

RAVEN LAKE COTTAGERS' ASSOCIATION

CONSTITUTION

(Revised January 4, 2003)

PREAMBLE

The Raven Lake Cottagers' Association is an incorporated not-for-profit corporation with Letters Patent issued by the Ontario Ministry of Consumer and Business Services on February 27, 2003. The newly incorporated organization continues the tradition of an association to serve the interests of the cottagers of Raven Lake which began many years ago under the name Raven Lake Property Owners Association.

1. NAME: Raven Lake Cottagers' Association.

2. TERRITORY: All of lots 1 to 10 in concessions 5 to 11 inclusive, the Township of Algonquin Highlands, County of Haliburton, together with those parts of concession A in Ridout Ward, Area Municipality of the Township of Lake of Bays, in the District Municipality of Muskoka, lying to the east of Highway No. 35.

3. OBJECTS: To foster and advance the interests of cottagers with properties situated on Raven Lake and to promote recreational activities among cottagers on Raven Lake.

4. MEMBERSHIP and VOTING RIGHTS:

- a. Membership shall be open to all residents of cottage property in the territory 18 years of age or older and their families. A resident shall be defined as a property owner(s) or a tenant(s), and member(s) of that person(s) immediate family.
- b. Each membership carries with it the right to name up to two voting members as indicated on the membership application. In the case of a new member, such new member shall have been a paid-up member on good standing for 45 days prior to the date of the meeting.
- c. Other persons may join the Association as non-voting members with the approval of a majority of the Board of Directors.
- d. Membership applications are to be completed and the details entered in the books of the Association.
- e. Only voting members in good standing are entitled to hold office in the Association, take part in, and vote at membership meetings.

- f. Normally, votes shall be made by a show of hands, but there may be a written poll if determined by the meeting. The voters list shall be the list of paid-up members provided by the Treasurer.
- g. Proxies are only permitted if decided by the Board in advance of any meeting and included with Notice of the meeting.

5. FEES:

- a. Membership fees are to be recommended by the directors and accepted by the members at the Annual General Meeting.
- b. Membership fees apply to the calendar year in which they are paid.

6. MEETINGS OF MEMBERS:

- a. The Annual General Meeting will be held on or about the 1st day of August in each year at or in the vicinity of Raven Lake.
- b. The agenda for the Annual General Meeting shall include the election of directors, the acceptance of the financial statements, the fixing of the membership fees and such other business as may come before it.
- c. There may be a winter or spring meeting of members at the call of the Board.
- d. Other meetings of members shall be held at the call of the Board or upon the written request of members pursuant to section 7.
- e. A quorum for members' meetings shall be 10 members representing 8 different properties.
- f. At the discretion of the Board of Directors, an issue determined to be material to the Association may be deferred to a Special General Meeting.

7. SPECIAL GENERAL MEETING: A Special General Meeting must be convened upon the requisition in writing of 25% of the total of the members in good standing, and such a meeting must be convened by the directors within thirty (30) days of the receipt of the requisition. The requisition shall state the purpose of the meeting and shall be given as outlined in Article 24 hereof. If the directors fail to call such a meeting, then the members requisitioning the meeting may convene such a meeting on one month's notice in writing to all members whose names shall be made available by the Treasurer.

8. NOTICE OF MEETINGS OF MEMBERS: A minimum of thirty (30) days in advance:

- a. A copy of the Notice shall be posted at the Raven Lake Landing on Highway 35.

- b. Notice shall be given to each member in good standing at the address shown in the Association books, and may be included in a newsletter mailed to the members in good standing. Accidental failure to give notice to any particular member shall not invalidate the meeting.

9. BOARD OF DIRECTORS: There shall be a board consisting of at least 7 members, or such number as may be determined by the Annual General Meeting, elected annually at the Annual General Meeting, together with the immediate past President who shall be a member of the Board ex officio. All members of the Board shall serve without remuneration.

10. MEETINGS OF DIRECTORS: Meetings of directors shall be called by the President or Vice-President, and Notice in writing shall be given at least one week before any meeting. Meetings of the directors shall be held at such times as it is deemed necessary. The first meeting of a new Board shall be held immediately following the Annual General Meeting to appoint officers.

11. REMOVAL OR RESIGNATION: Any member of the Board or any officer may resign in writing to the Secretary, and any member of the Board or officer may be removed by a vote of the majority of the directors.

12. PROTECTION OF DIRECTORS & OFFICERS: All members of the Board and all officers, while acting on behalf of the Association, shall be indemnified by the Association from and against all costs and expenses which such director or officer sustains having to do with any action or proceeding brought against such director or officer, and all other costs and expenses which the director or officer sustains except such as are occasioned by the willful neglect or default of the director or officer.

13. NOMINATIONS COMMITTEE: There shall be a Nominations Committee consisting of the Past President and two members appointed by the Board who shall present nominations for the office of director to the Annual General Meeting, and which shall attempt to present the most suitable and representative candidates.

14. NOMINATIONS: Nominations to the office of director shall be made by the Nominations Committee. Further nominations may be made in writing if signed by at least five members in good standing at or before the Annual General Meeting.

15. OFFICERS: The officers of the Association shall be a President, two or more Vice-Presidents, a Secretary, a Treasurer, and the Past President.

16. DUTIES OF OFFICERS:

- a. **President** The president shall act as Chairman of all meetings of the Board and the members and shall be an ex-officio member of all committees. The president shall be entitled to one vote at any meeting in the event of a tie.
- b. **First Vice-President** The First Vice-President shall act when the President is unable to attend any meeting and, in addition, shall assist the President and deal with such matters as the Board may determine from time to time. When Acting President, the First Vice-President shall assume the duties of the President. In the normal course, the First Vice President will become the President after the latter steps down.
- c. **Second Vice President** The Second Vice President shall act when the president and the First Vice President are unable to attend any meeting. When acting as President, the Second Vice President shall assume the duties of the President. In the normal course, the Second Vice President will become the First Vice President after the latter has assumed the post of President.
- d. **Secretary** The Secretary shall keep records of all Board and Members' Meetings, and shall be responsible for giving proper notice of meetings.
- e. **Treasurer** The Treasurer shall keep proper accounts of all financial matters and shall report annually to the members at the Annual General Meeting. The Treasurer shall also keep the record of all members.
- f. In the event that any officer is unable to act, the Board may appoint another member of the Board or a member of the Association to act in his or her place.

17. COMMITTEES: The Board may appoint such committees as it deems necessary for the proper functioning of the Association.

18. VACANCY: In the event that any office becomes vacant or there is a vacancy in the Board of Directors, the remaining members of the Board shall appoint a member to fill the vacancy until the next Annual General Meeting.

19. FISCAL YEAR: The fiscal year shall end on the 31st of December in each year.

20. BANKING: The Association shall keep its funds in a chartered bank or other financial institution approved by the Board, and all cheques or other instruments shall be signed by two members of the Board.

21. AUDIT COMMITTEE: The Board may appoint an auditor or an Audit Committee as it determines.

22. AMENDMENTS: The Constitution may be amended at any meeting, provided that Notice is given of the amendment and provided that at least two-thirds of the members attending approve.

23. RESOLUTIONS: Resolutions of the Board, or of the Membership, may be approved by a simple majority, subject to Article 6 (f).

24. NOTICE: Notice shall be in writing and shall be effectively given, if sent by prepaid registered mail, on the second business day following the mailing thereof and, if sent by any electronic communication or hand delivered, on the business day on which it was sent to the Association and shall be given in two copies to each of the President and the Secretary, at the mailing address as set out in the books of the Association from time to time. Alternatively, during the summer season, written notice may be given by hand in person to any two officers of the association then in residence on Raven Lake.