the third annual meeting of members after the election. It is not necessary that all directors elected at a meeting of members hold office for the same term. A director who ceases to hold office upon the expiry of his or her term but who remains qualified to serve as a director is eligible for re-election. If directors are not elected at an annual meeting of members, the incumbent directors continue in office until their successors are elected.

The directors shall be elected and shall retire in rotation. Subject as provided in the following paragraph, each director shall be elected to hold office for a term which expires at the close of the third (3rd) annual meeting after his or her election. In the event of a vacancy occurring in the board, however caused, such vacancy may be filled as provided in section 4.8 of this by-law.

At the first meeting of members following the coming into force of this By-Law: one-third (1/3rd) of the number of directors shall be elected to hold office for a term which expires at the close of the third (3rd) annual meeting after such date; one-third (1/3rd) of the number of directors shall be elected to hold office for a term which expires at the close of the second (2nd) annual meeting after such date; and the remaining one-third (1/3rd) of the number of directors shall be elected to hold office for a term which expires at the close of the first (1st) annual meeting after such date.

4.6 **Ceasing to Hold Office**

A director ceases to hold office at the earliest of (i) if within ten (10) days after his or her election or appointment as a director, such director is not then a member, (ii) his or her death, (iii) his or her removal from office by the members of the Corporation in accordance with section 4.7 of this by-law, (iv) his or her becoming disqualified for election as a director, or (v) his or her resignation, which resignation is effective when his or her written resignation is received by the Corporation or, if a later time is specified in the resignation, at the later time.

4.7 **Removal of Directors**

The members of the Corporation may, by extraordinary resolution at a meeting of members (of which notice specifying the intention to pass such resolution has been given), remove from office any director or directors. A vacancy created by the removal of a director may be filled for the remainder of that director's term at the meeting of the members at which the director is removed or in accordance with the Act.

4.8 **Vacancies**

Subject to the Act, a quorum of directors may fill a vacancy among the directors, if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected. A director appointed or elected to fill a vacancy holds office for the unexpired portion of the term of the director who ceased to be a director and who caused such vacancy. If there is not a quorum of directors, the directors then in office shall without delay call a meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.

4.9 **Remuneration and Expenses of Directors**

The directors shall serve without remuneration and no director shall directly or indirectly receive any profit for his or her position as a director; provided that a director may be reimbursed for reasonable expenses that he or she incurs in the performance of his or her duties. A director may receive reasonable remuneration and expenses for any services to the Corporation that are performed in any other capacity.

Article 5 **Meetings of Directors**

5.1 **Transaction of Affairs**

The powers of the board may be exercised at a meeting at which a quorum is present or by a resolution in writing signed by all the directors.

5.2 **Quorum**

Unless determined otherwise by special resolution, a majority of the number of directors determined in accordance with section 4.2 of this by-law constitutes a quorum for the transaction of affairs at any meeting of the board, and, despite any vacancies on the board, a quorum of directors may exercise all the powers of the board.

5.3 **Place of Meetings**

Unless the articles otherwise provide, the board may meet at any place in or outside Ontario as it may from time to time determine.

5.4 **Means of Meetings**

If all the directors present at or participating in the meeting consent, a director may participate in a meeting of the board or of a committee of the board by any telephone, electronic or other communication facilities that permits all participants to communicate with each other simultaneously and instantaneously during the meeting. A director so participating in a meeting is deemed for the purposes of the Act to be present at that meeting.

5.5 **Calling of Meetings**

Meetings of the board may be called at any time by the President or a Vice-President who is a director or by any two directors.

5.6 **Notice of Meetings**

Unless the articles otherwise provide, notice of the time and place of a meeting of the board must be sent to every director not less than 48 hours before the time when the meeting is to be held. 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. A notice of a meeting of the board need not specify the purpose of or the business to be transacted at the meeting unless the Act requires that purpose or business to be specified.

5.7 **Waiver of Notice**

A director may, in any manner and at any time, waive notice of a meeting of the board, and attendance of a director at a meeting of the board is a waiver of notice of the meeting, except if the director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Meetings of directors may be held at any time without notice if all the directors are present or if all absent directors waive notice before or after the date of such meeting.

5.8 **Omission of Notice**

The accidental omission to give notice of any meeting of the board or any irregularity in the notice of any meeting or the non-receipt of any notice by any director will not invalidate any resolution passed or any proceeding taken at that meeting.

5.9 **Voting at Meetings**

Questions arising at any meeting of the board will be decided by a majority of the votes cast on the question. In case of an equality of votes the chair of the meeting will, in addition to his or her original vote, be entitled to a second or casting vote. An entry in the minutes of a meeting 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.

5.10 Chair and Secretary

The President will, when present, preside as chair at meetings of the board. If the President is absent or unable or unwilling to preside as chair, the Vice-President will, when present, preside as chair for that meeting. If neither of these officers is present or able or willing to preside as chair, the directors present shall choose one from among them to preside as chair for that meeting. The Secretary will, when present, act as secretary at meetings of the board. If the Secretary is absent or unable or unwilling to act as secretary, the chair of the meeting shall appoint a person who need not be a director to act as secretary for that meeting.

5.11 Adjournment

The chair of a meeting of the board may, with the consent of the meeting, adjourn the meeting to a fixed time and place. If there is a quorum at the adjourned meeting, the meeting will be considered duly constituted and the board may deliberate and transact business in accordance with the procedures established at the original meeting. The directors constituting a quorum at the original meeting need not constitute the quorum at the adjourned meeting. If there is no quorum at the adjourned meeting, the original meeting will be deemed to have ended immediately after its adjournment.

5.12 Conflicts of Interest

A director of the Corporation who is a party to, or who is a director or an officer of, or has a material interest in, any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Corporation, shall disclose to the Corporation the nature and extent of his or her interest at the time and in the manner provided by the Act. No such director shall attend any part of a meeting of the board during which the contract or transaction is discussed or vote on any resolution to approve the contract or transaction except in accordance with the Act.

5.13 Written Resolution In Lieu of Meeting

A resolution in writing signed by all the directors is as valid as if it had been passed at a meeting of the board.

Article 6
Committees of the Board

6.1 Executive Committee

Subject to Section 70 of the Act, the board may appoint from their number an executive committee consisting of not fewer than three directors and delegate to the executive committee any powers of the board, except those that pertain to matters that under the Act an executive committee of the board has no authority to exercise.

6.2 Committees

In addition, the board may appoint or establish from time to time one or more other committees consisting of directors and such other members as the directors may determine. Each such other committee shall have such mandate as may be assigned to it by the board from time to time, and shall report to the board in such manner and at such times as the board may from time to time determine; but shall not have delegated to it any powers of the board and shall have no authority to exercise any powers of the board.

6.3 **Transaction of Business**

The mandate and powers of a committee may be exercised at a meeting at which a quorum is present. Unless the directors otherwise determine, meetings of a committee may be held at any place.

6.4 **Procedures**

Unless otherwise determined by the board, each committee has the power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

Article 7 **Officers**

7.1 **Designation and Appointment**

Subject to the articles, the board may designate the offices of the Corporation, appoint officers, specify their duties and, subject to the Act, delegate to them powers to manage the activities and affairs of the Corporation. Subject to the articles, a director may be appointed to any office of the Corporation and two or more offices of the Corporation may be held by the same person. At a minimum, there shall be appointed a President, a Vice-President, a Secretary and a Treasurer.

7.2 **Powers and Duties**

Every officer of the Corporation shall:

- (a) perform all powers and duties incident to his or her respective office and such other powers and duties respectively as may from time to time be assigned to him or her by the board;
- (b) in exercising his or her powers and discharging his or her duties to the Corporation, act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- (c) comply with the Act, the articles and the by-laws.

7.3 **Term of Office**

An officer ceases to hold office at the earliest of (i) his or her death, (ii) his or her removal from office by the board, (iii) his or her ceasing to be a director if being a director is a necessary qualification of that officer's appointment, (iv) his or her resignation, which resignation is effective when his or her written resignation is received by the Corporation or, if a later time is specified in that resignation, at the later time, (v) the appointment of his or her successor, or (vi) the close of the first meeting following his or her appointment at which the board annually appoints the officers of the Corporation.

7.4 **Vacancies**

If the office of any officer of the Corporation becomes vacant for any reason, the board may appoint an individual to fill that vacancy.

7.5 **President**

The President (i) will have general powers and duties of supervision of the activities and affairs of the Corporation, and (ii) will preside as chair at meetings of the board and meetings of members under the

circumstances set out in and in accordance with sections 5.10 and 10.10 of this by-law, respectively. The President will have such other powers and duties as the board determines from time to time. During the absence, or inability, of the President, his or her duties and powers may be exercised by the Vice-President.

7.6 Vice-President

The Vice-President will, in the absence, or inability, of the President, preside as chair at meetings of the board and meetings of members under the circumstances set out in and in accordance with sections 5.10 and 10.10 of this by-law, respectively. The Vice-President will have such other powers and duties as the board determines from time to time.

7.7 Treasurer

The Treasurer, subject to any resolution of the board (i) shall keep or cause to be kept the accounting records required to be kept by the Corporation in accordance with the Act, and (ii) will be responsible to ensure adequate controls are in place and operating effectively to ensure the reliable deposit of money, safekeeping of securities and disbursement of the funds of the Corporation. The Treasurer will have such other powers and duties as the board determines from time to time.

7.8 Secretary

The Secretary (i) will act as secretary at meetings of the board and meetings of members in accordance with sections 5.10 and 10.10 of this by-law, respectively, (ii) shall give or cause to be given notices for all meetings of the board, any committee and the members when directed to do so, and (iii) will have charge of the minute books of the Corporation and the other corporate records required to be maintained under the Act, except when another officer or agent has been appointed for that purpose. The Secretary will have such other powers and duties as the board determines from time to time.

7.9 Remuneration and Expenses of Officers

Subject to the articles, the board may fix the reasonable remuneration of the officers of the Corporation. No director shall receive remuneration as an officer or employee of the Corporation. The fact that any officer or employee is also a member shall not disqualify him or her from receiving such remuneration as an officer or employee as may be determined by the board. An officer may receive reasonable remuneration and expenses for any services to the Corporation that are performed in any other capacity.

7.10 Conflicts of Interest

An officer of the Corporation who is a party to, or who is a director or an officer, or an individual acting in a similar capacity, of a party to, or who has a material interest in a party to, a material contract or material transaction, whether made or proposed, with the Corporation shall disclose to the Corporation the nature and extent of that interest at the time.

Article 8

Protection of Directors and Officers

8.1 Indemnification

8.1.1 Subject to the Act, 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 or other entity.

8.1.2 Subject to the Act, the Corporation may, if authorized by the board, advance money to an individual referred to in subsection 8.1.1 for the costs, charges and expenses of a proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfill the conditions set out in clauses 8.1.3(a) and 8.1.3(b).

8.1.3 The Corporation shall not indemnify an individual under subsection 8.1.1 unless:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
- (b) 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.

8.1.4 The Corporation shall also indemnify an individual referred to in subsection 8.1.1 in such other circumstances as the Act permits or requires. Nothing in this by-law limits the right of any individual entitled to indemnity to claim indemnity apart from the provisions of this by-law.

8.2 **Insurance**

The Corporation may purchase and maintain insurance for the benefit of an individual referred to in subsection 8.1.1 of this by-law against any liability incurred by that individual, (i) in the individual's capacity as a director or officer of the Corporation, or (ii) in the individual's capacity as a director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

Article 9 **Membership**

9.1 **Eligibility**

Any persons interested in furthering the purposes of the Corporation who satisfy the conditions of membership set out in section 9.2 of this by-law are eligible to be members of the Corporation.

9.2 **Classes and Conditions of Membership**

Subject to the articles, the Corporation will have one class of members. Membership will be open to all persons who have applied for and been admitted to the membership in accordance with section 9.4 of this by-law.

9.3 **Honorary Memberships**

Honorary members may be elected by an extraordinary resolution at any meeting of the members. Honorary members are entitled to all the privileges of membership without payment of annual dues.

9.4 **Application for Membership**

A person may apply to become a member of the Corporation by submitting a written application to the board. Subject to the articles, an applicant who satisfies the conditions of membership set out in section 9.2 of this by-law will become a member of the Corporation on the date his or her or its application is

accepted by resolution of the board or at such other time and in such other manner as may be determined by the board.

9.5 Voting Rights of Members

Subject to the articles, each member of the Corporation is entitled to receive notice of, attend and vote at any meeting of members and to one vote at any such meeting.

9.6 Transfer of Membership

Memberships are not transferable.

9.7 Term of Membership

The term of membership will be annual, subject to renewal in accordance with the policies of the Corporation.

9.8 Termination of Membership

Unless the articles otherwise provide, a membership is terminated when (a) the member dies or resigns, if an individual; (b) the member is expelled or the person's membership is otherwise terminated in accordance with the articles or by-laws; (c) the member's term of membership expires, if applicable; or (d) the Corporation is liquidated and dissolved under the Act. Unless the articles otherwise provide, the rights of a member, including any rights in the property of the Corporation, cease to exist on termination of such member's membership. If a member resigns, that member will remain liable for payment of any outstanding dues or fees levied or payable by that member prior to the member's resignation.

9.9 Annual Dues or Membership Fees

The board may from time to time fix the annual dues or membership fees payable by members of the Corporation and determine the manner of payment. Each member shall pay the annual dues or membership fees in the manner, at the times and in the amounts as may be determined by the board from time to time. The Secretary shall notify each member of the dues or fees at any time payable by such member. If any such dues or fees are not paid within such period of time (which shall not be less than thirty (30) days after the date of such notice) as determined by the board, then such members in default shall thereupon automatically cease to be members of the Corporation.

Article 10
Meetings of Members

10.1 Annual Meetings

The board shall call an annual meeting of the members of the Corporation within fifteen months after holding the preceding annual meeting, for the purpose of placing before the annual meeting the financial statements, reports and any further information required by the Act to be placed before the annual meeting, electing directors, appointing an auditor or having an audit, and transacting any other business that may be properly brought before the meeting.

10.2 Special Meetings

The board may at any time call a special meeting of members, and a special meeting of members may be held in conjunction with an annual meeting of members.

10.3 **Place of Meetings**

Meetings of members will be held at any place within Ontario that the board determines or, in the absence of such determination, at the place where the head office of the Corporation is located.

10.4 **Quorum**

A quorum at any meeting of members will be ten individuals present in person who are members entitled to vote at that meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a meeting of members, the members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

10.5 **Written Resolution in Lieu of Meeting**

A resolution in writing signed by all the members of the Corporation is as valid as if it had been passed at a meeting of members.

10.6 **Notice of Meetings**

10.6.1 Subject to section 10.7 of this by-law, the Corporation shall give notice of the time and place of a meeting of members in accordance with the Act and this by-law, but in any event not less than 10 days and not more than 50 days before the meeting, to each member entitled to receive notice of the meeting, each director, and the auditor of the Corporation or the person appointed to conduct a review engagement of the Corporation.

10.6.2 Notice of a meeting of members must state the nature of the business to be conducted at the meeting in sufficient detail to permit a member to form a reasoned judgment on the business and state the text of any special resolution to be submitted to the meeting.

10.6.3 The Corporation is not required to give notice to members who were not registered on the records of the Corporation at the time of delivery of such notice by the Corporation, but failure to receive a notice does not deprive a member of the right to vote at the meeting.

10.7 **Waiver of Notice**

Any member who is entitled to notice of a meeting of members may waive notice, and attendance of the member at the meeting is a waiver of notice of the meeting, unless the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

10.8 **Omission of Notice**

The accidental omission to give notice of any meeting, or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members or any person entitled to attend such meeting shall not invalidate any resolution passed or proceedings taken at any meeting of members.

10.9 **Persons Entitled to Attend**

The only persons entitled to attend a meeting of members are those entitled to vote at that meeting, the directors and the auditor of the Corporation and others who, although not entitled to vote, are entitled or required under the Act, the articles or the by-laws to be present at the meeting. Any other person may be admitted only with the consent of the chair of the meeting.

10.10 **Chair and Secretary**

10.10.1 The President will, when present, preside as chair at meetings of members. If the President is absent or unable or unwilling to preside as chair, the Vice-President will, when present, preside as chair for that meeting. If neither of these officers is present at a meeting, or if neither of these officers is able or willing to preside as chair, the individuals present and entitled to vote at the meeting shall choose a director present at the meeting to be the chair for that meeting, and if no director is present or if all the directors present decline to take the chair, then the members present and entitled to vote shall choose one of their number to be the chair for that meeting.

10.10.2 The Secretary will, when present, act as secretary at meetings of members, but if the Secretary is not present at a meeting, the chair of the meeting shall appoint an individual who need not be a member to act as secretary at that meeting.

10.11 **Voting at Meetings**

10.11.1 Voting at a meeting of members will be by show of hands, except if a ballot is demanded by a member entitled to vote at the meeting or a proxyholder of such a member. Such a member or proxyholder may demand a ballot either before or after any vote by show of hands. A demand for a ballot may be withdrawn.

10.11.2 On a show of hands or if a ballot is taken on a question, every member who is present and entitled to vote at the meeting will have, subject to the Act or the articles, one vote, and every proxyholder of a member present at the meeting will have, subject to the Act or the articles, one vote in respect of that member.

10.11.3 No member may vote, either in person or by proxy, at a meeting of members unless the member has paid all dues or fees, if any, then payable by the member.

10.11.4 If at any meeting a ballot is demanded on the election of a chair or on the question of adjournment, it will be taken immediately without adjournment. If at any meeting a ballot is demanded on any other question, including the election of directors, the vote will be taken by ballot in the manner and at the time (at once, later in the meeting or after adjournment) as the chair of the meeting directs. The result of a ballot on a question will be the decision of the members on that question.

10.11.5 Unless a ballot is demanded, an entry in the minutes of a meeting 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.

10.11.6 Subject to the Act, the articles and the by-laws, every question at any meeting of members will be determined by a majority of the votes cast on the question. In case of an equality of votes, either on a show of hands or on a ballot, the chair of the meeting will not be entitled to a second or casting vote.

10.12 **Absentee Voting**

10.12.1 Every member entitled to vote at a meeting of the members may by means of a proxy appoint a proxyholder or one or more alternate proxyholders, who need not be members, as the member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.

10.12.2 Subject to the Act, a proxy may be in the following form:

The undersigned member of Lake of Bays Association hereby appoints <> of <>, or failing him, <> of <>, as the proxy of the undersigned to attend and act at the <> meeting of the members of the said Association to be held on the <> day of <>, <>, and at any adjournment or adjournments 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 or adjournments thereof.

DATED the <> day of <>, 20<>.

Signature of Member
Print Name of Member:

10.12.3 Subject to the Act, the board may from time to time make rules regarding the lodging of proxies at a place other than the place at which a meeting of members is to be held and for particulars of those proxies to be provided before the meeting to the Corporation for the purpose of receiving those particulars, and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting, and votes given in accordance with those rules will be valid and will be counted.

10.13 **Adjournment**

The chair of a meeting of members may, with the consent of the meeting, adjourn the meeting to a fixed time and place. If a meeting is adjourned for less than 30 days, it is not necessary that any person be notified of the meeting that continues the adjourned meeting, other than by announcement at the meeting that is adjourned. If a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, the Corporation shall give notice of the meeting that continues the adjourned meeting in accordance with section 10.6 of this by-law (subject to the provisions respecting waiver of notice of a meeting in section 10.7). If a meeting is adjourned and no notice is required, any business that may have been brought before or dealt with at the meeting that is adjourned in accordance with the notice calling that meeting may be brought before or dealt with at the meeting that continues the adjourned meeting. Any meeting that continues an adjourned meeting will be duly constituted if held in accordance with the terms of the adjournment and a quorum is present at that meeting. The individuals constituting a quorum at the meeting that is adjourned need not constitute the quorum at the meeting that continues the adjourned meeting. If there is no quorum at the meeting that continues the adjourned meeting, the meeting that is adjourned will be deemed to have ended immediately after its adjournment.

Article 11
Books and Records

11.1 **Corporate Records**

The Corporation shall prepare and maintain records containing:

- (a) the articles and by-laws, and amendments to them;
- (b) the minutes of meetings of members, including all resolutions of the members;
- (c) the minutes of meetings of the board and of any committee, together with all resolutions of the board;
- (d) a register of members, directors and officers of the Corporation; and

- (e) accounting records adequate to enable the directors to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis,

each in accordance with the Act.

11.2 **Location of Records**

The Corporation shall keep the records of the Corporation at the Corporation's head office or, subject to the Act, at another place in Ontario determined by the board.

11.3 **Form of Records**

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

11.4 **Precautions**

The Corporation and its agents and mandataries shall take reasonable precautions to prevent the loss or destruction of the registers and other records required 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.

Article 12 Notices

12.1 **Method of Giving Notices**

12.1.1 Any notice or other document required or permitted by the Act, the articles or the by-laws to be given to a member or director may be delivered personally or sent by prepaid mail as follows:

- (a) to a member at the member's latest address as shown in the records of the Corporation; and
- (b) to a director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act* (Ontario), whichever is the more current.

12.2 **Undelivered Notices**

If the Corporation gives a notice or other document to a member in accordance with clause 12.1 and the notice or document is returned on three consecutive occasions because the member cannot be found, the Corporation is not required to give any further notices or other documents to the member until the member provides the Corporation with a document setting out the member's address.

12.3 **Waiver of Notice**

If a notice or other document is required by the Act to be given, the person entitled to the notice or other document may waive that entitlement or may consent to abridge the time for the giving of the notice or other document at any time in the manner set out in the regulations under the Act.

12.4 **Proof of Service**

With respect to every notice or other document sent by prepaid mail, it shall be sufficient to prove that the envelope or other wrapper containing the notice or other document was properly addressed as provided in section 12.1 of this by-law and put in a Post Office or a letter box. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to the fact in respect of the sending or delivery of any notice or other document to any member, director, officer or auditor, or the publication of any notice or other document, shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation, as the case may be.

Article 13

Enactment, Amendment and Repeal of By-Laws

13.1 **Approval and Confirmation**

Unless the articles or by-laws otherwise provide, any by-law that regulates the activities or affairs of the Corporation may only be amended by special resolution. If the board makes, amends or repeals a by-law, the board shall submit the by-law, amendment or repeal to the members at the next meeting of members, and the members may confirm, reject or amend the by-law, amendment or repeal.

13.2 **Effective Date**

Subject to this Article 13, a by-law or an amendment or repeal of a by-law is effective from the date of the resolution of the board, and if it is confirmed or confirmed as amended by the members of the Corporation it remains effective in the form in which it was confirmed. A by-law or an amendment or repeal of a by-law ceases to have effect if it is not submitted by the board to the members of the Corporation as required under the Act or if it is rejected by the members. If a by-law or an amendment or repeal of a by-law ceases to have effect, a subsequent resolution of the board that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the members of the Corporation.

MADE AND ENACTED by the board on the 13th day of December, 2016.

Ian Beverley

President

Lili Davis-Burchat

Secretary