

PENINSULA LAKE ASSOCIATION

GENERAL BY-LAW (2012)

PREAMBLE

- 1) PENINSULA LAKE ASSOCIATION (PLA) was incorporated under the laws of Ontario by letters patent dated April 22, 2003 and is a Corporation without share capital which is subject to Part III of the Ontario Corporations Act (the Act).
- 2) PLA became a registered charity under the Income Tax Act (Canada) effective July 8, 2004.
- 3) PLA passed a general by-law relating to its organization and the orderly conduct of its affairs on August 2, 2004. Such by-law provides that it may be repealed or amended by the Directors, subject to sanctioning by the Members at an Annual General Meeting.
- 4) The Directors voted unanimously on April 28th, 2012 to repeal the existing by-law and replace it with this by-law, effective upon its approval by the Members.

OBJECTS

The objects of the Peninsula Lake Association are:

- a) To preserve, protect, restore and improve the natural resources, water quality and environment of the Peninsula Lake watershed.
- b) To conduct educational seminars, conferences and public forums about the flora, fauna, hydrology and geology of the region.
- c) To receive and maintain a fund or funds and to apply all or part of principal and income therefrom, from time to time, to charitable organizations that are also registered charities under the Income Tax Act (Canada).

PLA will carry out social activities promoting the commitment of its Members to the above objects.

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SECTION ONE

INTERPRETATION

1.01 DEFINITIONS

- a) "Act" means the Ontario Corporations Act".
- b) "AGM" means the Annual General Meeting of Members.
- c) "BOARD" means the Board of Directors of PLA.
- d) "BY-LAWS" means this general by-law as from time to time amended.
- e) "MEMBER" means an Individual or group Member of PLA.

- f) "PLA" means PENINSULA LAKE ASSOCIATION.
- g) "OFFICER" means President, Past President, Vice President, Treasurer and Secretary.

SECTION TWO

TRANSACTION OF THE AFFAIRS OF THE CORPORATION

2.01 HEAD OFFICE

Until changed in accordance with the Act, the head office of PLA shall be in the District Municipality of Muskoka, in the Province of Ontario. The PLA's mailing address will be designated by the Board and may change from time to time.

2.02 FINANCIAL YEAR

Until otherwise ordered by the Board, the financial year of PLA shall end on the 30th day of April each year.

2.05 EXECUTION OF INSTRUMENTS

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of PLA, and acting with the approval of the Board, by any two members of the Board, at least one of whom shall be an Officer.

2.06 BANKING ARRANGEMENTS

The banking arrangements of PLA shall be transacted with such Chartered Bank, Credit Union or Trust Company, as may from time to time be designated by the Board.

SECTION THREE

MEMBERSHIP

3.01 GENERAL INFORMATION

Membership is open anyone who has an interest in Peninsula Lake, its watershed and its region and who supports the objectives of the Peninsula Lake Association.

3.02 TYPES OF MEMBERSHIP

Individuals over 18 years of age and collective organizations may become members of the PLA. Collective organizations are families, businesses, companies, camps, clubs and other groups.

Members may participate in all PLA activities, the AGM and receive the newsletter “PEN NOTES”, and other notices and advisories that may be transmitted by the Board from time to time.

3.03 TERMS OF MEMBERSHIP

Membership in the PLA begins by indicating an intention to join the PLA and by paying the annual membership dues. Membership expires on April 30 each year. Members may renew their status on an annual basis by indicating an intention to renew and by paying the annual membership fee. A Member may resign from the PLA at any time by delivering a written resignation to the Secretary of the PLA. Annual dues paid are not refundable.

3.04 VOTING RIGHTS

Each individual and each collective organization, having paid the annual membership dues, is entitled to a single vote at the AGM or other Membership Meetings that may be called from time to time.

SECTION FOUR

MEETINGS OF MEMBERS

4.01 ANNUAL GENERAL MEETING

- a) The AGM shall be held at such time and location, and on such day prior to September 30th in each year as the Board may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing Directors and Officers, and for the transaction of such other matters as may properly be brought before the meeting.
- b) If required by the Act or requested by the Members, the Members present at the AGM may appoint an auditor to hold office until the next AGM, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

4.02 OTHER MEMBERSHIP MEETINGS

The President may call a Membership Meeting at any time. Members may call a Membership Meeting at any time by submitting to the Secretary a request for such a meeting in writing, on the signatures of at least thirty (30) Members.

4.03 NOTICE OF MEETINGS

Notice of the time and place of each meeting of Members shall be given not less than 21 days before the day on which the meeting is to be held. The notice shall be provided to the members of record at their last known address as indicated on the membership rolls at the head office of PLA by written notification by the sending of an e-mail or similar method of telecommunication, or by regular mail post-marked not fewer than thirty days prior to the meeting.

Notice shall state the general nature of the matters to be considered at the Meeting. If the Meeting was called by Members, the notice shall specify clearly the purpose for which the meeting is being called, and no other business may be transacted at the Meeting.

4.04 CHAIR AND SECRETARY

The President or, if absent, the Vice-President, shall be Chair of any Meeting of Members. If no such Officer is present, the Directors present shall choose one of their number to be Chair. If the Secretary is absent, the Chair shall appoint some person to act as Secretary of the meeting.

4.05 VOTING

At any Meeting of Members, every motion shall be determined by the majority of votes cast on the question, unless otherwise required by the By-laws of PLA or by law.

The President shall call for a vote on motions, which shall be decided by a show of hands, unless the President declares that a written ballot is required. Proxies are not permitted. A simple majority shall be sufficient. The result of the vote so taken shall be announced by the Chair and entered in the minutes of the Meeting.

4.06 ORDER OF BUSINESS

The Order of Business at any Meeting of Members shall be at the discretion of the Chair of the meeting. Subject to the aforesaid, the Order of Business shall be as follows:

- a) Call to order.
- b) Reading of notice calling the meeting.
- c) Reading and confirming of minutes.
- d) Officers reports.
- e) Committee reports.
- f) Financial report.
- g) Motions.
- h) Correspondence.
- i) Nomination of Officers & Directors (only at AGM).
- j) Election of Officers & Directors (only at AGM).
- k) Other business.
- l) Adjournment.

The rules contained in "Call to Order - Meeting Rules, Procedures and Advice for Non-Profit Organizations" by Herb Perry and Susan Perry shall govern Meetings of Members, subject to conformity with the By-laws.

SECTION FIVE

DIRECTORS AND OFFICERS

5.01 NUMBER OF DIRECTORS & QUORUM

The affairs of PLA shall be managed by its Board. Until changed in accordance with the Act, the number of Directors shall be not less than five (5) and not more than twenty-five (25) as may be determined from time to time by special resolution of the Board and as confirmed by the Membership. At Board meetings, a majority of the Boards shall constitute a quorum.

5.02 COMPOSITION OF THE BOARD

The Board shall consist of:

- a) The following Officers who are also Directors: President, Vice-President, Secretary, Treasurer and Past President, and
- b) Such additional Directors as are required to fill the remaining Director positions as may be determined from time to time by special resolution of the Board, provided that the Secretary and the Treasurer may be the same person if so determined by a special resolution of the Board.

5.03 ELECTION & TERM

The Directors shall be elected at each AGM to hold office until the next AGM, save the position of President, which shall be a two (2) year term. A President shall not hold the office of President for more than two (2) consecutive terms. Unless a position is acclaimed, election shall require a simple majority. Retiring Directors shall be eligible for re-election.

The Board, upon special resolution, may add up to two (2) Directors between Annual General Meetings in order to fill vacant positions or special projects.

5.04 VACATION OF OFFICE

The office of a Director shall be vacated upon the occurrence of any of the following events

- a) If a Director resigns by delivering to the Secretary of PLA a written resignation. The resignation shall take effect at the time of such delivery, unless a later date is specified in the resignation.
- b) Automatically upon a Director ceasing to be a Member.

- c) Automatically upon a Director being in breach of the By-laws.
- d) By special resolution of the Board, upon a Director being absent from three (3) consecutive or a total of four (4) Board meetings during the term, without having given a reasonable explanation to the President, in advance.
- e) Automatically, upon the death of a Director.

5.05 POWERS & DUTIES OF BOARD

Without limitation on the powers of the Board to manage the affairs of PLA, the Board shall;

- a) Control the affairs and conduct the business of PLA and do all things necessary to ensure receipt of needed revenues and adequate control of projected expenditures.
- b) Engage the persons whom it deems necessary to carry out PLA's business, determine their remuneration, if applicable, and their conditions of service with power to terminate any such service.
- c) Establish such standing committees and ad hoc committees as deemed necessary from time to time, and appoint the Chair of such committees, and alter the composition of Committees appointed by it, and terminate appointments of Committee Members or dissolve such Committees.
- d) Receive reports from, and give direction to, the committees of PLA.
- e) Uphold the By-laws of PLA and establish, amend or alter policies, as they evolve, to enable PLA to comply with the objectives described in the By-law.
- f) Fill any vacancy that may occur in its number.
- g) Review at least once annually the General By-law and the Policies of PLA, and recommend any changes.
- h) Determine registration procedures, fees, dues, assessments, charges and other budgetary requirements, on an on-going basis and administer and control monies, funds, donations and investments of PLA.
- i) Subject to governing law, purchase and maintain such insurance as may be determined necessary from time to time by the Board.

5.06 POWERS & DUTIES OF PRESIDENT

The President shall preside at all Meetings of Members of PLA and of its Board. In addition, the President shall

- a) Be the chief spokesperson for PLA.
- b) Supervise the general management of PLA in accordance with the By-laws.
- c) Ensure that all orders and resolutions of the Board are carried into effect; and

- d) Perform such other duties as may be assigned to him by the Members, or the Board or as may be incidental to the office or as provided for in the By-laws.

5.07 POWERS & DUTIES OF VICE-PRESIDENT

During the absence or disability of the President, the Vice-President shall be vested with all powers of, and shall perform all the duties of, the President. The Vice-President shall have such other powers and duties, if any, as may from time to time be assigned to him or her by the Members or the Board.

5.08 POWERS & DUTIES OF SECRETARY

The Secretary shall attend all meetings of the Board and Meetings of Members and act as Secretary thereof and record all votes and minutes of all proceedings of such meetings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all Meetings of Members and meetings of the Board and shall keep, or cause to be kept, all books and records required to be kept by PLA under governing laws, and shall perform such other duties which are usually performed by the Secretary of similar entities.

5.09 POWERS & DUTIES OF TREASURER

The Treasurer shall attend all meetings of the Board and Meetings of Members and shall apprise PLA on a regular basis of its financial standing.

The Treasurer shall exercise direct and supervisory powers and full responsibility for and in respect of:

- a) Maintaining the custody of PLA funds and securities.
- b) Keeping full and accurate accounts of receipts and disbursements in books belonging to PLA.
- c) Depositing all money and other valuable securities or effects in the name and to the credit of PLA in such depositories as may be designated by the Board from time to time.
- d) Disbursing the funds of PLA upon the direction of the Board and taking proper vouchers for such disbursements.
- e) Rendering to the President and Board at their regular meetings, or whenever the President or Board may require, an account of the finances of PLA; and
- f) Supervising, keeping and exhibiting to the President and Board, upon request, such books and accounts as the Board may direct.

The Treasurer shall also perform such other duties prescribed by the By-laws or as may from time to time be determined by the Board or as are usually performed by the Treasurer of similar entities. The Treasurer may be required to give such bond for the faithful performance of duties as the Board, in its uncontrolled discretion, may require.

Upon retirement or removal from office, the Treasurer shall immediately return to PLA all books, papers, vouchers, money and other records or property in the possession or under the control of the Treasurer and belonging to PLA.

5.10 POWERS & DUTIES OF IMMEDIATE PAST-PRESIDENT

The Immediate Past-President shall have such powers and duties, if any, as may from time to time be assigned by the Members or the Board.

5.11 BOARD MEETINGS

Board Meetings shall be held not less than semi-annually at the call of the Chair. Notice shall be given to each Director by the Secretary at least 14 days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice or otherwise signify their consent to such meeting being held. The Board may appoint a day or days in any month or months for regular meetings at a specific place and hour.

5.11.1

All Board meetings are open to Members. The exception being portions that may be conducted 'in camera' by Board majority vote, due to the sensitive matter being discussed.

5.11.2

A Member in attendance may address the Board at that meeting, on a like matter, at a time and duration determined by the Board.

5.11.3

The Board will set out the dates of their regular meetings not less than 2 months in advance of the meeting date. These dates will be published by whatever medium is available at that time (Web and/or Pen Notes).

5.11.4

A Board meeting may be cancelled due to an emergency situation or if a quorum as set out in this section, is not going to be present. Notification of a cancellation shall be sent out by whatever means are available.

5.12 SPECIAL BOARD MEETINGS

A special meeting of the Board may be held from time to time at the call of the President or at least 1/3 of the Directors who sign a request for same and deliver it to the Secretary. Notice must comply with the time period referred to in section 5.11 and must specify clearly the purpose for which the meeting is being called. The only business which may be transacted at a special meeting is that referred to in the notice.

5.13 PLACE OF MEETING

Meetings of the Board shall be held at such location in Ontario as the President determines. Meetings may be held in person or by such methods of telecommunication as the Board may select from time to time by resolution, in order to facilitate participation by Board Members who may be outside of Ontario.

5.14 CHAIR

The President or, if absent, the Vice-President, shall be Chair of any meeting of Directors.

5.15 VOTES TO GOVERN

At all meetings of the Board, every question shall be decided by a simple majority of the votes cast on the question.

5.16 PROCEDURE AT MEETINGS

The order of business and the rules of procedure at any meeting shall be at the discretion of the Chair of the meeting to the extent applicable and provided same are consistent with the By-laws.

5.17 NO PROXIES

There shall be no proxies at any meeting of Directors.

5.18 CONFLICT OF INTEREST

Any Director shall declare to the Board any actual or perceived conflict of interest pertaining to any matter undertaken by the Board or PLA, previous to said undertaking; and that Director must refrain from discussing or voting on said undertaking. Necessary action regarding any conflict of interest may be determined by the Board.

5.19 REMUNERATION

Directors shall receive no compensation, either directly or indirectly, from PLA for acting as such and shall not receive, either directly or indirectly, any profit from their office. Directors may be paid reasonable out-of-pocket expenses properly incurred by them in carrying out their duties on behalf of PLA and as approved by the Board.

SECTION SIX

PROTECTION OF DIRECTORS AND OFFICERS

6.01 LIMITATION OF LIABILITY

No Director or Officer of PLA shall be liable for the acts, neglects or defaults of any other Director or Officer or employee, or for any loss, damage or expense happening to PLA through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of PLA or for the insufficiency or deficiency of any security in or upon which any of the moneys of PLA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of PLA shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of office or in relation thereto unless the same shall happen through their own willful neglect or default.

6.02 INDEMNITY

Every Director and Officer of PLA and their heirs, Executors and Administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of funds of PLA from and against:

- a) All costs, charges and expenses whatsoever that any Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and
- b) All other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs of PLA;

except such costs, charges or expenses as are occasioned by their own willful neglect or default.

6.03 INSURANCE

Subject to governing law, PLA may purchase and maintain such insurance for the benefit of any person referred to in this section as the Board may from time to time determine.

SECTION SEVEN

DISPOSITION OF ASSETS UPON SURRENDER OF LETTERS PATENT

7.01 ASSET DISPOSITION

Upon PLA resolving to surrender its Letters Patent, its assets shall be distributed, or disposed of, to a club, society or association, the primary purpose and development of which is to preserve, promote and improve water quality and the environment in Muskoka.

SECTION EIGHT

REPEAL AND AMENDMENT OF BY-LAWS

8.01 REPEAL AND AMENDMENT

The By-laws of PLA may be repealed or amended by By-law enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at an Annual General Meeting or another Membership Meeting duly called for the purpose of considering the said by-law.

SECTION NINE

NOTICES

9.01 METHOD OF GIVING NOTICE

Other than notice of meetings, any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Letters Patent, the By-laws or otherwise to a Member, Director, Officer, or Auditor shall be sufficiently given if delivered to their last address as recorded in the books of PLA or

if mailed by prepaid ordinary mail or airmail addressed to them at their last address as recorded in the books of PLA or if sent to them at their said address by any means of transmitted or recorded communication or by the sending of the e-mail or similar method of telecommunication, as the case may be. The Secretary may change the address on PLA books of any Member, Director, Officer or Auditor in accordance with any information believed to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

9.02 COMPUTATION OF TIME

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

9.03 OMISSIONS AND ERRORS

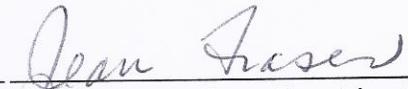
The accidental omission to give any notice to any Member, Director, Officer or Auditor or the non-receipt of any notice by any Member, Director, Officer or Auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

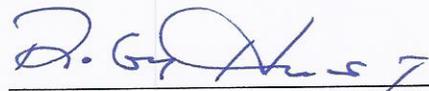
9.04 WAIVER OF NOTICE

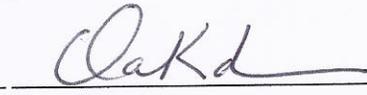
Any member, Director, Officer or Auditor may waive any notice required to be given to him or her under any provision of the Act or the Letters Patent or the By-laws of PLA, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

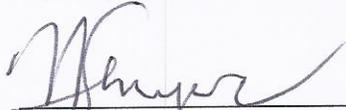
Approved by the Board of Directors of the PENINSULA LAKE ASSOCIATION at the Township of Lake of Bays, in the District Municipality of Muskoka this 28th day of April, 2012.

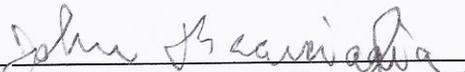

Debbie Court - President


Jean Fraser - Past President


Robert Hurst - Vice President

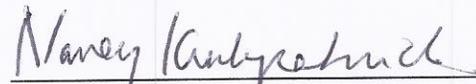

Cathy Oakden - Treasurer

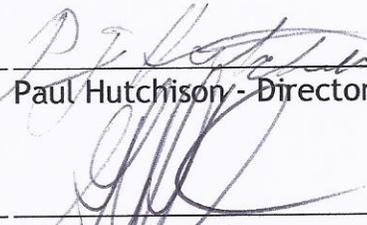

Nina Semper-Ross - Secretary

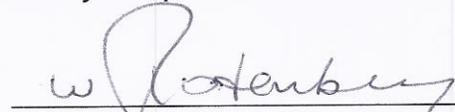

John Brenciaglia - Director

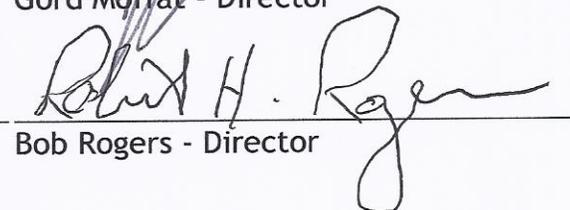

Don Henshaw - Director

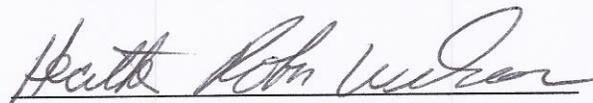

Paul Hutchison - Director


Nancy Kirkpatrick - Director


Gord Moffat - Director


Wendy Rotenberg - Director


Bob Rogers - Director


Robin Wilson