

By-Law No. 1

A by-law relating generally to the transaction of the affairs of
HARVEY LAKELAND COMMONLAND OWNERS ASSOCIATION

WHEREAS the HARVEY LAKELAND COMMONLAND OWNERS ASSOCIATION has prepared and/or entered into previous by-laws (collectively the "Past By-Laws");

AND WHEREAS the HARVEY LAKELAND COMMONLAND OWNERS ASSOCIATION wishes to cancel the Past By-Laws and enter into a new By-Law No.1;

NOW THEREFORE be it enacted and it is hereby enacted that all the by-laws of the HARVEY LAKELAND COMMONLAND OWNERS ASSOCIATION heretofore enacted including the Past By-Laws be cancelled and revoked and that the following by-laws be substituted in lieu as follows:

Section 1 - General

1.01 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. "Annual Meeting of the Members" means the annual general meeting of the Members scheduled in the fall of each year;
- c. "Articles" means the Articles of Incorporation which are the set of formal documents filed with the Ontario Government to legally document the creation of the Corporation;
- d. "Board" means the Board of Directors of the Corporation;
- e. "By-Law" means this By-Law, and includes the schedules to this By-Law;
- f. "Chair" means the Chair of the Board;
- g. "Corporation" means the Harvey Lakeland Commonland Owners Association, previously known as the Harvey Lakeland Cottage Owners Association;
- h. "Association" means the Harvey Lakeland Commonland Owners Association;
- i. "Director" means an individual occupying the position of Director of the Corporation by whatever name they are called;
- j. "Officer" means an Officer of the Corporation;
- k. "Member" means a Member of the Corporation;
- l. "Members" means the collective membership of the Corporation;
- m. "Associate Member" means an Associate Member of the Corporation.

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, words importing one gender include all genders and references to persons shall include firms and corporations.

1.03 Severability and Precedence

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

1.04 Head Office

The Head Office of the Corporation shall be in Buckhorn, Municipality of Trent Lakes, Ontario, and at such place therein as the Directors may from time to time determine.

1.05 Seal

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

1.06 Powers

- a. The Directors of the Corporation may administer the affairs of the Corporation in all things; and
 - i. make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into; and
 - ii. save as hereinafter provided, generally, exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do as approved by the Members at the Annual Meeting or other General or Special Meeting.
- b. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immoveable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

1.07 Execution of Documents

- a. Deeds and transfers on behalf of the Corporation shall be signed by the President and the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.
- b. Licenses, contracts, cheques and engagements in the course of the Corporation's operations may be entered into on behalf of the Corporation by the President with the Treasurer.
- c. The President with the Treasurer:
 - i. may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise; and
 - ii. may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation; and
 - iii. may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.
- d. In the absence of the President, Treasurer or Secretary where required in the foregoing the Board may by resolution delegate authority to any one of the President, Vice President, Treasurer or Secretary provided that the resulting combined authority resides with two Directors.

1.08 Books and Records

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

Section 2 - Directors and Officers

2.01 Election and Term

- a. The affairs of the Corporation shall be managed by a Board of eight Directors, seven of whom are elected by the Members and the eighth being the immediate Past President.
- b. The Members shall elect the Directors to serve in specific Officer positions, including: President, Vice-President, Treasurer, Secretary, Director - Forests , Director - Trails, Director - Waterfronts. The immediate Past President shall also be an Officer. The President holds the office of Chair.
 - i. One person may hold more than one office when Officer positions are vacant with the exception of the offices of President and Vice-President. For greater certainty, it is acknowledged and agreed that an individual cannot be both the President and Vice-President but otherwise an individual can hold more than one Officer position.
 - ii. The Board may appoint other such Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.
- c. Each Director at the time of their election or appointment and throughout their term of office must be a Member of the Corporation who is not a Level 2 or higher in the Schedule of Remedies, Penalties and Sanctions.
- d. The elected Directors shall serve terms of two years with the terms staggered so that at least three positions are up for election each year. At the end of their two year term, Directors shall retire from the Board but shall be eligible for re-election for a subsequent two-year period, if otherwise qualified.
- e. Nominations for a Director must be received by the Secretary, with a seconder 21 days prior to the Annual Meeting.

2.02 Duties

- a. The Chair shall perform the duties described in sections 3.05 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.
- b. The Directors, in their roles as Directors and in their roles as Officers, shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

2.03 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- d. if, the Members by resolution passed by a majority of the votes cast at any Annual, General or Special Meeting of which notice specifying the intention to pass such resolution has been given, remove the Director before the expiration of the Director's term of office.

2.04 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. a quorum of Directors may fill a vacancy on the Board from among the Members if they 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; any Director elected or appointed to fill such vacancy shall hold office for the remainder of the term of the vacant position.
- b. if there is not a quorum of Directors the remaining 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; and
- 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.

2.05 Committees

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- 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.

2.06 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the President or Vice-President, or by the Secretary on direction in writing of any two Directors at any time and any place 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, and no other notice shall be required for any such meetings.

3.03 Notice

- a. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-Law to every Director of the Corporation not less than seven days before the date that the meeting is to be held.
- b. 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.
- c. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.
- d. The statutory 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.

3.04 Quorum

A majority of the Directors (excluding the Past President) shall form quorum for the consideration or transaction of any business, either special or general at any meeting of the Board.

3.05 Chair

The President shall chair all meetings. In the absence of the President, the President's duties may be performed by the Vice-President or such other Director as the Board may appoint for this purpose.

3.06 Voting

- a. Questions arising at any Board meeting shall be decided by consensus whenever possible.
- b. Questions that are not decided by consensus shall be put to a vote of the Directors present and decided by a majority of votes.
- c. Each Director has one vote. In case of an equality of votes, the Chair shall not have a second or casting vote.
- d. Notwithstanding b. and c. above, the immediate Past President is a non-voting Director and shall not have a vote.

- e. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.
- f. 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.

3.07 Participation by Telephone or Other Communications Facilities

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 telephonic or electronic means that permits 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.

Section 4 - Financial

4.01 Financial Year

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

4.02 Banking

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

4.03 Financial Transactions And Accounts

Any two of the President, the Treasurer and the Secretary, in such manner as determined from time to time by resolution of the Board of Directors:

- a. shall sign all cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation;
- b. may endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation using the Corporation's rubber stamp for the purpose; and
- c. may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign the requisite bank forms, including the generality to the foregoing of balances and release or verification slips.
- d. In the absence of two of the President, Treasurer or Secretary where required in the foregoing the Board may by resolution delegate authority to the Vice President.

4.04 Securities

- a. The President with the Treasurer in such manner as determined from time to time by resolution of the Board of Directors in general or specific instances, may:
 - i. deposit for safekeeping the securities of the Corporation with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors; and
 - ii. withdraw any and all securities so deposited.
- b. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.
- c. In the absence of any one of the President or Treasurer where required in the foregoing the Board may by resolution delegate authority to the Vice President or Secretary.

4.05 Borrowing

The Board of Directors may authorize the President with the Treasurer to make arrangements to:

- a. borrow money on the credit of the Corporation; or
- b. issue, sell, or pledge securities of the Corporation; or
- c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; and
- d. vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation of aforesaid transactions and instruments and generally to manage, transact and settle the borrowing of money by the Corporation.

Section 5 - Protection of Directors and Officers

5.01 Protection of Directors and Officers

- a. The Directors, Officers and Committee members of the Corporation are indemnified against all liability and costs arising from any legal action directed personally against the Directors as a result of their actions on behalf of the Association, provided that they acted in good faith.
- b. No Director, Officer or Committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, Committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust provided that they have:
 - i. complied with the Act and the Corporation's articles and By-Laws; and
 - ii. exercised their powers and discharged their duties in accordance with the Act.

Section 6 - Conflict of Interest

6.01 Conflict of Interest

- a. 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.
- b. 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.

Section 7 - Members

7.01 Members

- a. Membership in the Corporation shall consist of the owners of individual lots contained in a Plan of Subdivision of Part of Lots 12, 13, 14, and 15, Concession XI, Harvey Township, Peterborough County, in the Province of Ontario, and being Parts 1, 2 and 3 Reference Plan 45R2201 Parcel 12-1 Section 45C11-HAR (the "Lots", which includes the land and all buildings on the land).
- b. No more than two co-owners of any Lot shall derive membership from ownership of that Lot.
- c. It is a condition of membership, that:
 - i. Lot owners abide by the By-Law and pay to the Corporation all dues, fees, penalties, interest and other charges levied against all Lots owned or co-owned by them ("Assessed Amounts"); and
 - ii. Lot owners do not rent, or offer to rent, any Lot for periods of less than six consecutive months, and every rental of six consecutive months or more must be made to the same person or persons, who, together with their immediate family, must be the only people residing at such Lot. For certainty, "rent" includes, but is not limited to, parting with possession of a Lot or any part of a Lot for financial consideration, regardless of the structure of the transaction.

7.02 Associate Members

- a. Associate Members are:
 - i. individuals aged 18 years or older residing permanently with a Member at such Member's Lot who are not themselves Members, whether or not such individuals are one of the co-owners of the Lot; or
 - ii. individuals who have entered into an agreement of six months or longer to rent the Lot of a Member where such individuals are residing at that Lot;with the condition for i. and ii. above, that an Associate Membership Application has been signed by the Associate Member and the Member who owns the relevant Lot and said Application has been approved by the Board of Directors.
- b. An Associate Member will be accorded the same privileges as a Member with respect to the use of the Commonland. Associate Members may also attend and speak at the Annual Meeting or other General or Special Meeting, but shall not be allowed to vote except where they have been assigned a proxy by a Member.
- c. It is a condition of associate membership, that Associate Members abide by the By-Law.

7.03 Transfer of Membership

- a. The interest of a Member shall be transferable only when such Member shall transfer title to their Lot to the person or persons who are acquiring title to their Lot.
- b. The transferring Member shall return to the Corporation all keys they have received which provide access to the Commonland not less than seven days prior to the closing of the transfer.
- c. In the case of transfer of ownership in a Lot, the purchaser becomes jointly and severally liable with the transferring Member for payment of any outstanding Assessed Amounts owing by the selling Member. The Board shall not be required to recognize the validity of any transfer of membership through the sale of a Member's Lot until all such Assessed Amounts have been paid.

7.04 Dues and Fees

- a. Assessed Amounts payable by Members shall be fixed from time to time by a majority vote of the Members present at the Annual Meeting or other General or Special Meeting based on recommendations of the Board of Directors.
- b. Assessed Amounts are assessed against each Lot, so that:
 - i. co-owners of a Lot owe one Assessed Amount in respect of such Lot; and
 - ii. owners of multiple Lots owe a separate Assessed Amount in respect of each Lot that they own or co-own.
- c. The Treasurer shall notify the Members of the Assessed Amounts payable by them for each Lot owned or co-owned by them.

- d. If a Member does not pay an Assessed Amount within 90 days from the date of such notice (the "Delinquent Member"), the membership of such Delinquent Member may be revoked for all Lots owned or co-owned by such Delinquent Member upon a resolution of the Board pursuant to section 3.06. For certainty, if an Assessed Amount is not paid in respect of a Lot where there are co-owners, both co-owners who are Members shall be deemed to be a Delinquent Member.
- e. The Board of Directors is empowered to bring legal action against any Delinquent Member who defaults in payment of an Assessed Amount beyond 90 days.
- f. A Delinquent Member shall reimburse the Corporation for all costs incurred by the Corporation in connection with the collection of Assessed Amounts owing by such Delinquent Member, including but not limited to, collection agency fees, legal fees, and court costs ("Costs").
- g. If the membership of a Delinquent Member has been revoked for non-payment of an Assessed Amount, it shall be reinstated upon payment of such outstanding Assessed Amount plus Costs and the Initiation Fee provided for in Section 7.05.

7.05 Membership Initiation Fee

- a. An Initiation Fee shall be fixed from time to time by a majority vote of the Members present at the Annual Meeting or other General or Special Meeting based on recommendations of the Board of Directors.
- b. No Lot owner who is a Member of the Corporation on the date that this provision becomes effective (the "Effective Date") shall be required to pay the Initiation Fee in connection with any Lot presently owned or co-owned by them, as long as they do not allow their status as a Member to lapse in respect of any of the Lots owned or co-owned by them.
 - i. Failing to pay any Assessed Amount for 90 days following the due date or submitting a written request to the Board to terminate their membership shall constitute allowing their status as a Member to lapse.
 - ii. Allowing their status as a Member to lapse in respect of any one Lot owned by a Member shall constitute allowing their status as a Member to lapse in respect of all Lots owned or co-owned by a Member.
- c. Lot owners who apply to become Members after the Effective Date because they:
 - i. previously allowed their status as Members to lapse in respect of any of the Lots owned or co-owned by them; or
 - ii. acquired one or more Lots from a Lot owner who, at the time of purchase, was not a Member in respect of that Lot (and therefore could not transfer membership to them),
 shall be required to pay the Initiation Fee as a condition of becoming a Member.

7.06 Revoking Membership

- a. A Member who is in breach of the By-Law or who is a Delinquent Member may have their membership revoked upon a resolution of the Board pursuant to section 3.06.
- b. If the membership of a Member is revoked where there are co-owners, the membership of both co-owners shall be revoked.
- c. If the membership of a Member is revoked in respect of one Lot, it shall also be deemed to have been revoked in respect of all other Lots owned or co-owned by such Member.
- d. Upon the revoking of membership, Lot owners:
 - i. shall not be permitted to enter upon the Commonland, use any amenities of the Association, or attend or vote at any Members Meeting; and
 - ii. shall return to the Corporation within 14 days from the revoking of their membership all keys in their possession or under their control which provide access to the Commonland.
- e. Lot owners whose membership has been revoked are not entitled to any refund of Assessed Amounts which have been paid by them.
- f. The Board shall reinstate a membership upon the resolution to its satisfaction of the breaches that led to the revoking of membership and payment of the Initiation Fee.

7.07 Revoking Associate Membership

- a. An Associate Member who is in breach of the By-Law may have their membership revoked upon a resolution of the Board pursuant to section 3.06.
- b. An associate membership shall be automatically revoked in the event that the membership of the Member at whose Lot they reside is revoked.
- c. Upon the revoking of a resident's associate membership, they shall not be permitted to enter upon the Commonland, use any amenities of the Association, or attend Members Meetings.
- d. The Board shall reinstate an associate membership upon the resolution to its satisfaction of the breaches that led to the revoking of the associate membership.

7.08 Remedies, Penalties and Sanctions

- a. A continuum of remedies, penalties and sanctions applicable to Members and Associate Members, up to and including the revoking of their membership, shall be fixed or amended from time to time by a majority vote of the Members present at the Annual Meeting or other General or Special Meeting based on recommendations of the Board of Directors.
- b. Remedies, penalties and sanctions may be applied for non-payment of Assessed Amounts, including without limitation, those arising as a result of non-compliance with the By-Law.
- c. Members are responsible for the compliance with the By-Law by their Associate Members, Immediate Family and Guests.

7.09 Complaints Process

- a. A Member, Associate Member or the Board (a "Complainant") witnessing a violation of the By-Law by another Member or Associate Member or the Immediate Family or Guest of a Member or Associate Member (such Member or Associate Member henceforth referred to as the "Respondent") may submit a complaint in writing to the Board on the Board's then current form.
- b. Upon receipt of a written complaint the Board shall acknowledge the complaint within 10 days and give the Complainant a time frame for follow-up.
- c. The Board shall review the complaint and information gathered from witnesses (if any) at a Board meeting and decide whether to proceed with the complaint. If the Board's decision is to not proceed with the complaint the Complainant shall be provided written notification of the reasons for not proceeding within 10 days following the Board meeting at which it is considered, and the case will be closed.
- d. If the Board's decision is to proceed with the complaint the Respondent shall be provided written notification of said complaint within 10 days following the Board meeting at which it is considered, and:
 - i. such notice will provide the substance of the complaint and the possible consequences if the Board were to find that a violation of the By-Law has occurred;
 - ii. the complainant's name shall be held in confidence by the Board; and
 - iii. the complainant shall receive a copy of the notice to the Respondent.
- e. The Respondent shall be entitled to give the Board a written submission in response to the complaint within 10 days following the issuance of the notice.
- f. The Board shall review and consider the complaint and the Respondent's written submission, if any, at a Board meeting and pass a resolution that:
 - i. authorizes the remedy, penalty and/or sanction to be applied; or
 - ii. provides the rationale for not imposing a remedy, penalty and/or sanction.
- g. The Board shall provide written notification of the resolution to the Respondent and Complainant within 10 days following the passing of the resolution.
- h. The decision of the Board is final and binding upon the Corporation and all Members and is not subject to review or appeal.

Section 8 - Members Meetings

8.01 Annual Meeting

- a. The Annual Meeting shall be held on a day and at a place within Ontario fixed by the Board.
- b. The business transacted at the Annual Meeting shall include:
 - i. receipt of the agenda;
 - ii. receipt of the minutes of the previous Annual and subsequent General or Special Meeting if not previously received at an earlier General or Special Meeting;
 - iii. consideration of the financial statements;
 - iv. report of the auditor or person who has been appointed to conduct a review engagement;
 - v. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - vi. election of Directors; and
 - vii. such other or special business as may be set out in the notice of meeting.
- c. No other item of business shall be included on the agenda for the Annual Meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the Annual Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Meeting.

8.02 Special Meetings

- a. The Directors may call a Special Meeting of the Members.
- b. The Board shall convene a Special Meeting on written requisition of Members representing not less than one-tenth of the lots 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.

8.03 Recording of Meetings

Members Meetings are private events intended solely for the Members, Associate Members and other invited persons. Audio and/or video recording by any electronic means at an Annual, General or Special Meeting without the express permission of the Board of Directors is strictly prohibited.

8.04 Notice

- a. Subject to the Act, not less than 28 and not more than 50 days written notice of any Annual, General 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.
- b. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.
- c. Notice of each meeting must remind the Member of the right to vote by proxy.

8.05 Quorum

- a. A quorum for the transaction of business at a Members meeting shall consist of Members representing not less than 25 lots whether present in person or by proxy.
- b. 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.

8.06 Chair of the Meeting

- a. The President shall be the Chair of the Members meeting.
- b. In the Chair's absence, the Members present at any Members meeting shall choose another Director as Chair.
- c. 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.

8.07 Voting of Members

Business arising at any Members meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-Law provided that:

- a. each Member shall be entitled to one vote for each lot owned on each question arising at any Annual, General or Special Meeting of the Members;
- b. notwithstanding a. above, where two Members are joint owners of a lot, they shall be entitled to only one vote for that lot.
- c. Corporations, partnerships and other legal entities may vote through a duly authorized proxy;
- d. Members may vote by proxy by depositing a proxy form, as established by the Directors. Such proxy holder need not be a Member;
- e. an abstention shall be recorded but shall not be considered a vote cast;
- f. votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote;
- g. after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a count of votes;
- h. before or after a count of votes 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;
- i. 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
- j. whenever a vote by show of hands is taken on a question, unless a count of votes or 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.

8.08 Disruptive Behaviour

In the event a Member, Associate Member or any other person is behaving in a disruptive fashion at any Annual, General or Special Meeting, they:

- a. shall be warned by the Chair and, if they continue to act in a disruptive fashion, the Chair may seek a motion, with the consent of the majority of the Members present or represented by proxy at such meeting, to issue a formal warning;
- b. if after receiving a formal warning they continue to act in a disruptive fashion, the Chair may seek a motion, with the consent of the majority of the Members present or represented by proxy at such meeting, to ask them to leave the Meeting;
- c. if they refuse to leave the meeting, the Chair may seek a motion to adjourn the meeting with the consent of the majority of the Members present or represented by proxy at such meeting.

8.09 Persons Entitled to be Present

- a. The only persons entitled to attend a Members meeting are:
 - i. Members or their designated proxy holders;
 - ii. Associate Members;
 - iii. the Directors;
 - iv. the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any); and
 - v. others who are entitled or required under any provision of the Act or the Articles to be present at the meeting.
- b. 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.

- c. Notwithstanding a. above, any person who, for reasons of disruptive behaviour at the previous Members meeting, was issued a formal warning and/or asked to leave the meeting through the process described in By-Law Article 8.07 Disruptive Behaviour, shall through the application of By-Law article 7.08 Complaints Process and the application of By-Law Schedule G - Remedies, Penalties and Sanctions, lose their right to attend Members Meetings.

8.10 Adjournments

- a. The Chair may seek a motion to adjourn, from time to time, any Annual, General or Special Meeting, with the consent of the majority of the Members present or represented by proxy at such meeting, 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.
- b. Any business which might have been brought forward or dealt with at the original meeting, in accordance with the notice calling for that meeting, may be brought before or dealt with at any adjourned meeting.

Section 9 - Notices

9.01 Service

- a. Any notice required to be sent to any Member or Director shall be:
 - i. provided by email except for notices to Members who have satisfied the Board that they have no internet access and are therefore incapable of receiving email, in which case such notices may be sent to such Members by ordinary mail or personal delivery. For certainty, any Member who blocks the receipt of email from the Corporation will be responsible for any consequences that are incurred by not receiving such notices; and
 - ii. sent to their latest address as shown in the records of the Corporation or if no address be given then to the last address known to the Secretary.
- b. Any notice required to be sent to the auditor or the person who has been appointed to conduct a review engagement, if any shall be:
 - i. provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means; and
 - ii. sent to their business address, or if no address be given then to the last address known to the Secretary.
- c. Notices in a. and b. above 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 thereto.

9.02 Computation of Time

- a. Any notice sent by prepaid mail shall be deemed to have been received by the intended recipient on the fifth day after it is was sent.
- b. Any notice sent by facsimile, email or other electronic means shall be held to be sent at the time when the same was sent by facsimile, email or other electronic means.
- c. 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.

9.03 Error or Omission in Giving Notice

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

Section 10 - Adoption and Amendment of By-Law

10.01 Amendments to By-Law

The Board and Members may from time to time by a majority of votes cast at a Members meeting and in accordance with the Act, amend or replace this By-Law.

October 4, 2025

Original Signed by

Original Signed by

Murray Gottheil
President

Dave Bourgeois
Secretary

Schedules to By-Law No. 1

- **Schedule A - Officers' and Directors' Duties**
- **Schedule B - Regulations**
- **Schedule C - Commonland Management Policy**
- **Schedule D - Code of Conduct Policy**
- **Schedule E - Harassment and Violence Prevention Policy**
- **Schedule F - Reasonable Rules for Respectful Living**
- **Schedule G - Remedies, Penalties and Sanctions**