

BY-LAWS of the affairs of
THE STURGEON POINT ASSOCIATION

Revised per the Members of the Annual General Meeting held in August 2015

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BE IT ENACTED as a by-law of The Sturgeon Point Association as follows:

1. HEAD OFFICE

The Head office of the Association shall be in the City of Kawartha Lakes in the province of Ontario.

2. SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the association.

3. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of a minimum of five (5) to a maximum of twelve (12) Directors, each of whom at the time of election or within ten days thereafter and throughout the term of office shall be a member of the Association and may include one or more Trustees of the Village Lands. Each Director shall be elected to hold office for one (1) three-year term and may be re-elected for one additional three-year term. On approval of the Board of Directors, a one-year extension may be granted to a Director to facilitate the transition of a key role. At each Annual Meeting, the retiring member(s) of the Board will be replaced by new Directors. A former Director can be re-nominated to serve again on the Board after a minimum period of one year following his or her retirement. A Nominating Committee shall be formed by the Board which will present a slate of candidates to the Annual Meeting for election. This will not preclude additional nominations being made by the members of the Annual Meeting. The election may be a show of hands unless a ballot is required. The members of the Association may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director, and may, by a majority of the votes cast at that meeting, elect any member as a Director to replace the Director removed. In addition, ten per cent or more of the members of the association who are in good standing may call a special meeting of the association at any time for the purpose of removing and/or replacing one or more members of the Board. Notice of such a meeting must be given to all members at least twenty-one (21) days in advance.

4. VACANCIES BOARD OF DIRECTORS

Vacancies of the Board of Directors however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Association, if they shall see fit to do so. Otherwise such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

5. QUORUM AND MEETINGS, BOARD OF DIRECTORS

A majority of all Directors shall form a quorum for the transaction of business except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting

being held in their absence. Directors' meetings may be formally called by the President or Vice-President, or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be delivered, telephoned or sent by facsimile or email to each Director not less than one day before the meeting is to take place or shall be mailed to each Director *not less* than four days before the meeting is to take place. The declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A meeting of the Directors may also be held, without notice, immediately following the annual meeting of the Association. The Directors may consider or transact any business, either special or general, at any meeting of the Board.

6. ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

7. VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of Directors shall be decided by a majority of those present and voting.

8. POWERS

The Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind or contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such powers and do all such acts and things as the Association is by its charter or otherwise authorized to exercise and do.

9. REMUNERATION OF DIRECTORS

The Directors shall receive no remuneration for acting as such.

10. OFFICERS OF ASSOCIATION

There shall be a President, a Vice-President, a Secretary and a Treasurer, or in lieu of a Secretary and Treasurer, a Secretary-Treasurer, and such other officers as the Board of Directors may determine by bylaw from time to time. The officers shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of the Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected.

11. DUTIES OF PRESIDENT AND VICE-PRESIDENT

The President shall, when present, preside at all meetings of the members of the Association and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Association. During the absence or inability of the President, the duties and powers of the President may be exercised by the Vice-President,

and if the Vice-President, or such other Director as the Board may from time-to-time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

12. DUTIES OF SECRETARY

The Secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to members and to Directors, shall be custodian of the seal of the Association and of all books, records, correspondence, contracts and other documents belonging to the Association, shall issue public notice to the community when so directed and shall perform such other duties as may from time-to-time be determined by the Board of Directors.

13. DUTIES OF TREASURER

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account, and shall deposit all moneys or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time-to-time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association under the direction of the Board of Directors and perform such other duties as may from time-to-time be determined by the Board of Directors.

14. DUTIES OF OTHER DIRECTORS

The duties of all other Directors of the association shall be such as the terms of their engagement call for or the Board of Directors requires of them. Those Directors may have responsibilities of safekeeping for community concerns and integrity (i.e. ambiance, maintenance, rules, social, fundraising, planning) and may set up committees to fulfill these responsibilities as agreed upon by the Board of Directors. Committees may be ad hoc or standing, depending on the need at the time and any person, 18 or over, who is a member of the association, may participate on a committee.

15. EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Association to such instruments as require the same. Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the President, Vice-President, Treasurer or by any person authorized by the Board. Notwithstanding, any provisions to the contrary contained in the by-laws of the Association, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

16. BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

17. MEMBERSHIP

Memberships shall consist of individuals who are full or part-time residents, property owners, tenants, and/or spouses, partners and children of the foregoing who are located within one (1) kilometer of the municipal boundaries of the Village of Sturgeon Point as the same existed on July 31, 2000. All members shall be of voting age and have paid the annual membership dues as set by the Board of Directors from time-to-time.

18. DUES

The annual dues or fees payable by members shall from time-to-time be set by the Board of Directors. The Secretary shall notify the members of the dues or fees payable by them and, if any are not paid within 30 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Association, but any such members may, on payment of all unpaid dues or fees, be reinstated.

19. ANNUAL AND OTHER MEETINGS OF MEMBERS

The annual or any other general meeting of the members shall be held at the head office of the Association or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint. The annual meeting shall be held during each financial year and at every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement shall be presented and a Board of Directors elected. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Association. No public notice, nor advertisement of members' meetings, annual or general, shall be required, but notice of the time, place and matters to be dealt with shall be given at least twenty-one (21) days in advance to every member.

20. ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting, and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or officer for any meeting or otherwise, the address of any member, Director or officer shall be the last address recorded on the books of the Association.

21. ADJOURNMENTS

Any meetings of the Association or of the Directors may be adjourned to any time and from time-to-time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

22. QUORUM OF MEMBERS

A quorum for the transaction of business at any meeting of members shall consist of not less than ten (10) members present in person.

23. VOTING OF MEMBERS

Subject to the provisions, if any, contained in the Letters Patent of the Association, each member of the Association shall at all meetings of members be entitled to one vote and may vote by proxy. Such proxy need not be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from a member. No member shall be entitled either in person or by proxy to vote at meetings of the Association unless all dues or fees, if any, have been paid for the member. At all meetings of members, every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Association, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as *prima facie proof* of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Association in general meeting upon the matter in question.

24. FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall terminate on the 30th day of November in each year.

25. CHEQUES ETC.

All cheques, bills or exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

26. BORROWING

The Directors may from time to time, and with prior approval of the membership, borrow money on the credit of the Association. From time to time the Directors may authorize any Director, officer or employee of the Association or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to any securities to be given therefor with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Association as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

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