

**FEDERATION OF ONTARIO COTTAGERS' ASSOCIATIONS INCORPORATED
(the "FOCA")**

**BY-LAW NO. 11
As amended March 4, 2023**

EFFECTIVE DATE AND REPEAL OF PRIOR BY-LAW

1.1 General. This By-law repeals and replaces in its entirety previous By-laws of the FOCA. Such repeal shall not affect the validity of any action pursuant to such Bylaws prior to their repeal. This By-law shall come into force upon confirmation by the affirmative vote of not less than two thirds of the voting Members of the FOCA present and voting at a meeting duly called for such purpose.

BUSINESS OF THE FOCA

2.1 Head office. The address of the principal office of the FOCA shall be as determined by the Directors from time to time.

2.2 Financial year. Until otherwise determined by the Board, the financial year of the FOCA shall terminate on September 30 in each year.

2.3 Audit. The financial statements of the FOCA shall be reviewed and approved annually by the Directors. The Directors may engage external auditors for the purpose of providing an opinion on the financial statements, in accordance with the prevailing and applicable statutes.

2.4 Execution of instruments. The Directors may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may be signed. In the absence of any such direction, deeds, transfers, assignments, contracts, obligations, certificates and other instruments shall be signed by two people, one of whom shall be the Executive Director and the other shall be any one of the President, Treasurer; Vice-President; or Secretary.

MEMBERSHIP

3.1 Classes of membership. The FOCA shall have a single class of Members, Associations, whether incorporated or not, formed to represent the interests of cottagers and waterfront residents in a given local area.

3.2 Applications for membership. The Members shall consist of such Associations as have completed an application for membership in the FOCA and have paid the membership fees for the relevant year. Membership becomes effective once received and accepted by the Executive Director or designate.

3.3 Annual fees. An annual membership fee shall be payable to the FOCA by each Member. The annual fees for membership in the FOCA shall be as approved from time to time by the voting Members. A member in good standing is defined as any member that has paid the required membership fees within 60 days of their annual renewal date.

MEETINGS OF MEMBERS

4.1 Annual meeting of Members. An annual meeting of Members shall be held at the call of the Directors and shall take place not later than six months after the end of any fiscal year, for the purpose of receiving the financial statements of the Association for the preceding fiscal year, electing Directors, and conducting such other business as may properly come before the meeting.

4.2 Special meetings of Members. A special meeting of Members may be called at any time by the Directors, and shall be called by the Directors forthwith upon receipt of a requisition in writing of not less than one-tenth of all Associations in good standing within 15 days of receipt of such requisition.

4.3 Notice of meeting. Not less than 30 days notice in writing or by electronic means of any meeting of Members shall be given to all Members in the FOCA and such notice shall identify the items of business intended to be transacted at such Meeting.

4.4 Quorum. A quorum for any meeting of Members shall be 25 Associations present at the meeting by its duly appointed voting Member.

4.5 Power to Vote. Associations shall have the power to vote at meetings of the members.

4.6 Supporters, and Supporting Groups shall have the right to attend and participate in meetings of members, but not to vote.

4.7 Appointment of voting delegates. Each Association shall from time to time appoint, in a form prescribed by the FOCA, a voting delegate and an alternate, and such voting delegate or their alternate, referred to herein as a voting Member, shall have the right to cast one vote on behalf of such Association on all matters determined by vote at any meetings of Members. No person so appointed as a voting delegate or alternative may represent more than two Associations at any meeting of Members.

4.8 Chair. The President, or in the absence of the President, the Vice President shall preside at any meeting of the Members. If no such Officer is present, the voting Members present shall choose a Chair from amongst themselves.

4.9 Procedure at meetings. All meetings shall be conducted to the extent practicable in accordance with recognized parliamentary procedures. The Chair shall retain the authority to make such rulings as are deemed appropriate to the proper functioning of the meeting, and any such ruling shall be final, subject only to a decision of the voting Members to remove the Chair.

4.10 A meeting may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Member participating in the meeting by those means is deemed to be present at the meeting.

ELECTIONS, NOMINATION AND VOTING

5.1 Elections at annual meetings. The election of Directors shall take place at the annual meeting of Members, and shall be by secret ballot unless those nominated are acclaimed. Directors shall be elected by the majority vote of those voting Members present at the meeting.

5.2 Scrutineers. With the consent of the voting Members, the Chair of the meeting shall appoint not less than three scrutineers who shall prepare, distribute, collect and count ballots cast and report the results to the Chair of the meeting. On any issue relating to the validity of any ballot cast, the decision of the scrutineers shall be final and binding.

5.3 Casting vote. In the event of an equality of votes cast on any issue at an annual meeting, the Chair of the meeting shall have a second or deciding vote.

BOARD OF DIRECTORS

6.1 Size and election. There shall be a Board of Directors (herein the Directors) made up of up to fifteen Directors, to be elected for a term of three years each.

6.2 Qualification. Any member in good standing of an Association that is a Member in good standing of the FOCA, is qualified to be elected or appointed as a Director. A Director who has completed two consecutive terms of office shall not be eligible for re-election for one year following the completion of their second term as Director.

The Board of Directors at its discretion may extend the term of the Director serving in any Officer role for an additional year, to a maximum of two additional years.

6.3 Meetings of Directors. A meeting of Directors may be held without notice following the conclusion of any annual meeting of Members. Thereafter, meetings of Directors may be held at any time at the call of the President or by requisition of one-third of the Directors then holding office, on 72 hours notice given to all Directors. Without limiting the means by which notice of a meeting may be given, notice shall be validly given if transmitted by facsimile or email to the Director's last known facsimile number or email address.

6.4 Participation at meetings. With the consent of the Directors present at or participating in the meeting, a meeting of directors or of a committee of directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed to be present at the meeting.

6.5 Quorum. A quorum for any meeting of the Directors shall be one-half of the number of Directors then holding office, present in person, by telephone, or by other electronic means.

6.6 Chair. The President, or in the absence of the President, the Vice President shall preside at any meeting of the Directors. If no such Officer is present, the Directors present shall choose one of their number to chair the meeting.

6.7 Resolutions in writing. A resolution in writing, signed by all Directors who would be entitled to vote on that resolution at a meeting of Directors, or by all Members of a Committee established by the Directors who would be entitled to vote thereon, is as valid as if it had been passed at a duly constituted meeting of Directors or at a duly constituted meeting of members of such Committee.

6.8 Voting at meetings of Directors. At each meeting of Directors, each Director may, in the absence of a conflict of interest or other disqualification, cast one vote on any issue to be decided by vote, and in the event of a tie, the Chair shall not have a second or deciding vote.

6.9 Declaration of interest. It shall be the duty of every Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the FOCA to declare such interest to the extent, in the matter and at the time required by law. No Director shall vote on any matter in which he or she has a material and direct financial interest that will be affected by the outcome of the vote.

6.10 Remuneration. Directors shall serve as such without remuneration but shall be entitled to be paid their travelling and other expenses properly incurred by them in attending meetings of the Directors or of the Members, if so authorized by the Directors.

6.11 Attendance requirement. A Director who fails to attend three consecutive meetings of Directors can be excused due to such non-attendance by a resolution of the remaining Directors.

6.12 Vacancies. Vacancies on the Board of Directors may be filled for the remainder of the relevant Director's term of office by the voting Members at a meeting of Members called for that purpose, or by the Board if the remaining Directors constitute a quorum.

6.13 Removal of Directors. The voting Members may, by resolution passed by two thirds of the votes cast thereon at a meeting of Members called for the purpose, remove any Director before the expiration of their term of office and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of the relevant term.

COMMITTEES

7.1 Nominating Committee. There shall be a Nominating Committee, consisting of not less than four persons chosen by the Directors, at least three of whom shall be Directors. The mandate of the Nominating Committee shall be such as the Directors from time to time prescribe, but such mandate shall include responsibility for nominations pursuant to section 7.2 below. The Vice President shall be one of the members of the Nominating Committee provided there is a Vice President then in office.

7.2 Nominations. In advance of each annual meeting of Members, the Nominating Committee shall recommend a slate of nominees for election to the Board of Directors. The Committee is expected to make every effort to recommend individuals who are available to attend meetings of Directors, who will be representative of FOCA membership across the Province, and who together with the remaining Directors will provide the Board of Directors with an appropriate balance of skills, interests and expertise.

7.3 Other committees. The Directors may by resolution create other committees of the Board from time to time, and may appoint persons who are not Directors as members of such committees. The President shall be a member ex-officio of all committees. Committees created by the Directors shall be given terms of reference by the Directors, and the Chair of each such committee shall be appointed by and may be removed by the Directors.

7.4 Procedure. Except to the extent provided for from time to time by the Directors, each Committee shall be responsible for determining its own procedures.

OFFICERS

8.1 General. The Directors shall, within 30 days following any annual meeting of Members, elect from amongst themselves a President, and one or more Vice Presidents, a Treasurer, and a Secretary. The Directors may combine such offices as they see fit, save that the offices of President and Secretary may not be combined.

8.2 President. The President:

- a) shall summon or cause to be summoned, and chair, all general and executive meetings, except as provided for in the articles or bylaws of the FOCA.
- b) shall make no motion, yet shall be entitled to vote on any issue.
- c) shall be responsible for the operation and management of the FOCA in accordance with its constitution and its bylaws.
- d) shall be an ex-officio member of any and all committees.
- e) may be reimbursed for related and reasonable out of pocket expenses as approved by the Board from time to time.
- f) may be appointed Executive Director on an interim basis.

8.3 Term of office. The minimum expected term of office of the President shall be two years. The maximum term of office of the President shall be three years.

8.4 Vice President. The Vice President shall advise and assist the President. It is expected that in the ordinary course the Vice President will agree to serve as President following the completion of the term of office of the incumbent.

8.5 The Treasurer. The Treasurer:

- a) shall sign cheques in conformity with the bylaws, or in lieu of any banking bylaw, as required by the Directors.
- b) may give receipts and keep duplicates.
- c) shall prepare an annual financial report to be presented to the annual meeting.
- d) In the temporary absence of the Treasurer, the Directors may appoint a person to act in the place of the Treasurer.

8.6 Secretary. The Secretary:

- a) shall have charge of all minute books and the corporate seal.
- b) shall be present at and keep records of all executive and general meetings, shall see to notice of all executive and general meetings, and shall have available at any such meeting such material as may reasonably relate to the agenda of business to be transacted. If the secretary is unable to attend a meeting, a designate may be appointed in the role of meeting recorder.
- c) shall be responsible for the preparation of minutes and read minutes of meetings as required.
- d) shall receive and conduct correspondence and shall perform such other duties, relevant to the office as the Directors may require.
- e) in the temporary absence of the Secretary, the Directors may appoint a person to act as Secretary.
- h) ensure that a register be kept showing Directors, Officers, committee chairpersons, and committee members along with term of office and signing authorities.

8.7 Executive Director. The Executive Director shall be appointed by the Directors and shall be employed at the discretion of the Directors. The Executive Director shall be responsible, subject to the authority of the Directors, for the day to day conduct of the business and affairs of the FOCA. The Executive Director is responsible for assisting the Board in the formulation and execution of strategic and business plans. A Director shall not be qualified to be appointed as Executive Director, except on an acting or interim basis. The Executive Director may attend meetings of Directors with the leave of the Directors.

INDEMNITY OF DIRECTORS AND OFFICERS

9.1 Indemnification. Every Director and Officer of the FOCA and their heirs, executors and administrators shall from time to time and at all times be indemnified and saved harmless from and against

(a) all costs, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of their office, and

(b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by their own gross negligence or wilful misdeed.

AMENDMENT

10.1 Amendment. Subject to the Corporations Act (as the same may be amended, revised or replaced from time to time), or other applicable laws, this By-law may be amended from time to time by the Directors, but any such amendment shall have effect only until the next annual meeting of Members and shall cease to have effect unless confirmed at such Meeting by the affirmative votes of not less than two thirds of the voting Members voting on the matter. The voting Members may at any annual or special meeting of Members confirm, reject, amend or otherwise deal with any by-law or by-law amendment submitted to them for confirmation. Amendments are not permitted to the provisions under Section 9.1 Indemnity of Directors and Officers.

GENERAL

11.1 Errors and omissions. The accidental omission to give any notice to any Member, Director or Officer or the non-receipt of any notice by any Member, Director, or Officer in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.

11.2 Waiver of notice. Any Member, Director or Officer may waive the notice required to be given to him or her and such waiver, whether given before, during or after the meeting or other event of which notice is to be given, shall cure any default in giving such notice.