

Mississagua-Gold Lake
Cottagers' Road Group

By-law, August 4, 2019

Replaces Aug. 5, 2018 By-law By-
law

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WHEREAS the Mississagua-Gold Lake Cottagers' Road Group was incorporated by Letters Patent issued under the Corporations Act by the Lieutenant Governor of Ontario on the 18th day of October, 1989;

AND WHEREAS the Mississagua-Gold Lake Cottagers' Road Group has the following objectives:

1. As an incorporated entity, to maintain and operate a Road System in the Municipality of Trent Lakes, in the County of Peterborough, in the Province of Ontario, which shall include a bridge over the Mississagua River, in order to provide road access to the real properties of permanent and seasonal owners;
2. To improve or enhance the usefulness of the real properties in and around Gold Lake, Catchacoma Narrows, Mississagua River and Mississagua Lake, in the said Municipality of Trent Lakes;
3. To manage with integrity, in the interests of All Members, a safe, prudently managed and well-maintained year-round-accessible privately funded cottage Road System at a reasonable cost. For greater certainty, "All Members" means Members who have direct access to the Main Road, Members who access the Main Road through one (1) or more Spurs, and Members who access the Main Road or a Spur through a private deeded access or Fire Route;
4. To collect fees, Capital Shares and other assessments from Members and others using the Road System to pay for road related matters including maintenance services and administrative costs associated with operating a road;
5. To operate as a not-for-profit corporation with equal fees and services for all Members; and
6. To mitigate risk to road users, Members and Directors.

Name

The name of the organization is "Mississagua-Gold Lake Cottagers' Road Group."

Section 1 – General

1.01 Definitions

- a. "AGM" means Annual General Meeting of Members;
- b. "Access Connection" means where a Lot is accessed from the Road System;

- c. "Act" means the Corporations Act (Ontario) and, upon coming into force the Not-for-Profit Corporations Act, 2010 (Ontario) where the context requires, includes the regulations made under such Act, as amended or re-enacted from time to time;
- d. "All Members" has the meaning ascribed thereto in Objective #3 above;
- e. "Board" means the Board of Directors of the Corporation;
- f. "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;
- g. "Capital Fund" means an amount of money determined by the Board to be set aside for planned and unplanned capital projects;
- h. "Capital Share" means a one-time fee paid by a Lot Owner to allow an Access Connection to the Road System;
- i. "Chair" means the Chair of the Board;
- j. "Corporation" means the Mississagua-Gold Lake Cottagers' Road Group, a Corporation incorporated under the laws of the Province of Ontario and having an Ontario Corporation number 853137;
- k. "Director" means an individual occupying the position of Director of the Corporation by whatever name he or she is called;
- l. "Lot" means property located in The Municipality of Trent Lakes and having an available Access Connection to the Road System;
- m. "Maintenance Fees" means monies collected annually from the Road Group membership for the yearly operation, maintenance and administration of the Road System including but not limited to the Main Road, Spurs and bridge;
- n. "Member" means an Owner of a lot in The Municipality of Trent Lakes with a paid Capital Share and having an Access Connection to the Road System;
- o. "Member in Good Standing" means any member who is not more than 90 days in arrears of Maintenance Fees, Capital Shares or other fees owed;
- p. "Members" means the Members of the Corporation;
- q. "Officer" means an Officer of the Corporation and include but are not limited to Chair, Vice Chair, Secretary, Treasurer and Road Superintendent;
- r. "Owner" means a person who holds title to a Lot in the Municipality of Trent Lakes with said Lot having an Access Connection to the Road System;
- s. "Owner's Representative" means a spouse, child or parent of a Member in Good Standing who has been chosen by a Member in Good Standing to represent them in the elections for the Board of Directors;
- t. "Proxy Voter" is a person representing a Member in Good Standing designated to attend meetings of Members and speak or vote on behalf of the Member;
- u. "Road Group" means the Mississagua-Gold Lake Cottagers' Road Group Members;
- v. "Road System" has the meaning ascribed thereto in Section 10;
- w. "Road Team" means a committee selected by the Board and consisting of at least two Directors and the Road Superintendent to oversee and ensure the proper maintenance and safety of the Road System;
- x. "Special Assessment" means an additional fee approved by the Members for the Corporation's business; and

- x. "Voting Member" is a Member or Proxy Voter voting on behalf of the Member, designated to vote at meetings of Members.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

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

1.04 Execution of Contracts

Deeds, transfers, assignments, contracts, cheques, bank documents, obligations and other instruments in writing requiring execution by the Corporation shall be signed or authorized by any two of either the Chair, Vice Chair or Treasurer. The Corporation's Bank shall be notified of any changes to authorized signatories. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.

Any two Directors or Officers may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

Section 2 – Directors

2.01 Election and Term

The business and affairs of the Corporation shall be managed or supervised by a Board of Directors. The Board shall consist of a fixed number of nine (9) Directors. **The Directors shall be elected by the Members** and must be Members in Good Standing or an Owner's Representative representing a Member in Good Standing. Initially, the Members shall elect at the AGM one-third (1/3) of the Directors for a three-year term,

one-third (1/3) of the Directors for a two-year term, and one-third (1/3) of the Directors for a one-year term. Directors may self-select a one-year term. All other terms shall be decided by draw. After this first election year, three (3) Directors will be elected annually and newly elected Directors may be elected to no more than three (3) consecutive three-year terms. After a one year absence from the Board, a Member may seek nomination to the Board again. The Board may make exceptions to this article in order to maintain the three (3) person, three (3) cycle Director rotation.

2.02 Qualifications of Director

Qualifications required to be a Director of the Road Group include:

- a. Being a Member in Good Standing or Owner's Representative in Good Standing provided that only one (1) Member in respect of any single Lot may be a Director at any given time and provided that no more than one (1) Member or Owner's Representative respecting any single Lot may be a Director at any given time;
- b. Being financially solvent;
- c. Being over 18 years of age;
- d. Being willing to serve the length of the proposed term.
- e. Being a spouse, child or parent of a Member in Good Standing who has been chosen by a Member in Good Standing to represent them in the elections for the Board of Directors;
- f. Commitment and adherence to this By-law;
- g. Commitment and adherence to a Corporate Code of Conduct Policy including personal and electronic communication and pertaining to respect, transparency, integrity, non-disclosure and advancing the work of the Board; and
- h. Observing and promoting adherence to the Highway Traffic Act of Ontario as it pertains to the Road System.

Only one Member or Owner's Representative per Lot is permitted to serve as a Director on the Board at any given time.

2.03 Nominees Proposed by Nominating Committee

The Nominating Committee should endeavor to produce a slate of Directors with a view to as broad a representation as is practicable by Main Road, Spurs and Fire Route Members.

At least seventy-five (75) days prior to each AGM, the Nominating Committee shall prepare and submit to the Secretary a list of proposed Directors to be elected for the ensuing terms. All nominees shall confirm in writing that they are willing to act as a Director from and after the AGM at which such Director is proposed to be elected.

2.04 Nominees Proposed by Members

Forthwith after the receipt of the list of those Directors proposed by the Nominating Committee for election at an AGM, the Secretary shall send notice by read-receipt email or paper to each of the Members entitled to vote thereon, of the list of Directors proposed for election by the Nominating Committee noting the Road System civic address of each nominee. Any three (3) Members may nominate a further candidate who is properly qualified to be a Director. All such nominations shall be in writing on the Corporation approved Nomination Form found in Schedule "A," and on the Corporate website and be accompanied by a signed statement from the candidate indicating his/her willingness to act as a Director if elected and must be received by the Secretary at least forty-five (45) days prior to the date of the AGM.

2.05 Ratification Where No Additional Nominees

If no additional nominees are submitted, the slate of Directors proposed by the Nominating Committee shall be deemed elected and the slate shall be ratified by the Members at the AGM. Newly elected Directors shall assume office immediately upon the closure of the AGM. For greater certainty, if applicable, unelected candidates for Director shall cease to be Directors at the same time the new Board is elected.

2.06 Ballot

If additional nominations are submitted by the Members pursuant to this By-law, the Secretary shall, at least thirty-five (35) days prior to the date of the AGM, notify the Members by read-receipt email or paper indicating which nominees are proposed by the Nominating Committee, together with the additional proposed nominees and indicating beside each nominee their Road System civic address, whether they are a Member or Owner's Representative, and the number of Directors to be elected. For the 2018 election year each Member entitled to vote shall designate up to nine (9) choices on the ballot for the elected positions. No more than one vote may be assigned to any one candidate. Any spoiled ballot shall not be counted in its entirety. After the ratification of elected Directors at the AGM is complete, a motion to destroy the ballots shall be received by the Chair.

For election years subsequent to 2018 each Member entitled to vote shall designate up to three (3) choices on the ballot for the elected positions.

When an Owner's Representative is on the ballot, the Board Chair shall include a statement verifying for the voters the validity of such standing.

2.07 Scrutineers

The Board shall appoint two (2) non-Directors to count the votes cast, under the supervision of the Secretary and Nominating Committee Chair. The Nominating Committee Chair will report the results to the AGM of Members. The ballots counted may not exceed the total number of Members in Good Standing.

2.08 Tie Breaking

In the event there is a tie vote for the election of Director amongst those candidates having the fewest number of votes needed to fill the nine (9) Director Board, the Nominating Committee's nominee(s) shall be declared the successful candidate(s). In the event the vote for election of Directors remains tied another ballot will be produced for use at the AGM including only the names of the two or more tied candidates needed to fill the nine (9) Director slate. All eligible voters will cast their vote for one or more of the tied candidates needed to elect a total of nine (9) Directors. The candidate(s) with the most votes win(s). In the event there is still a tie after tertiary voting by Members, the sitting Board will decide by a secret ballot.

2.09 Ratification Where There Are Additional Nominees

The Directors nominated for the elected positions with the greatest number of votes cast in their favour shall be ratified at the AGM by the Members entitled to vote thereon and the newly elected Directors shall assume office immediately upon the closure of the AGM.

2.10 Vacancies

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 or at the time specified in the notice, whichever is later;**
- b. if the Director no longer meets the Qualifications of Director (s. 2.02) and which includes death or sale of Lot;**
- c. if the Director becomes bankrupt;**
- d. if the Director is found to be incapable of managing property by a court or under Ontario law; or**

- e. **if, at a meeting of the Members, following proper notice to the Board not less than 30 days prior to the meeting for agenda item inclusion, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.**

2.11 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. A quorum of Directors may fill a vacancy from amongst the Members for the vacated Director's remaining term;
- b. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term;
- d. The Board may fill any vacancy by a majority vote, and the appointee shall hold office for the remainder of the vacated Director's term;
- e. Any Director appointed to hold office for the remaining term of a vacated Director shall be eligible for election to Director when such term expires; and
- f. Any Director appointed to hold office for the remaining term of a vacated Director must be ratified at the next AGM.

2.12 Committees

Committees may be established by the Board as follows:

- a. **The Board may appoint from their number a Committee of Directors and may delegate to the Committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated;**
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time; and
- c. Standing Committees of the Board shall include:
 - a. Governance (By-law & Nominating); To ensure this By-law is reviewed annually and updated if necessary, and to ensure nomination and voting of Directors is performed according to this By-law;

- b. Finance; To ensure financial statements are prepared and reported annually and that the Board is apprised of the Corporation's financial position;
- c. Communications; To ensure that All Members are kept up-to-date in the affairs of the Road Group, and to ensure the views and concerns of All Members are solicited and addressed, and to ensure oversight of the website and other tools used for communication with Members;
- d. Government Relations: To engage municipal, provincial and federal levels of government to solicit grants or other services for use in maintaining the Road System;
- e. Road Team; To ensure the road, bridge and spurs are maintained in accordance with the By-law and corresponding Policies and Procedures.

2.13 Remuneration of Directors

No Director shall directly or indirectly receive any profit or benefit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable Board reviewed and authorized expenses that they incur in either of those capacities.

Section 3 – Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, or any two Directors on notice to the Chair at any time and any place in The Municipality of Trent Lakes, Ontario on notice as required by this By-law.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director at least seven (7) days in advance by email or telephone, and no other notice shall be required for any such meetings. Meetings shall not be more than four (4) months apart. Directors shall not miss more than two (2) consecutive Board meetings or be subject to removal by the Board. Extenuating circumstances for such absences may be approved at the sole discretion of the Board.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 11 of this By-law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, the newly elected Board may, without notice, hold its first meeting immediately following the AGM of the Corporation.

3.04 Chair

The Chair should normally preside at Board meetings, however at the Chair's discretion the Vice Chair or another Director may chair the meeting. In the absence of the Chair and Vice Chair, the Directors present shall choose one of their number to act as Chair.

3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes including the Chair. In case of an equality of votes, the Chair shall not have a deciding vote. A motion is lost on a tied vote.

3.06 Electronic Meetings and Decisions

A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Meetings may be held in their entirety by phone, email exchange or by other electronic means. Resolutions and decisions may be passed by the Board by way of email exchange among all Directors and with a favorable confirmation by a majority of all Directors. Results of any such votes taken shall be recorded in the minutes of the next regularly scheduled Board meeting.

3.07 Quorum

A quorum for the transaction of business at meetings of the Board shall be fifty percent plus one (50% + 1) of the voting Directors on the Board.

Section 4 – Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank or trust company in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Signing Authority

Any two (2) of the Chair, Vice Chair or Treasurer may sign financial documents on behalf of the Corporation.

4.03 Payment Terms

Payment terms are Net 30 days. Members with payments owing the Corporation beyond 90 days places the Member Not in Good Standing in accordance with Schedule “B.” Payments received after 30 days incur late fees.

4.04 Financial Year

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

4.05 Capital Share

- a. The Corporation shall assess and collect Capital Shares enabling Lot owner(s) to become Member(s) of the Road Group and allowing such Lot Owner(s) an Access Connection to the Road System;
- b. Lots severed after August 6, 2001 from an existing member Lot are subject to Capital Share fees regardless if an Access Connection is shared; and
- c. Any change to the Capital Share amount shall be reported to the Members at the next regularly scheduled AGM.

4.06 Capital Fund

- a. The Board may establish and maintain a Capital Fund to fund planned costs that can occur including, and without limitation to, culvert repair, bridge repair, road bed augmentation, sight line clearing, guard rail repair etc. and unplanned costs that may occur such as total bridge replacement;
- b. Capital Fund contributions are monies paid by All Members to fund the Capital Fund.
- c. The Board may determine the level of monies in the Capital Fund to coincide with costs that could reasonably be expected to occur and alter the amount in the Capital Fund from time to time;
- d. The Capital Fund contributions must be approved by the Members at their next regularly scheduled AGM; and
- e. Annual contributions to the Capital Fund are set annually by the Members.

4.07 Maintenance Fees

- a. Maintenance Fees are monies collected annually from the Road Group membership for the yearly operation, maintenance and administration of the Road System including but not limited to the Main Road, Spurs and bridge;
- b. Maintenance Fees are equal for all Members; and
- c. Maintenance fees are set annually by the Members at the AGM.

4.08 Special Assessment

- a. In addition to the Capital Fund, the Board may from time to time assess one-time special levies to fund unexpected and significant costs associated with operating the Road System. Failure of the bridge or road bed damage resulting from a significant storm might constitute eligibility for a Special Assessment; and
- b. Members' ratification must be obtained for a Special Assessment by way of a Special Meeting of Members, or written or electronic approval from a majority of Members.

4.09 Non-Payment of Fees

Non-payment of Capital Shares, Maintenance Fees, Special Assessments or any other fee owing to the Corporation may subject the offending Member to notification of arrears or non-payment by registered mail, visits by Board members, solicitation from Collection Agencies, suit in Small Claims Court and/or liens filed against the offending Member's Lot.

4.10 Equal Fees

Any and all fees assessed to Members shall be equal for all Members.

Section 5 – Officers and Directors

5.01 Officers

The Board shall appoint from among the Directors a Chair and Vice Chair and may appoint any other Director to be Secretary, Treasurer, and/or Road Superintendent. The office of Secretary and Treasurer may be held by the same person. If the Board is unable to appoint a Treasurer or Secretary from amongst the Directors, the Board may appoint a Treasurer or Secretary from amongst the Members, who is accountable to the Board and who would not be entitled to vote at Board meetings.

The Board may appoint other such Officers, advisors or agents as it deems necessary, and who will have such authority and shall perform duties as the Board may prescribe from time to time. These other advisors or agents may attend and participate in Board Meetings but are not entitled to vote.

5.02 Office Held at Board's Discretion

Any Officer or Director shall cease to hold office upon resolution of the Board and at the Board's sole discretion. All Board Officers and Directors shall uphold Board policies and this By-law, and contravention of either will be deemed sufficient for removal of an Officer or Director.

If an Officer or Director no longer meets the criteria for being a Board member as outlined in articles 2.02 Qualifications of Director and 2.10 Vacancies, such Officer or Director shall be removed. Any removal of any Director must be ratified by the Membership at the next regularly scheduled AGM. Filling the vacancy created by removal of a Director shall be done in accordance with article 2.11 Filling Vacancies.

5.03 Duties of Officers and Directors

Officers and Directors shall be responsible for the duties assigned to them and may delegate to other Members of the Road System the performance of any or all of such duties, but not the responsibility or accountability for same.

5.04 Duties of the Chair

The Chair shall be responsible for the duties as outlined in Board Policy and other such duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the Vice Chair

The Vice Chair shall be responsible for the duties as outlined in Board Policy and other such duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Treasurer

The Treasurer shall be responsible for the duties as outlined in Board Policy and other such duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Secretary

The Secretary shall be responsible for the duties as outlined in Board Policy and other such duties as may be required by law or as the Board may determine from time to time.

5.08 Duties of the Road Superintendent

The Road Superintendent shall be responsible for the duties as outlined in Board Policy and other such duties as may be required by law or as the Board may determine from time to time.

5.09 Duties of the Webmaster

The Webmaster shall be responsible for the duties as outlined in Board Policy and other such duties as may be required by law or as the Board may determine from time to time.

Section 6 – Protection of Directors and Others

6.01 Protection of Directors, Officers and Members

The Board shall procure and maintain such insurance for the benefit of its Directors, Officers and Members as the Board may from time to time determine.

All contractors or others providing services to the Corporation shall maintain and demonstrate adequate and valid liability and Workplace Safety & Insurance Board insurance coverage as outlined in Schedule “C.”

6.02 Indemnity of Directors and Officers

- a. The Corporation may indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or an individual who acts or acted at the Corporation’s request as a Director or Officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.

Advance of costs

- b. The Corporation may advance money to a Director, Officer or other individual referred to in subsection (a.) for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in subsection (c.).

Limitation on Indemnity

- c. The Corporation shall not indemnify an individual under subsection (a.) unless,
 - a. the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - b. if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

6.03 Indemnification Agreement

The Corporation must enter into an Indemnification Agreement with each Director which cannot be terminated without the Director’s express written permission. A copy of the Indemnification Agreement can be found in “Schedule “D.”

Section 7 – Conflict of Interest

7.01 Conflict of Interest

A conflict of interest means any actual, potential or perceived inconsistency between the personal or business interest (monetary or non-monetary) of a member of the Board or his or her immediate family and the member's obligation to act in the interests of the Road Group.

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed 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 or vote on any resolution to approve any such contract or transaction.

Each Director must annually sign the Corporation's Conflict of Interest Agreement which can be found in Schedule "E."

7.02 Prohibited Acts

A member of the Board shall not:

- a. Use information obtained as a result of their position as a Director for personal benefit;
- b. Divulge confidential information obtained as a result of their position as a Director unless legally required to do so;
- c. Participate in a discussion or a decision on a matter under consideration by the Board where the member declared or has been found to have a conflict of interest respecting the matter; or
- d. Bid on or be eligible for a contract for services to the Corporation while a Director.

7.03 Reporting a Conflict of Interest

A Director who has a conflict of interest in a matter under consideration by the Board shall declare such conflict of interest to the Board Chair at the earliest opportunity, prior to the discussion on the issue by the Board.

7.04 Undeclared Conflict of Interest

If a Director fails to declare a conflict of interest and another Director believes the first Director has or may have a conflict of interest with respect to the matter under consideration by the Board, they shall report the nature of the conflict to the Board at the first opportunity. The Board shall consider the matter and may obtain legal advice on whether a conflict of interest exists. The remaining Directors shall then determine the existence of a conflict of interest by majority vote.

7.05 Recording a Conflict of Interest

The Board Chair shall direct the Secretary to record in the minutes any declared conflict of interest on the part of a Director and any conflict of interest on the part of a Director as determined by the Board.

7.06 Effect of Declaration or Determination

Upon a Director declaring a conflict of interest or the Board determining that a conflict of interest exists, the Director must absent themselves from the meeting of the Board during the discussion and decision of the matter.

7.07 Quorum Resulting From and During Conflict of Interest

When a Director has declared a conflict of interest or the Board has determined that a conflict of interest exists, the Chair must ensure that a quorum remains to consider and make a decision on the matter under consideration by the Board. If there is an insufficient number of remaining Directors to constitute quorum, the Chair may refer the matter to the next meeting of the Board.

Section 8 – Members

8.01 Member

- a. A Member is an Owner of a Lot with a paid Capital Share in the Municipality of Trent Lakes having an Access Connection to the Road System;
- b. Road Group Membership is mandatory and based on current ownership of a Lot;
- c. Member registration automatically transfers to the new Owner upon change in ownership of a Lot with a paid Capital Share;

- d. Only one Lot Owner per Lot or their Proxy Voter has voting rights as a Member; and
- e. Notwithstanding the above, the Board may terminate the membership of any Member for circumstances including continuous non-payment of fees and/or flagrant disregard for rules and policies of the Road Group.

8.02 Members in Good Standing

Members are in Good Standing when they have no outstanding Capital, Maintenance or other Fees owing to the Corporation for 90 days or more.

8.03 Members Not in Good Standing

- a. Members are Not in Good Standing when the Member meets any of the conditions or qualifications found in Schedule “B”;
- b. Members Not in Good Standing are not entitled to vote at any meeting or on any motion of the Road Group;
- c. If a Member, who has chosen an Owner’s Representative who was elected to the Board, becomes a Member not in Good Standing, that Owner’s Representative will surrender all of the rights, duties and obligations of a Board Director immediately.
- d. No Proxy Voter may represent a Member Not in Good Standing and any previous granting of Proxy Voter status will be void; and
- e. A Member Not in Good Standing may attend Member meetings as an observer but may not address the meeting.

Section 9 – Members’ Meetings

9.01 Annual General Meeting

The Annual General Meeting (AGM) shall be held on a date, time and at a place within The Municipality of Trent Lakes, Ontario fixed by the Board and normally held on the first Sunday of August. Notice time for the AGM is a minimum of twenty-one (21) days prior to the meeting date. **Any Member, upon request, shall be provided, not less than 21 days before the AGM, with a copy of the AGM agenda, 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.** All Members shall be provided, not less than 7 days before the AGM, with a copy of the AGM agenda and any proposed By-law changes.

The business transacted at the AGM should follow good corporate practice in the conduct of meetings and shall include:

- a. Proof of Notice of Meeting and receipt of the agenda;
- b. Receipt of the minutes of the previous annual and subsequent special meetings;
- c. Ratification, sanctioning, confirming and approving all acts, contracts, proceedings, appointments, elections and payments enacted, made, done and taken by all Directors and Officers of the Corporation since the close of business at the last AGM of the Corporation;
- d. Receiving and reviewing the Financial Statements of the Corporation for the fiscal year ended May 31, together with the report of the financial review and authorizing the signing of the balance sheets of said predecessors by any two (2) Directors;
- e. Treasurer's Report of the submission by the auditor or person who has been appointed to conduct a review engagement;
- f. Reappointment or new appointment of the auditor, accountant or person to conduct a review engagement for the coming year and to authorize the Board to fix their remuneration;
- g. Report of the Road Superintendent;
- h. Setting of Maintenance, Capital and/or other fees;
- i. Election of Directors; and
- j. Such other or special business as may be set out in the Notice of Meeting.

No other item of business shall be included on the agenda for the AGM unless a Member's proposal has been submitted in writing to the Secretary prior to the giving of notice of the AGM in accordance with the Act, so that such item of new business can be included in the Notice of AGM.

Any Member during Other Business may inform or advise the Board of issues or concerns regarding operation of the Road System, for the Board to consider during their next scheduled meeting. Any issues raised from the floor shall not be discussed during the AGM in which it is raised.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than twenty-five (25) percent 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 requisition.

9.03 Proxy Voter

A Proxy Voter must be in attendance at a meeting of Members in order to exercise their voting rights. No Member may be entitled to more than one vote. A Proxy Vote must be held by a person not already voting as a Member.

The Notice of Meeting shall not include a solicitation for paper proxies in that Notice.

9.04 Notice

Subject to the Act, not less than 21 and not more than 50 days written notice of the time, place and date of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement (Section 55(1) (a) & (c)). Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment if a decision is to be taken (Section 55 (8) (a)). Notice shall be sent by mail or electronic means to the last known address of the addressee shown on the Road Group's records. The date of receipt of such notice shall be deemed to be the seventh day following the date of such mailing. The non-receipt of such notice by any member shall not invalidate the proceedings of the meeting.

9.05 Quorum

A quorum for the transaction of business at a Members' meeting is fifteen (15) percent of Members entitled to vote at the meeting, **whether present in person or by Proxy Voter**. 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.

9.06 Chair of the Meeting

The Board Chair or their designate shall be the Chair of the Members' meeting. In the Chair or designate 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.

9.07 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes by Members present and Proxy Voters present unless otherwise required by the Act or the By-law provided that:

- a. Each Member in Good Standing or their Proxy Voter shall be entitled to one vote per Member Lot at any meeting;
- b. Each Member and Proxy Voter must register in person prior to the meeting in order to receive their voting card;
- c. All business other than the election of Directors shall be decided by a show of voting cards among all Members and Proxy Voters present, and the Chair of the meeting, if a Member, shall have a vote;
- d. An abstention shall not be considered a vote cast;
- e. Before or after a show of voting cards 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;
- f. 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 there is a tie vote upon written ballot, the motion is lost; and
- g. Whenever a vote by show of voting cards 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.

9.08 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time. The Members must be provided with notice of the adjourned meeting. 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. Members must be notified of the date, time and place of the continuance of the meeting as per Notice of Meetings.

9.09 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are **the Members, the Directors, the auditors of** or accountant for **the Corporation** (or the person who has been appointed to conduct a review engagement, if any), Owner's Representative, Proxy Voters and other agents who are entitled or required under any provision of the

Act or the articles, or invited by the Board to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

9.10 Proxies

A Member may appoint a Proxy Voter to represent such Member using the Proxy Form in Schedule "F" and lodge same with the Secretary no less than seven (7) days prior to the meeting.

Section 10– Determination of “Road System”

10.01 Definitions

In this by-law, “Road System” currently means:

(a) the Main Road or Fire Route 130, consisting of the Mississagua-Gold Lake Cottagers’ Road which runs from the Mississagua Dam Road to a point 2 km north east of the junction of Spurs 7,8 and 9 for a total length of approximately 9.0 km;

(b)

- a) Spur #1 - .1km from the Main Road;
- b) Spur #1a - .4 km from the Main Road;
- c) Spur 2 - .35 km from the Main Road;
- d) Spur 3 – .21 km from the Main Road;
- e) Spur 4 - .75 km from the Main Road;
- f) Spur 5 - .35 km from the Main Road;
- g) Spur 7 - .6 km from the junction of Spur #8;
- h) Spur 8 - .65 km from the junction of Spur #7;
- i) Spur 9 – 1.2 km from the junction of Spurs 7,8 and 9; and

(c) for the purpose of this current definition of the Road System, (i) a “Spur” to be designated as such requires three (3) fully paid up members of the MGLCRG and (ii) any extensions of the spurs past these distances are considered private drives.

10.02 Appointment of Task Force and Determination

The Board shall appoint a Task Force consisting of not less than 5 persons each of whom shall be a Member or an Owner's Representative and who shall broadly represent the stakeholders in the Road System, to review and recommend to the Board a definitive map of the road and spur system for which the Corporation is responsible (the "**Road System Map**"). The Task Force shall report its findings and make a recommendation which includes the Road System Map (**the "Recommendation"**) to the Board no later than January 31, 2019. The Board shall review the Recommendation and findings of the Task Force and submit the Recommendation to the Members for approval at the 2019 AGM. In submitting the recommendation to the Members, the Board shall provide its views on the Recommendation, which may be for or against the Recommendation. If the Recommendation is approved by a majority of the votes cast at the AGM, the definition of "Road System" for the purpose of this By-laws shall be the Road System Map as set out in the Recommendation. If the Recommendation is not approved by the Members, the matter shall be submitted by the Board and the Task Force to a single independent third party arbitrator for determination as to the definitive Road System Map. The arbitrator shall provide his or her decision within 90 days of such submission. The decision of the arbitrator shall be final and binding on the Board and the Members. Thereafter, the definition of "Road System" shall not be further amended without engaging in and completing the process outlined in this Section 10.

Section 11 – Notices

11.01 Services

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 provided by telephone, (**delivered personally Section 196**), or sent by prepaid mail, facsimile, email or other electronic means 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 Secretary; provided always that notice may be waived or the time for notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

11.02 Computation of Time

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

11.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 12 – Adoption and Amendment of By-laws

12.01 Amendment to By-laws

The Members may from time to time amend this By-law by a sixty six (66) percent majority of the votes cast.

The Board by a sixty six (66) percent majority may from time to time in accordance with the Act pass or amend this By-law. Any amendment by the Board shall come into effect immediately and shall be ratified at the next regularly scheduled meeting of Members.

Any Member may propose a By-law change to any Director for consideration at a Board meeting. If the Member's proposal is not successful, any five (5) Members may propose a By-law change to the Board for consideration by the Board and/or membership. The proposed change must be in writing to the Secretary and be accompanied by an administration fee of \$1000.00 to cover costs associated with its consideration. Should the proposed By-law pass at the next regularly scheduled AGM, the monies are refundable to the proposers and if the proposed By-law fails the monies are not refundable.

Enacted on the _____ day of _____, 20_____.

2017/2018 President

Norma Houle

2017/2018 Secretary

Warren Markwart