

# Bylaws of Farren Lake Property Owners Association Incorporated

JUNE 1, 2024

## OBJECTS OF INCORPORATION

**To** do everything possible to preserve and improve the water quality, and maintain and restore the shoreland of Farren Lake.

**To** keep Farren Lake clean and beautiful for present and future generations.

**To** encourage and educate Corporation members as stewards of the waters and lands of Farren Lake.

**To** make representation to the appropriate authority when the action of a person or persons threatens the water or environment of Farren Lake.

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## **Section 1 – Directors**

### **Election and Term**

**1.1** The Directors shall be elected by the Members at the first meeting of Members and at each succeeding annual meeting.

**1.2** Each Director's term of office will be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

### **Vacancies**

**1.3** The office of a Director shall be vacated immediately

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d. if at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

A Director may resign by written notice to the Chair of the Corporation. A Director who resigns will stop holding office when the Chair of the Corporation receives the written notice or at the time specified in the notice, whichever is later.

**1.4** Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members' Meeting with a majority (51%) of the votes cast by the Members. If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote.

### **Filling Vacancies**

**1.5** A quorum of Directors may fill a vacancy among the Directors by a majority vote.

**1.6** The total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual meeting of the members.

**1.7** If there aren't enough Directors to make up a quorum or the Members did not elect the minimum number of Directors set out in the articles, the Directors in office will, without delay, call a special Members' Meeting to fill the vacancy. If the Directors fail to call such a meeting, the meeting may be called by any Member.

**1.8** If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority (51%) vote. The Board may fill any other vacancy by a majority (51%) vote.

**1.9** The Director elected to fill the vacancy will hold office for the remainder of the removed Director's term. After that, the appointee will be eligible to be elected as a Director.

### **Committees**

**1.10** The Board may appoint Directors to be a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.

**1.11** The Board will determine the composition and terms of reference for any committee of Directors. The Board may dissolve any committee by resolution at any time

## Remuneration of Directors

**1.12** The Directors will fulfil their role as Director without remuneration.

## Section 2 – Board Meetings

### Calling of Meetings

**2.1** The Chair, and any 2 Directors jointly may call meetings of Directors at any time and, if applicable, any place on notice as required by the Notices Section of this Bylaw.

### Notices

**2.2** Notice of the time and, if applicable, place for the holding of a meeting of the Board will be given to every Director of the Corporation in the manner provided in the Notices Section of this Bylaw.

**2.3** Notice of the time and, if applicable, place of the meeting must be given not less than 7 days before the date that the meeting is to be held.

**2.4** Notice must be given according to requirements set out in the Notices Section of this Bylaw.

**2.5** Notice of a meeting is not necessary if:

- a. all of the Directors are present, and none objects to the holding of the meeting,
- b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
- c. a quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.

### Conducting Board Meetings

**2.6** The Chair will oversee Board Meetings. If the Chair is absent, the Secretary will act as the Chair of the meeting.

**2.7** Each Director, including the Chair, has one vote. Questions arising at any Board Meeting will be decided by a majority (50% +1) of votes unless otherwise required by the Act.

**2.8** In case of an equality of votes, the Chair will not have a second vote or casting vote; the Chair declares a tie vote and the motion fails.

### Phone and e-Meetings

**2.9** A Director may participate in a meeting of the Board or of a committee of Directors in-person and/ or by telephone or electronic means. The telephone or electronic means must allow for instantaneous two-way communication and provide all participants with the opportunity to vote. A Director participating in the above ways is deemed to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.

### Section 3 – Officers

#### Appointments and Removals

- 3.1** The Board will appoint from among the Directors a Chair and may appoint any other person to be Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.
- 3.2** The same person may hold two or more offices of the Corporation.
- 3.3** The Board may remove any Officer by resolution.
- 3.4** An Officer may be removed for any reason.

#### Duties

- 3.5** The Chair will perform the duties described in the Bylaws and such other duties as may be required by law or as the Board may determine from time to time, including: calling and chairing meetings of the Board, setting meeting agendas and chairing executive committees.
- 3.6** Each Officer will perform the duties specified in the Appendix of this Bylaw, required by law and as the Board may determine from time to time.
- 3.7** Officers will be responsible for the duties assigned to them but they may delegate to others the performance of any or all of such duties.

### Section 4 – Protection of Directors and Others

- 4.1** No Director, Officer or committee member of the Corporation will be liable for:
- a. the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation;
  - b. 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;
  - c. 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;
  - d. 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 any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust.

- 4.2** No Director, Officer or committee members of the Corporation will be liable for the above-mentioned things as long as they:
- a. complied with the Act and the Corporation's Articles and Bylaws;
  - b. and exercised their powers and discharged their duties in accordance with the Act.

## **Section 5 – Conflicts of Interest**

**5.1** A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or 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 make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

**5.2** No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

## **Section 6 – Members**

**6.1** Membership in the Corporation shall consist of 2 class(es) of Members. Membership in the Corporation will include the incorporators named in the articles until such time as their membership ends.

### **Voting Members**

**6.2** A Voting Member shall be a person, corporation or other legal entity, who is a registered owner of property on Farren Lake and who has paid such membership fees as required by the Corporation and who has applied and been accepted for Voting membership in the Corporation. There shall be one (1) Voting membership only per property.

**6.3** The term of membership of a Voting Member shall be 1 year, subject to renewal according to the policies of the Corporation.

**6.4** As set out in the articles, each Member of the Voting Members class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Voting Members class will be entitled to one (1) vote at such meetings.

**6.5** Voting Members may transfer to Non-Voting Associate Membership upon the termination of their ownership of property on Farren lake.

### **Non-voting Associate Membership**

**6.6** Non-voting Associate Members shall be individuals who have paid their membership fees and have applied and been accepted for Non-voting Associate Membership in the Corporation.

**6.7** The term of membership of a Non-voting Associate Membership shall be 1 year, subject to renewal according to the policies of the Corporation.

**6.8** As set out in the articles, each Member of the Non-voting Associate Membership class is entitled to receive notice of, and attend, all Members' Meetings.

**6.9** Non-voting Associate members may transfer to Voting Membership upon registration as an owner of property on Farren Lake.

### **Section 7 – Members’ Meetings**

#### Annual Members’ Meeting (AMM)

**7.1** The Board will decide the date and, if applicable, the place of the Annual Members’ Meeting. The place of the Annual Members’ Meeting must be within Ontario.

**7.2** The business at the annual meeting will include the following:

- a. approve the agenda for the AMM
- b. approve the minutes of the previous AMM and any special meetings
- c. approve the financial statements for the previous year
- d. a report from the person appointed to review the nonprofit’s finances
- e. extraordinary resolution to resolve that the nonprofit does not require a review engagement of its financial statements for the stated fiscal year.
- f. elect Directors, and
- g. any new or special business that was included in the notice of the meeting.

**7.3** Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board at least sixty (60) days before the date of the meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Members’ Meeting. If the Board refuses to include a proposal in a notice of meeting, it shall, within 10 days after the day on which it receives the proposal, notify the member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal.

The Corporation is not required to include the proposed item if:

- a. the proposal is not submitted to the Corporation at least 60 days before the date of the meeting;
- b. it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, Officers or Members
- c. it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Corporation;
- d. not more than two years before the receipt of the proposal, the member failed to present in person at a meeting of the members, a proposal that had been included in a notice of meeting at the member’s request;
- e. substantially the same proposal was submitted to members in a notice of a meeting of the members held not more than two years before the receipt of the proposal and the proposal was defeated; or
- f. the rights conferred by this section are being abused to secure publicity.

**7.4** Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report and other financial information required by the Bylaws or articles.

#### Special Members’ Meetings

**7.5** The Directors may call a special meeting of the Members. The Board shall call a special meeting or written requisition of the members who hold at least 8 per cent of votes that may be cast at the meeting to be held within 21 days after receiving the requisition unless the Act provides otherwise.

#### Notice

**7.6** Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any annual or Special Members' Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the person appointed to conduct a review engagement.

**7.7** Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

#### Phone and e-Meetings

**7.8** A Member may participate in a Members' Meeting by telephone or electronic means. The Telephone or electronic means must:

- a. Allow all participants to communicate adequately with each other during the meeting;
- b. Allow the identity of anyone casting a vote to be verified;
- c. Ensure the secrecy of the vote by the member participating from a remote location.

A Member participating in the above ways is deemed to be present at that meeting. Members' Meetings may be held entirely by phone or electronic means.

#### Quorum

**7.9** 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.

#### Chair of the Meeting

**7.10** The Chair shall be the chair of the Members' Meeting.

**7.11** In the Chair's absence, the Members present at any Members' meeting will choose another Director as chair. If no Director is present, or if all of the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

#### Voting

**7.12** Business arising at any Members' Meeting will be decided by 50%+1 of votes unless otherwise required by the Act or the Bylaws.

**7.13** Each PropertyVoting Member will be entitled to one vote at any Members' Meeting.

**7.14** If a Member is unavailable to attend or participate in a Members' Meeting, they may not appoint someone to vote for them by proxy.

**7.15** Votes will be taken by a show of hands among all voting Members present unless otherwise required by the Act.

**7.16** Before or after a show of hands has been taken on any question, any Member may demand, a written ballot. A written ballot so required or demanded will be taken in such manner as the chair of the meeting directs.

**7.17** The chair of the meeting, if a Voting Member, will have a vote.

**7.18** If there is a tie vote, the chair of the meeting has to call for a written ballot. The chair cannot vote in a written ballot to break a tie. If the written ballot results in a tie, the motion doesn't pass.

**7.19** 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 will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

**7.20** An abstention will not be considered a vote cast.

#### Attendance

**7.21** The only persons entitled to attend a Members' Meeting are:

- the Members
- the Directors
- the person who has been appointed to conduct a review engagement, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

Any other person may be admitted only if the Chair of the meeting invites them or the majority (50%+1) of the Members present at the meeting consent to their being there.

### Section 8 – Notices

**8.1** Any notice required to be sent to any Member or Director or to the person who has been appointed to conduct a review engagement shall be delivered:

- To the last address on record for that director or member;
- Telephone;
- Prepaid mail;
- Fax;
- Email;
- Other electronic means;
- As the Directors determine.

**8.2** Notices mentioned above will be sent to any such Member or Director at their latest address as shown in the records of the Corporation and to the person who has been appointed to conduct a review engagement at their business address, or if no address be given then to the last address of such Member or Director known to the Board.

**8.3** 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 to the notice.

**8.4** Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.

**8.5** No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

Section 9 – Finances & Signing Authority



**9.1** The financial year of the Corporation ends on 30 April in each year or on such other date as the Board may from time to time by resolution determine.

**9.2** The seal, an impression of which is stamped below, will be the seal of the Corporation. If appointed, the Secretary of the Corporation will oversee the corporate seal and its use. Otherwise, the Chair will oversee the corporate seal and its use.

**9.3** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time decide who will execute a particular document or type of document and how it will be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, Bylaw or other document of the Corporation to be a true copy thereof.

## **Section 10 – Adoption and Amendment of Bylaws**

**10.1** The Members may from time to time amend this Bylaw with 51% of the votes cast at a Members' Meeting.

**10.2** The Board may from time to time in accordance with the Act pass or amend this Bylaw.

**10.3** The Board must submit any Bylaws it passes or changes it makes to existing Bylaws to the Members at the next Members' Meeting. The Members may confirm, reject or amend the new Bylaw or Bylaw changes.

## **Section 11 - General**

### Definitions & Interpretation

#### **11.1** Definitions

In this Bylaw, unless the context otherwise requires:

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "Bylaws" means this Bylaw (including the schedules to this bylaw) and all other bylaws 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;

- h. "Members" means the collective membership of the Corporation; and
- i. "Officer" means an Officer of the Corporation.
- j. "Special Members Meeting" means a meeting of the members called for a specific purpose other than the routine business usually conducted at the annual meeting.

**11.2** Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

**1.3** The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

**11.4** What if parts of the Bylaw are inconsistent with the Articles or Act?  
 If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act will prevail.

**Severability and Precedence**

11.5. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

**APPROVED:** by the Members of the Corporation this 1st day of June in the year 2024 at Tay Valley Township, Ontario

**ENACTED:** by the Directors of the Corporation this 1st day of June in the year 2024.

Print Name	Signature
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Position

Print Name	Signature
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Position

## Schedule A

### Duties of Directors

Directors must:

- act honestly and sincerely, and do what's best for the nonprofit
- be as careful and thoughtful as a reasonably careful person would be in a similar situation

Directors also have specific duties, for example, they must call members' meetings and keep records.

Directors must go to board meetings, be familiar with the issues discussed and get advice from experts when they need. They must be transparent and inform the nonprofit of any conflicts of interests.

One of your directors must agree to be chair of the board.

There are some duties that only a director must do. They cannot ask anyone else to do them. For example, only the board can:

- vote to change bylaws or accept new bylaws
- fill vacancies on the board
- hire an auditor
- take on debt for the nonprofit
- approve financial statements
- decide on member dues and fees

## Schedule B

### Duties of the Chair

The duties of the Chair of the Board of Directors shall include, but not be limited to, the following responsibilities:

Act as chair at meetings

Scheduling, attending and running Board meetings;

Establishing meeting agendas;

Serving as the main point of contact for partner organizations such as Tay Valley Township; Federation of Ontario Cottagers' Associations (FOCA); Rideau Valley

Conservation Authority (RVCA);

Signing documents on behalf of FLPOA;

Calling for votes and announcing results;

Tracking progress and evaluating the completion of established FLPOA goals.

### Schedule C

#### Duties of the Secretary

The duties of the Secretary of the Board of Directors shall include, but not belimited to, the following responsibilities:

- In the President's absence, Chair;
- Accurately recording and maintaining meeting minutes;
- Overseeing the corporate seal and its use.
- Keeping a Directors/Officers Registry that includes the following information:
  - When they were elected;
  - When they retired or resigned;
  - Who served as officers eg. President, Chair, Secretary, Treasurer;
  - When they served as Officers;
  - Contact addresses and emails;
  - Maintaining the Membership list;
  - Sending information and notices to the Membership;
- Monitoring FLPOA activities to make sure that the actions of the organization follow the bylaws and Ontario Not-for-Profit Corporations Act (ONCA).

### Schedule D

#### Duties of the Treasurer

The duties of the Treasurer of the Board of Directors shall include, but not belimited to, the following responsibilities:

- In the absence of the President and Secretary, Chair;
- Managing the organization's budget and records of receipts and disbursements.
- Keeping track of financials

- Filing a corporate annual return every year through the Ontario Business Registry;
- Filing any amendments to the corporate articles and/or Bylaws;
- Filing the annual corporate income tax return with Canada Revenue Agency;
- Engaging/reengaging a certified public accountant (CPA) to do an annual review engagement of corporate finances;
- Present Financial Statements at the annual members meeting.

#### Schedule E

#### Rights of Members

All members share some basic rights (section 48) including the right to

- get a free copy of
  - the nonprofit's articles and bylaws, and amendments to them
  - the minutes of member meetings and meetings of any committee of members
  - member resolutions and resolutions from any committee of members
  - a list of directors
  - a list of officers
- view and get member lists, for a reasonable fee, including member names and contact information as long as they agree in writing that they'r use their information for the following reasons only
  - to influence how members vote
  - to demand a members' meeting
  - to conduct other matters related to the nonprofit's actives
- bring certain kinds of complaints to court.
-