

By-laws of Baldwin Agnew Lake Residents Association

June 5, 2024

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1. Directors

Electing and Appointing Directors

1.1 Who elects the Directors?

The Members elect the Directors.

1.2 How long do Directors serve?

Subject to the articles, 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.

Empty Seats

1.3 In what situations does a Director cease holding office before the end of their term?

A Director will stop holding office immediately, if he/she:

- dies;
- becomes bankrupt; or
- is found to be incapable of managing property by a court or under Ontario law.

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

1.4 Can the Members remove a Director from office?

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 at least a majority 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.

1.5 How are Board seats filled when they have been vacated mid-term?

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

1.6 How many Directors may a quorum of Directors appoint?

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 What if the vacancy means there is not a quorum of Directors?

If there are not 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 What is the voting threshold to elect a Director mid-term?

If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote. The Board may fill any other vacancy by a majority vote.

1.9 How long is the term of office for a Director filling a vacancy?

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 Can the Board delegate its powers to a Managing Director or Executive Committee?

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 Who decides on the composition and rules of Board committees?

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.

Paying Directors

1.12 Can we pay Directors for their work as Directors?

The Directors will fulfil their role as Director without remuneration.

2. Board Meetings

2.1 Who can call Board Meetings?

The Chair, President and any two (2) Directors jointly may call meetings of directors at any time and any place on notice as required by the Notices Section of this By-law.

Board Meeting Notices

2.2 Do we have to give advanced notice for Board Meetings?

Notice of the time and 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 By-law.

2.3 How long in advance does the notice have to be given?

Notice of the time and place of the meeting must be given not less than seven (7) days before the date that the meeting is to be held.

2.4 How should notice be given?

Notice must be given according to requirements set out in the Notices Section of this By-law.

2.5 When can we have a Board Meeting without advanced notice?

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 Who will chair Board Meetings? What if they are absent?

The Chair will oversee Board Meetings. If the Chair is absent, the Directors present will choose a Director to act as the Chair.

2.7 How will voting be conducted at the Board Meeting?

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

2.8 Will the Chair have the power to break ties?

In case of an equality of votes, the Chair will not have a second or casting vote.

Phone and e-Meetings

2.9 Can Directors join Board Meetings online or by phone?

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. 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.

3. Officers

Appointments and Removals

3.1 What Officers can the Board appoint?

The Board will appoint from among the Directors a Chair and may appoint any other person to be President, 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 Can one person hold more than one office?

The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The office of Chair and President may also be held by the same person.

3.3 Who can remove an Officer?

The Board may remove any Officer by resolution.

3.4 For what reasons may an Officer be removed?

An Officer may be removed for any reason.

Duties

3.5 What duties does the Chair have?

The Chair will perform the duties described in the By-laws 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 What duties do other Officers have?

Each Officer will perform the duties specified in the Appendix of this By-law required by law and as the Board may determine from time to time.

3.7 Can Officers delegate their powers?

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.

4. Conflicts of Interest

4.1 Are Directors required to disclose any conflict of interest?

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.

4.2 Are Directors who have a conflict of interest allowed to vote?

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.

5. Members

5.1 How many classes of Membership are there?

Membership in the Corporation shall consist of one (1) class of Members.

5.2 How does someone become a Member?

Membership will consist of individuals who own residential property on Agnew Lake in the Township of Baldwin, have paid the Membership fee and have been accepted for Membership in the Corporation.

5.3 What is the Membership fee?

The Membership fee shall be determined by the Board.

5.4 What rights do Members have?

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

5.5 How does Membership end?

Membership automatically terminates if the Member resigns, the Membership fee is not paid, or such Membership is otherwise ended according to the Act.

5.6 How long does Membership last?

The term of Membership will be one (1) year, from July 1 to June 30 of the following year, subject to renewal in accordance with the policies of the Corporation.

Transferal of Membership

5.7 Can Members transfer their Membership to others?

Membership in the Corporation is not transferable.

Discipline of Members

5.8 Who can discipline Members or terminate their Membership?

The Board may pass a resolution authorizing disciplinary action or the termination of Membership for: violating our Code of Conduct or other policies, violating our By-laws and any other reasons calling for discipline in the discretion of the Board.

5.9 How much advanced notice must the Board give the Member?

The Board must provide 15 days' written notice to a Member before passing the above-mentioned resolution.

5.10 What information should the notice include?

The notice will set out the reasons for the disciplinary action or termination of Membership.

5.11 Does the Member have a right to respond?

The Member receiving the notice is entitled to give the Board an oral and a written submission addressing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

6. Members' Meetings

Annual Members' Meeting

6.1 When and where will the Annual Members' Meeting be held?

The Board will decide the date and place of the Annual Members' Meeting. The place of the Annual Members' Meeting must be within Ontario.

6.2 What will the agenda of the Annual Members' Meeting (AGM) be?

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;

- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

6.3 Can anything be added to the agenda? If so, how?

Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members' Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Members' Meeting. No other item of business shall be included on the agenda for the Annual Members' Meeting.

6.4 Do Members have a right to access financial documents ahead of the meeting?

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 By-laws or articles.

Special Members' Meetings

6.5 Who can call a Special Members' Meeting?

The Directors may call a Special Members' Meeting.

6.6 Can the Members make the Directors call a Special Members' Meeting? If so, how?

The Board will convene a Special Members' Meeting on written request of not less than 10% of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the request.

Notice

6.7 Do we have to give advanced notice of Members' Meetings? If so, what criteria must it meet?

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 By-law to each Member and to the auditor or person appointed to conduct a review engagement.

6.8 How much detail must the notice contain?

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.

Quorum

6.9 How many Members need to be at the Members' Meeting to conduct official business?

A quorum for the transaction of business at a Members' Meeting is 25% of the Members entitled to vote at the meeting, whether present in person or by proxy.

6.10 What happens if you lose quorum part way through the meeting?

If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Chair of the Meeting

6.11 Who will chair Members' Meetings?

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

6.12 Who will chair Members' Meetings if the Chair is absent?

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

6.13 How many votes will be necessary to pass a resolution?

Business arising at any Members' Meeting will be decided by a majority of votes unless otherwise required by the Act or the By-laws.

6.14 How many votes will each Member have?

Each Member will be entitled to one (1) vote at any Members' Meeting.

6.15 Can Members vote by proxy?

If a Member is unavailable to attend or participate in a Members' Meeting, they may appoint another Member to vote for them by proxy.

6.16 How will votes be taken?

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

6.17 Can anyone demand a written ballot?

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 will be taken in such manner as the chair of the meeting directs.

6.18 Will the chair of the meeting have a vote?

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

6.19 What if there's a tie vote?

If there is a tie vote, the chair of the meeting has to call for a written ballot. The chair of the meeting will not have a second or casting vote. If the written ballot results in a tie, the motion does not pass.

6.20 How will a vote by show of hands be recorded?

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.

6.21 Will abstentions be counted as votes?

An abstention will be considered a vote cast.

Adjournments

6.22 Does the Chair need to provide Members with advanced notice before a follow-up meeting?

The Chair may, by resolution of a majority of votes cast at any Members' Meeting, adjourn the Members' Meeting and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Attendance

6.23 Who has a right to attend Members' Meetings?

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

- the Members;

- the Directors;
- the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any); 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 of the Members present at the meeting consent to their being there.

7. Notices

7.1 What are valid ways of sending advanced notice of meetings?

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered personally, or sent by:

- telephone;
- prepaid mail;
- email; or
- other electronic means.

7.2 Where should notices be sent?

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 auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Board.

7.3 Can the right to notice be waived?

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.

7.4 Can we count the day notice is sent as part of the total number of days required for advanced notice?

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 not, unless it is otherwise provided, be counted in such number of days or other period.

7.5 What effect does an error or omission have on the validity of the notice?

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.

8. Finances and Signing Authority

8.1 When does our financial year end?

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

8.2 Does Baldwin Agnew Lake Residents Association have a corporate seal?

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

8.3 Who has authority to sign legal documents on behalf of the organization?

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by the Chair and one other Officer. 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, By-law or other document of the Corporation to be a true copy thereof.

9. Adoption and Amendment of By-laws

9.1 What percentage of Member support does it take to change these By-laws?

The Members may from time to time amend this By-law with a majority of votes cast at a Members' Meeting.

9.2 Can the Board change the By-laws between Members' Meetings?

The Board may from time to time in accordance with the Act pass or amend this By-law.

9.3 Can the Board create new By-laws or change the By-laws on their own?

The Board must submit any By-laws it passes or changes it makes to existing By-laws to the Members at the next Members' Meeting. The Members may confirm, reject or amend the new By-law or By-law changes.

10. Definitions and Interpretation

10.1 Definitions

In this By-law, 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. “By-laws” means this By-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. “Chair” means the chair of the Board;
- e. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. “Member” means a member of the Corporation;
- h. “Members” means the collective membership of the Corporation; and
- i. “Officer” means an Officer of the Corporation.

10.2 What if something is not defined above?

Other than as specified in the Definitions section, all terms contained in this By-law 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.

10.3 What if part of the By-law is invalid?

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.

10.4 What if parts of the By-law are inconsistent with the Articles or Act?

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 will prevail.

Appendix A. Position Description of the President

Role Statement

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The president ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership

Serve as Member on all Board committees.

Appendix B. Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Appendix C. Position Description of the Secretary

Role Statement

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.