

FEDERATION OF ONTARIO COTTAGERS' ASSOCIATIONS INCORPORATED
(the "FEDERATION")

BY-LAW NO 8

GENERAL BY-LAWS

PREAMBLE

WHEREAS cottage residents in the Province of Ontario form a substantial part of local assessment and pay a substantial portion of the municipal taxes collected without benefit of real representation while receiving few, if any, services or benefits;

WHEREAS cottage residents contribute much to the local and provincial economy and are interested in the conservation of our natural heritage and the fair use thereof for all citizens;

WHEREAS cottage residents, as members of municipal corporations or otherwise, have a sincere interest in the future growth of local areas and the Province from a political, economic and esthetic standpoint, and have, in the past, formed associations or groups to better express their views;

WHEREAS it is deemed conducive to the welfare and promotion of such associations and their aims that a general association be formed on a provincial-wide basis so that their rights and privileges may be better preserved and their duties and obligations better effected as free citizens living together in harmony and peaceful brotherhood with their fellow citizens under a democratic government which recognizes the duty and right of all its people to assure our heritage, ideals, institutions and freedoms;

THEREFORE this Federation has been incorporated April 3, 1974 to promote the welfare of cottagers and their associations in the Province of Ontario; to develop interest in the future growth of local areas and the Province from a political, economic, social and esthetic standpoint; and to endeavour to preserve the rights and privileges of such cottagers' associations and their members;

AND WHEREAS it is deemed advisable to adopt a constitution for the Federation;

NOW THEREFORE be it enacted as a By-law of the Federation as follows:

OBJECTS OF THE FEDERATION

The purpose of the Federation shall be in general to unite all cottagers, cottagers' associations and groups of associations in Ontario (hereinafter called Members) for the purpose of dealing with governments, organizations, industry and any of the aforementioned agencies, bodies or representatives (hereinafter implied) or any existing or potential problem of one or more Members.

The Federation shall assist Members with common problems, and promote the formation of associations and groups of Members which have common problems and which are in close or common geographic relationship, so as to better deal with governments, organizations and agencies at the municipal, county, region, provincial, federal, national and inter-national level.

Without limiting the generality of any of the foregoing, to include such matters as follows:

- (a) to serve as an information centre and central register for the various Members, by gathering appropriate statistics and data;
- (b) to co-operate in the protection of water resources from pollution of any kind;
- (c) to help provide the best and most efficient government and legislation for the benefit of all citizens;
- (d) to promote safe and responsible operation of all watercraft and related activities;
- (e) to co-operate with other provincial, regional, federal and local organizations which have goals similar to the Federation;
- (f) to assist in the conservation of fish, fowl, game and other natural resources and the wise use of these resources;
- (g) to aid all agencies etc. in the control of pests and noxious weeds and the preservation of trees, shrubs and wild flowers;
- (h) to publicize, by whatever means necessary, to assist in the resolving of any and all problems cottagers, associations and/or cottage country have been, are or will be facing;
- (i) to do such other things as may be deemed necessary or advisable to further and protect the interests of the Members.

EFFECTIVE DATE AND REPEAL OF PRIOR BY-LAW

- 1.1 General.** This By-law repeals and replaces in its entirety previous By-laws of the Federation. Such repeal shall not affect the validity of any action pursuant to such By-laws prior to their repeal. This By-law shall come into force upon confirmation by the affirmative vote of not less than two thirds of the voting Members of the Federation present and voting at a meeting duly called for such purpose.

BUSINESS OF THE FEDERATION

- 2.1 Head office.** The address of the principal office of the Federation shall be as determined by the Directors from time to time.
- 2.2 Financial year.** Until otherwise determined by the Board, the financial year of the Federation shall terminate on September 30 in each year.
- 2.3 Audit.** The financial statements of the Federation shall be reviewed and approved annually by the Directors. The Directors may engage external auditors for this purpose, but shall not be obliged to do so unless required to do so by majority vote of the voting Members at a duly constituted annual or special meeting of Members.
- 2.4 Execution of instruments.** The Directors may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may be signed. In the absence of any such direction, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Federation by two persons, one of whom shall be the President or a Vice President or a Director and the other of whom shall be the Secretary or the Treasurer or another Director.
- 2.5 Banking arrangements.** The banking business of the Federation shall be transacted with such financial institutions as may from time to time be designated by or under the authority of the Directors. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Directors may from time to time authorize.

MEMBERSHIP

3.1 Classes of membership. The Federation shall have the following classes of Members:

(a) ASSOCIATIONS - associations, whether incorporated or not and whether or not associated with a Group, formed to represent the interests of cottagers in a given local area;

(b) GROUPS - organized groups, councils, federations, alliances or other combinations of two or more Associations;

(c) INDIVIDUALS - persons that support the mission and objects of the Federation; and

(d) INSTITUTIONS - businesses, industries and industry organizations, and other institutions and entities that support the mission and objects of the Federation.

3.2 Applications for membership. The Members shall consist of such Associations, Groups, Individuals and Institutions as have completed an application for membership in the Federation and have paid the membership fees for the relevant year, unless such application is rejected by the Directors or a committee thereof within three months after such application is received by the Federation.

3.3 Annual fees. An annual membership fee shall be payable to the Federation by each Member. The annual fees for membership in the Federation shall be as approved from time to time by the voting Members.

3.4 Other classes of Members. The Directors may from time to time create a class or classes of Honorary Members and Ex-Officio Members and may admit persons to membership in such category without the payment of fees on such terms as the Directors may from time to time determine.

BOARD OF DIRECTORS

4.1 Size and election. There shall be a Board of Directors (herein the Directors) made up of fifteen Directors, to be elected for a term of three years each. It is expected that five Directors shall be elected or re-elected at each annual meeting of Members.

4.2 Qualification. Any Individual Member in good standing, and any member in good standing of an Association that is a Member in good standing of the Federation, is qualified to be elected or appointed as a Director. A Director who has completed two consecutive terms of office shall not be eligible for re-election until the second annual meeting following the completion of his or her second term as a Director.

4.3 Meetings of Directors. A meeting of Directors may be held without notice following the conclusion of any annual meeting of Members. Thereafter, meetings of Directors may be held at any time at the call of the President or by requisition of one-third of the Directors then holding office, on 72 hours notice given to all Directors. Without limiting the means by which notice of a meeting may be given, notice shall be validly given if transmitted by facsimile to the Director's last known facsimile number.

- 4.4 Participation by telephone.** With the permission of the Directors, any Director may take part in a meeting of Directors by means of a conference telephone or other technology whereby all participants in the meeting can hear each other.
- 4.5 Quorum.** A quorum for any meeting of the Directors shall be the greater of (a) five Directors and (b) one-half of the number of Directors then holding office, present in person or by telephone.
- 4.6 Chair.** The President, or in his or her absence, the First Vice President shall preside at any meeting of the Directors. If no such Officer is present, the Directors present shall choose one of their number to chair the meeting.
- 4.7 Immediate Past President.** The immediate Past President of the Federation shall be entitled to notice of and to attend and participate in all meetings of Directors held during the period from the expiration of his or her term as President until the next annual meeting of Members, but he or she shall not count towards quorum and shall not have the right to vote at meetings of Directors.
- 4.8 Resolutions in writing.** A resolution in writing, signed by all Directors who would be entitled to vote on that resolution at a meeting of Directors, or by all Members of a Committee established by the Directors who would be entitled to vote thereon, is as valid as if it had been passed at a duly constituted meeting of Directors or at a duly constituted meeting of members of such Committee.
- 4.9 Voting at meetings of Directors.** At each meeting of Directors, each Director (including the President) may, in the absence of a conflict of interest or other disqualification, cast one vote on any issue to be decided by vote, and in the event of a tie, the President shall not have a second or deciding vote.
- 4.10 Declaration of interest.** It shall be the duty of every Director who is in any way, whether directly or indirectly, interested in a contract or arrangement of proposed contract or arrangement with the Federation to declare such interest to the extent, in the matter and at the time required by law.
- 4.11 Remuneration.** Directors shall serve as such without remuneration but shall be entitled to be paid their travelling and other expenses properly incurred by them in attending meetings of the Directors or of the Members, if so authorized by the Directors.
- 4.12 Attendance requirement.** A Director who fails to attend three consecutive meetings of Directors shall be deemed to have resigned as a Director unless such non-attendance is excused (whether before, during or after such failure to attend) by a resolution of the remaining Directors.
- 4.13 Vacancies.** Vacancies on the Board of Directors may be filled for the remainder of the relevant Director's term of office by the voting Members at a meeting of Members called for that purpose, or by the Board if the remaining Directors constitute a quorum.
- 4.14 Removal of Directors.** The voting Members may, by resolution passed by two thirds of the votes cast thereon at a meeting of Members called for the purpose, remove any Director before the expiration of his or her term of office and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of the relevant term.

COMMITTEES

- 5.1 Nominating Committee.** There shall be a Nominating Committee, consisting of not less than four persons chosen by the Directors, at least three of whom shall be Directors. The mandate of the Nominating Committee shall be such as the Directors from time to time prescribe, but such mandate shall include responsibility for nominations pursuant to section 5.2 below. The First Vice President shall be one of the members of the Nominating Committee provided there is a First Vice President then in office. The Immediate Past President shall be one of the members of and shall chair the Nominating Committee until the first annual meeting of Members following the termination of his or her term as President, and shall have the right to vote in such capacity. Thereafter, the immediate Past President shall be eligible for reappointment to the Nominating Committee, but need not be so reappointed by the Directors.
- 5.2 Nominations.** In advance of each annual meeting of Members, the Nominating Committee shall recommend a slate of nominees for election to the Board of Directors. The Committee is expected to make every effort to recommend individuals who are available to attend meetings of Directors, who will be representative of Federation membership across the Province, and who together with the remaining Directors will provide the Board of Directors with an appropriate balance of skills, interests and expertise.
- 5.3 Other committees.** The Directors may by resolution create other committees of the Board from time to time, and may appoint persons who are not Directors as members of such committees. The President shall be a member ex-officio of all committees. Committees created by the Directors shall be given terms of reference by the Directors, and the Chair of each such committee shall be appointed by and may be removed by the Directors.
- 5.4 Procedure.** Except to the extent provided for from time to time by the Directors, each Committee shall be responsible for determining its own procedures.

OFFICERS

- 6.1 General.** The Directors shall, within 30 days following any annual meeting of Members, elect from amongst themselves a President, a First Vice President and one or more Vice Presidents, a Treasurer, and a Secretary. The Directors may combine such offices as they see fit, save that the offices of President and Secretary may not be combined.
- 6.2 President.** The President :
- a) shall summon or cause to be summoned, and chair, all general and executive meetings, except as provided for in the constitution.
 - b) shall make no motion, yet shall be entitled to vote on any issue.
 - c) shall be responsible for the operation and management of the Federation in accordance with its constitution and its bylaws.
 - d) shall be an ex-officio member of any and all committees.
 - e) shall be a signing officer of the Federation.
 - f) may have a petty cash imprest in such amount as may be authorized by the resolution of the Board of Directors.
 - g) may be appointed Executive Director on an interim basis.

- 6.3 Term of office.** The minimum expected term of office of the President shall be two years. The maximum term of office of the President shall be three years. The President shall not be eligible for re-election as a Director for two years following the completion of his or her term of office.
- 6.4 Immediate Past President.** The Immediate Past President shall advise and assist the President.
- 6.5 First Vice President.** The First Vice President shall advise and assist the President. It is expected that in the ordinary course the First Vice President will agree to serve as President following the completion of the term of office of the incumbent.
- 6.6 The Treasurer.** The Treasurer :
- a) shall have charge of all books pertaining to the financial business of the Federation.
 - b) shall deposit Federation funds in any one or more Canadian Chartered Banks or Trust Companies licensed to do business in Canada, as required by the Directors.
 - c) shall have custody of any securities.
 - d) shall sign all cheques in conformity with the bylaws, or in lieu of any banking bylaw, as required by the Directors.
 - e) shall be a signing officer for purposes of the Federation.
 - f) shall keep records of all monies received and disbursed.
 - g) may have a petty cash in such amount as may be authorized by the resolution of the Board of Directors.
 - h) may give receipts and keep duplicates.
 - i) shall prepare an annual report to be presented to the annual meeting.
 - j) shall perform such other duties, relevant to his or her office as the Directors may require.
 - k) In the temporary absence of the Treasurer, the Directors may appoint a person to act in the place of the Treasurer.
- 6.7 Secretary.** The Secretary :
- a) shall have charge of all minute books and the corporate seal.
 - b) shall be present at and keep records of all executive and general meetings, shall see to notice of all executive and general meetings, and shall have available at any such meeting such material as may reasonably relate to the agenda of business to be transacted.
 - c) shall be responsible for the preparation of minutes and read minutes of meetings as required.
 - d) shall receive and conduct correspondence and shall perform such other duties, relevant to the office as the Directors may require.
 - e) may be a signing officer.
 - f) in the temporary absence of the Secretary, the Directors may appoint a person to act as Secretary.
 - g) may have a petty cash in such amount as may be authorized by the resolution of the Board of Directors.
 - h) ensure that a register be kept showing Directors, Officers, committee chairpersons, and committee members along with term of office and signing authorities.

- 6.8 Executive Director.** The Executive Director shall be appointed by the Directors and shall be employed at the discretion of the Directors. The Executive Director shall be responsible, subject to the authority of the Directors, for the day to day conduct of the business and affairs of the Federation. A Director shall not be qualified to be appointed as Executive Director, except on an acting or interim basis. The Executive Director may attend meetings of Directors with the leave of the Directors.

MEETINGS OF MEMBERS

- 7.1 Annual meeting of Members.** An annual meeting of Members shall be held at the call of the Directors and shall take place not later than six months after the end of any fiscal year, for the purpose of receiving the financial statements of the Association for the preceding fiscal year, electing Directors, and conducting such other business as may properly come before the meeting.
- 7.2 Special meetings of Members.** A special meeting of Members may be called at any time by the Directors, and shall be called by the Directors forthwith upon receipt of a requisition in writing of not less than one-tenth of all Associations in good standing within 15 days of receipt of such requisition.
- 7.3 Notice of meeting.** Not less than 30 days notice in writing of any meeting of Members shall be given to Members of all classes in the Federation and such notice shall identify the items of business intended to be transacted at such Meeting.
- 7.4 Quorum.** A quorum for any meeting of Members shall be 25 Associations present at the meeting by its duly appointed voting Member.
- 7.5 Power to vote.** Only Associations shall have the power to vote at meetings of Members. Members belonging to other classes of membership shall have the right to attend and to participate in meetings of Members.
- 7.6 Limitation on voting.** An Association may not vote at a meeting of Members unless its membership fees for the current year and any arrears of membership fees arising from prior years have been received by the Federation prior to the commencement of such meeting.
- 7.7 Appointment of voting delegates.** Each Association shall from time to time appoint, in a form prescribed by the Federation, a voting delegate and an alternate, and such voting delegate or his or her alternate, referred to herein as a voting Member, shall have the right to cast one vote on behalf of such Association on all matters determined by vote at any meetings of Members. No person so appointed as a voting delegate or alternative may represent more than two Associations at any meeting of Members.
- 7.8 Chair.** The President, or in his or her absence, the First Vice President shall preside at any meeting of the Members. If no such Officer is present, the voting Members present shall choose a Chair from amongst themselves.

- 7.9 Procedure at meetings.** All meetings shall be conducted to the extent practicable in accordance with recognized parliamentary procedures. On any contested matter of procedure, the Chair of the meeting shall to the extent practicable resolve such issue in accordance with Robert's Rules of Order. Notwithstanding such Rules, the Chair shall retain the authority to make such rulings as he or she deems appropriate to the proper functioning of the meeting, and any such ruling shall be final, subject only to a decision of the voting Members to remove the Chair.

ELECTIONS, NOMINATION AND VOTING

- 8.1 Elections at annual meetings.** The election of Directors shall take place at the annual meeting of Members, and shall be by secret ballot unless those nominated are acclaimed. Directors shall be elected by the majority vote of those voting Members present at the meeting.
- 8.2 Scrutineers.** With the consent of the voting Members, the Chair of the meeting shall appoint not less than three scrutineers who shall prepare, distribute, collect and count ballots cast and report the results to the Chair of the meeting. On any issue relating to the validity of any ballot cast, the decision of the scrutineers shall be final and binding.
- 8.3 Casting vote.** In the event of an equality of votes cast on any issue at an annual meeting, the Chair of the meeting shall have a second or deciding vote.

INDEMNITY OF DIRECTORS AND OFFICERS

- 9.1 Indemnification.** Every Director and Officer of the Federation and his or her heirs, executors and administrators, estate and effects shall from time to time and at all times be indemnified and saved harmless, out of the funds of the Federation, from and against
- (a) all costs, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office, and
 - (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his or her own wilful neglect or default.

AMENDMENT

- 10.1 Amendment.** Subject to the Corporations Act, this By-law may be amended from time to time by the Directors, but any such amendment shall have effect only until the next annual meeting of Members and shall cease to have effect unless confirmed at such Meeting by the affirmative votes of not less than two thirds of the voting Members voting on the matter. The voting Members may at any annual or special meeting of Members confirm, reject, amend or otherwise deal with any by-law or by-law amendment submitted to them for confirmation.

GENERAL

- 11.1 Errors and omissions.** The accidental omission to give any notice to any Member, Director or Officer or the non-receipt of any notice by any Member, Director, or Officer in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.
- 11.2 Waiver of notice.** Any Member, Director or Officer may waive the notice required to be given to him or her and such waiver, whether given before, during or after the meeting or other event of which notice is to be given, shall cure any default in giving such notice.