

Port Cunnington Ratepayer's Association

By-law Number One being a general by-law of the Port Cunnington Ratepayer's Association.

1. Name

The Association will be known as the Port Cunnington Ratepayer's Association. The Association also will be known by its trade name of the "PCRA".

2. Objects and Mission

The PCRA is constituted for the purpose of representing the interests of its members as those interests are identified from time to time by the Association, including matters relating to environmental protection, water quality and safety, real estate and business development, municipal planning, and municipal administration impacting upon the Lake of Bays and the property and businesses of the members within the membership area. PCRA's mission is to represent its members' interests, share information and to foster, encourage and support the safe enjoyment and sustainable development of the Port Cunnington community and its adjacent areas.

3. Head Office

PCRA's head office shall be in the Township of Lake of Bays in the Municipality of Muskoka in the Province of Ontario. PCRA's Directors may from time to time determine the specific location of the head office as they deem necessary.

4. Fiscal Year

PC RA's fiscal year shall begin on January 1 of each year and end on December 31 of each year.

5. Membership

Membership in the PC RA shall be open to any registered land owner who accesses their property (whether directly by driveway or indirectly by a secondary roadway) from either of Port Cunnington Road or that portion of Fox Point Road which runs between Highway 35 and its junction with Port Cunnington Road. For greater certainty, membership is open as well to those island and/or water access property owners whose access to their habitual shoreline departure point is also typically reached by either of these methods of access.

So as to encourage balanced participation in the PC RA by the many multi-generational families with long-standing roots in the community, there may be up to two persons identified as holding the Full Membership representing each registered deed of land held within the defined area. Associate Memberships are available to any remaining family members or residents who have an interest in supporting and benefitting from the activities of the Association.

Persons meeting these requirements must also: have applied in writing to be a member; have paid the membership fee due once per twelve months; and agree to be bound by the by-laws and rules of the Association as they have been established and may be amended from time to

time in accordance with these by-laws.

Provided always, that in all matters of interpretation as to whether an applicant is entitled to be admitted as a Full Member or an Associate Member, (with or without a delegated right to vote as set out below in paragraph 10), the Board of Directors shall have the discretion to receive and consider a petition from an applicant outlining their special circumstances. In each such instance the Board shall make a determination of entitlement by majority vote, which is consistent with the spirit and intent of these by laws. The Board shall report the nature of the petition and its decision to the membership in the ordinary course.

6. Fees

The Board of Directors will determine the membership fees from time to time. Upon the inception of the PCRA the annual fee for a Full Member shall be \$50, and the fee for an Associate Member shall be \$25.

7. Board of Directors

- a. A Board of Directors (the "Board") shall manage the PCRA's affairs. The Board shall be comprised of from 4 to 7 Directors to be appointed in a manner consistent with these by-laws. The Directors may, on PCRA's behalf, exercise all of the powers that the PCRA may legally exercise under any relevant legislation unless the Directors are restricted by law or by resolution of the members, from exercising those powers.
- b. The Board shall appoint among themselves a President, Vice-President, Secretary and Treasurer who shall serve until the next annual general meeting, or until he or she resigns or until he or she is removed from office by a Special Resolution of the Board. The positions of Secretary and Treasurer may be combined into one position where the Directors consider it appropriate. The Board may establish other officer positions as it sees fit in the ordinary course of its management of the Association's affairs.
- c. The Board may from time to time appoint any committee or committees that it considers necessary or appropriate. The committee or committees shall include at least one Board member or their designate, and may include other PCRA members. Each committee shall have terms of reference that set out the purpose and powers of the committee, provided that the committee shall not exercise any of the powers or carry out any duties that legally are required to be exercised or carried out by the Board.
- d. Each Director shall be a member of the PCRA at the time of his or her election or appointment, or within ten days of election or appointment and shall remain a member throughout his or her term of office. A Director shall be at least 18 years of age.
- e. Each Director shall be elected to hold office for two years until the second annual general meeting after he or she was elected or until his or her successor shall have been duly elected. All Directors shall retire at their second annual general meeting following their last election but each is eligible for re-election if he or she is otherwise qualified to be a Director. One half of the inaugural Board of Directors shall agree to stand for an initial term of only one year.

- f. The Board may appoint a Director to fill a vacancy, provided that a quorum of Directors remains in office. If there is no quorum of Directors, the remaining Directors shall call a general meeting of the Association to fill the vacancies.
- g. The members of the PCRA may elect a Director or Directors, as the case may be, by a show of hands or by ballot if requested by a member.
- h. The members of PCRA may remove a Director by Special Resolution passed by at least two-thirds of the votes cast at a general meeting at which notice was given and may by a majority of votes cast elect at that general meeting any person who is qualified to be a Director in his or her stead for the duration of the former Director's term.

8. Meetings of the Board of Directors:

- a. A quorum for a meeting of the Board shall be at least three of the Directors, provided that once a quorum has been obtained for a meeting the quorum shall be deemed to continue for the balance of the meeting. The Board may hold its meetings at any place in Ontario as it may from time to time determine and may do so by teleconference.
- b. Meetings of the Board may be called by the President, Vice-president, or Secretary or any two members of the Board.
- c. No formal notice of any meeting of the Board shall be necessary if all the Directors are present or if those absent have indicated their written consent to the meeting being held in their absence.
- d. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of Directors may also take place without notice immediately before or after an annual general meeting or a general meeting to transact any business.
- e. No error or omission with respect to notice for a meeting of the Board shall invalidate the meeting or make void any proceedings taken or had at the meeting.
- f. The Directors shall vote on any resolution arising at any meeting of the Board. A majority of votes shall decide the resolution. In case of a tie vote, the chair of the meeting shall have the right to cast a deciding vote in addition to his or her original vote. In the case of a Special Resolution, opposition by more than one of the Directors who are attending the meeting shall defeat the resolution.
- g. A declaration by the Secretary that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against any resolution.

9. Officers:

The PCRA's Officers shall have the following duties:

President – Chair all meetings of PCRA’s members and of the Board, when present in person and able; have general supervision of the affairs of PCRA; sign all by-laws and execute any documents with the Secretary; countersign all cheques with either of the Vice-President or the Treasurer, and perform any other duties which the Board may, from time to time, assign;

Vice President – Exercise any or all of the duties of the president in the absence of the president or if the president is unable for any reason to perform those duties; countersign all cheques with either of the President or the Treasurer, and perform any other duties which the Board may, from time to time, assign;

Secretary – Keep and maintain PCRA’s records and books, including the registry of Officers and Directors, the registry of members, the minutes of the annual general meeting, general meetings and meetings of the Board; the by-laws and resolutions; certify copies of any records, registry, by-law, resolution or minute; give any notices required for the annual general meeting, general meetings and meetings of the Board; and perform any other duties which the Board may, from time to time, assign;

Treasurer – keep and maintain the financial records and books of PCRA; countersign all cheques or other payments with either of the President or Vice-President, as the case may be; assist the Auditor in the preparation of the financial statements of PCRA; and perform any other duties which the Board may, from time to time, assign.

10. **Members Voting Rights:**

- a. Each Full Membership (of one or two Full Members) representing a registered deed of land, which is in good standing, has two votes. For greater certainty, where the Full Membership is held in the name of two Full Members, together they still have only two votes. Those two votes may be exercised on any issue being put to a vote. Alternatively, a Full Member may delegate to an Associate Member the unlimited right to their vote(s) by communicating in writing that they have done so to the Secretary (“a delegated right to vote”). Thereafter, and until the Associate Member chooses to disclaim that delegated right to vote by written communication to the Secretary, the right to vote shall remain theirs to exercise on any issue being put to a vote.
- b. Proxies are permitted such that either of a Full Member or, an Associate Member with a delegated right to vote, may give their written proxy to another Member who may vote that proxy, provided that the proxy is delivered to the Secretary or their designate prior to the vote. All members meeting the conditions set out in paragraphs 10(a) and (b) are considered “eligible members” for voting purposes.

11. **Special Resolutions and Urgent Resolutions:**

- a. For the purposes of eligible member voting upon decisions of the Association, there shall be a special class of decision known as a Special Resolution which shall require

a two-thirds majority of votes cast. Special Resolutions shall be required for decisions critical to the ongoing operation, potential financial viability, or disbanding of the Association. Matters requiring a Special Resolution include those specifically identified as such in the by-laws and may otherwise arise through the unanimous determination of the Directors present that the matter in question is of such a nature that it should be determined by way of a Special Resolution.

- b. For the purposes of eligible member voting upon decisions of the Association, there shall be a special class of decision known as an Urgent Resolution which by exigent circumstances as judged by a majority of the Board warrants the departure from procedures described below which is otherwise to be followed for regular business of the Association conducted at scheduled Member's Meetings.

12. Members Meetings and Regular Business of the Association:

- a. Decisions regarding regular business of the Association shall be decided at a meeting called for that purpose, by a majority of votes, though a Special Resolution shall require a two-thirds majority of votes cast, provided always that:
 - i. each eligible member attending shall be entitled to vote their vote or votes as the case may be, and also one vote for each proxy they have carried to and delivered at any meeting when a vote is called;
 - ii. votes shall be taken by a show of hands among all eligible voting members present and the chair of the meeting, if an eligible member, shall have a vote;
 - iii. an abstention shall not be considered a vote cast;
 - iv. 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, provided however that a Special Resolution shall always be determined by a written ballot;
 - v. Upon other than a Special Resolution: 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 the required threshold for any written ballot (including a Special Resolution) is not surpassed, the motion is lost; and
 - vi. 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.

- b. The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

13. **Special Meetings for Urgent Resolutions:**

The Directors are authorized, upon a Directors' vote opposed by no more than one of the Directors voting to determine the need to call for a Members' vote on an Urgent Resolution. Urgent Resolutions should be rare, but may be required in any circumstance where the Association's effective pursuit of its Objects and Missions may be materially compromised by a failure to act in a timely way. In such circumstances the Directors are authorized to organize a suitable voting procedure utilizing email or website communications, which provides disclosure of the issues, creates such opportunity as time permits for the exchange of member views on the question, and results in the opportunity of eligible voting members to record an electronic vote on the matter in question by a specified voting deadline.

Urgent Resolutions are determined by majority vote, absent a declaration that the Resolution is also a Special Resolution, in which case they are to be determined by the 2/3 vote required for a Special Resolution.

14. **Termination of Membership:**

Membership shall cease:

- a. upon death of a member;
- b. if the member has not renewed his or her membership and paid the applicable membership fees or dues prior to or at the annual general meeting;
- c. if the member resigns by written notice given to the Secretary;
- d. if the member no longer qualifies for membership in accordance with the by-laws; or
- e. if the membership has been terminated by a Special Resolution of the eligible members at a meeting duly called for that purpose. Notice of the meeting shall be served upon the member and shall set out the grounds for the proposed termination of his or her membership and the member in question shall be

given the opportunity to respond in writing, and/or at the meeting before the vote is cast.

15. Regular and Annual General Meetings:

The annual general meeting of the PCRA shall be held no later than 18 months after the establishment of this Association and no later than 15 months after the last general meeting in subsequent years.

- a. The following business shall be conducted at the annual general meeting:
 - reading of the financial reports;
 - election of the Directors whose term has concluded;
 - appointment of Auditors and fixing or authorizing the Board to fix the remuneration of the Auditor if that is determined to be required or appropriate by the Directors; and
 - any other business that may properly be brought before the Members.
- b. The Directors may, call a general meeting of the PCRA as they judge necessary from time to time, and in any event if more than 20 Members shall request that a meeting be called.
- c. Notice of the annual general meeting shall be given to the members by the Secretary or their designate at least 10 days before the date of the meeting, and with such lesser notice for general meetings as may be judged necessary by the Directors given the exigencies of the situation, though in no case shall a general meeting be called with less than 24 hours notice.
- d. Members shall ensure that the Association receives a current email address at which address they consent to receiving Association communications, including notices of meetings being called.
- e. Quorum for the annual general meeting or for a general meeting shall be at least 5 eligible members of the PCRA present in person or by proxy, provided that at least 2 members, other than Directors, are present in person at the time of the meeting. Once quorum has been obtained for a meeting, the quorum shall be deemed to continue for the balance of the meeting.
- f. Any PCRA meeting may be adjourned to any time and from time to time. No advance notice shall be required for any adjournment. An adjournment may be made with or without a quorum present.

16. Notice:

- a. Any notice (which term includes any communication or document) required to be given under these or any by-laws or required for other legal reasons by a Member, Director, Officer or Auditor shall be sufficiently given if it is:

- i. delivered personally to the person to whom it is to be given;
 - ii. delivered to the person's local Lake of Bays address;
 - iii. mailed to the person's address identified by them in their Membership Application;
 - iv. delivered by email to the email address identified by them in their Membership Application or as subsequently updated by them;
- b. A notice so delivered shall be deemed to have been given on the day of transmission when it is delivered personally or to the person's Lake of Bays address or upon transmission of an email; or three days after it was mailed, or published. The notice shall specify the business to be attended to at the annual general meeting or the general meeting.

17. **Protection of Directors and Officers:**

Limitation of Liability – No Director or Officer shall be found jointly liable for the act, neglect or default of any other Director, Officer, employee, or agent, or for any loss, damage or expense happening to the PCRA through the insufficiency or deficiency of any security in or upon which any of the moneys of PCRA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of PCRA shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto, unless those events are directly caused by his/her own act of willful neglect or default.

Indemnity –PCRA shall indemnify and save harmless every Director or Officer, every former Director or Officer, and every person who acts or acted at the PCRA's request including his/her heirs and legal representatives, from and against all claims, costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a Director or Officer of the PCRA, if

- he/she acted honestly and in good faith with a view to the best interests of the Association; and
- in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

Insurance – the PCRA may purchase and maintain such liability insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine.

Amendments: Amendments may be made to this By-law at an annual meeting or at a special general meeting provided ten clear days' notice of such proposed amendment has first been given to all members. Adoption and amendment of by-laws require a majority of the votes cast. If an amendment is to be proposed by a Full Member in good standing, the Secretary of the PCRA is to provide an up-to-date email list to such member to enable such member to comply with the notice requirements herein.

The foregoing by-law is hereby passed by a majority of the Full Members and/or the Associate Members with a delegated right to vote of the Port Cunnington Ratepayers Association establishing the Association as an unincorporated volunteer Association.

President – Anne Collins

Secretary – Stacey Reason

Dated at Port Cunnington Ontario this 15th day of July, 2017