

HORSESHOE LAKE ASSOCIATION CONSTITUTION

1. Preamble

The Horseshoe Lake Association (HLA) has been founded for all property owners living along the shores of Horseshoe Lake, Virtue Lake and adjoining areas in the Township of Seguin who are interested in an organization to work for their common good: the maintenance and enhancement of the quality of life on the lake through attention to such matters as may affect its members.

2. Name

The Association shall be called "Horseshoe Lake Association".

3. Jurisdiction

The Horseshoe Lake Association (HLA) shall be representative of the area including all properties with frontage on Horseshoe Lake, *Virtue Lake and adjoining areas* in the Township of Seguin.

4. Membership

4.1 Membership is limited to one per property within the designated area.

4.2 Each membership carries with it the right to one (1) vote at any meeting of the members.

4.3 Membership is represented by any of the following totaling one (1) person:

4.3.1 Registered property owner in the jurisdiction; or

4.3.2 Designate of the registered property owner. The designate shall be identified in writing on an appropriate proxy form. These persons shall be referred to as Voting Members.

4.4 Application for membership shall be made to any Director, accompanied by the current years dues.

4.6 The membership year runs from July 1st to June 30th. The date of the Annual General Meeting shall be in July or August of each year.

4.7 Membership renewal fees should be paid at the Annual General Meeting or by cheque to the Association address on or before the Annual General Meeting.

4.8 A member deemed in default shall automatically lose his/her membership until such time as dues have been paid in full.

5. Financial Year

5.1 The year shall commence July 1st and end June 30th.

5.2 The Treasurer shall prepare a Report for the Annual General Meeting.

5.3 There must be a annual audit of the financial operation of the Association either by a chartered accountant or by signed statement from two (2) members of the Association.

6. General Meetings

6.1 An Annual General Meeting shall be held on a date to be fixed by the Directors within the month of July or August in each year for the purpose of receiving reports and of electing the Directors for the ensuing term, and for the transaction of any other business.

6.2 All elected Directors shall be nominated and elected at the Annual General Meeting. The term of office is two (2) years. A Director may run for a another term and be elected if the membership so decide. All elections of Directors shall be made by simple majority of the quorum.

6.3 There shall be a minimum number of five (5) Directors and a maximum of ten (10).

6.4 At least Thirty (30) days prior notice shall be given to the members concerning the holding of the Annual General Meeting. Notice shall be by letter to the membership.

6.5 Twelve (12) voting members, other than Directors, shall constitute a quorum for the holding of an Annual General Meeting.

6.6 Each voting member shall have one (1) vote at the Annual General Meeting or any other general or special meeting, provided that the annual membership is in good standing prior to the vote. Motions shall be determined by a simple majority of votes.

6.7 Members unable to attend a meeting may designate a proxy to vote on their behalf. The proxy may be any member in good standing or the member may designate any of the Association Officers to vote on their behalf. This proxy must be brought to the meeting by the person who will vote on behalf of the member or if designating an Officer of the Association it may be handed to an Association Officer or mailed to the Association prior to the meeting.

6.8 In electing the Directors, where more than the required number of Directors are nominated and stand for election, the election shall be by secret ballot.

6.9 Ten (10) members of the Association whose memberships are in good standing may requisition Directors to call a general meeting of the members for any purpose connected with the affairs of the Association that is not inconsistent with The Corporation Act.

6.9.1 The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitioners and deposited at the Association's head office.

6.9.2 Upon deposit of the requisition the Directors shall call forthwith the meeting of the members for the transaction of the business stated in the requisition.

6.9.3 If within 45 days from the date of the deposit of the requisition the Directors do not call and hold the meeting, any of the requisitioners may call such meeting, which shall be held within sixty (60) days from the date of the deposit of the requisition.

7. Directors and Officers

7.1 The Board of Directors shall consist of between five (5) and ten (10) Directors as decided and elected by members at the Annual General Meeting. One (1) Director will always be the immediate Past President, unless this Director is re-elected to the office of President, in which case the previous Past President shall serve as a Director.

7.2 Directors must be registered property owners in the jurisdiction or their designate. There may only be one director per property.

7.3 The Officers shall consist of a President, Past President, Vice-President, Secretary, and Treasurer. Instead of having separate position for Secretary and Treasurer there may be a Secretary/Treasurer. These Officers will be elected at the Annual General Meeting, or the membership may elect to leave these appointments to be made by the Board of Directors.

7.4 Between Annual General Meetings, the general management and control of the affairs, funds and property of the Association shall be vested in the Directors, subject only to the Constitution and decisions taken by majority vote of the members at the Annual General Meetings, or at other general meetings on the same notice as for Annual General Meetings.

7.5 Sixty (60) % of the Directors shall constitute a quorum for the transaction of business of the Directors provided a reasonable effort has been made to wage a meeting of all of the Directors. Motions in the meetings of the Directors shall be determined by simple majority of the votes cast. In the event of a tie vote the President's vote can be used to break the tie. Any Director may participate in a meeting of the Board of Directors by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other.

7.6 The Directors shall make every effort to meet at least two (2) times per year.

7.7 A quorum of the Directors may replace Directors positions which have been vacated. Any such decision shall be approved and ratified at the next Annual General Meeting.

8. Indemnification

All Directors and Officers of the Association and their heirs, executors, administrators and their estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Association from and against:

8.1 All costs, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit or proceeding which brought, commenced or prosecuted against him or her for, or in respect of, any act, deed, matter or things whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office, and

8.2 All other costs, charges and expenses which the Director or Officer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect, default, criminal activity or fraud.

8.3 The Association may also indemnify any Director in such other circumstances as the Law may permit or require. Nothing in the By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by Law.

9. Funds

9.1 The funds of the Association shall be in the keeping of the Treasurer who shall deposit these in a Canadian Bank or Trust Company and shall make payments for the Association by cheque on the said bank account, with the exception of petty cash payments for which the Treasurer will account by voucher. The Treasurer shall prepare a Report of each Executive meeting and the Annual General Meeting.

9.2 The signing officers are the President, Vice-President and Treasurer or Secretary/Treasurer. Any Cheques must have two (2) signatures, one (1) of which must be the Treasurer or Secretary/Treasurer.

9.3 The Directors may approve expenditure for normal operating and administration expenses, not exceeding \$500 per expenditure item. Any single expenditure exceeding \$500 must have membership approval.

10. Committees

The Directors may appoint Standing Committees and Special Committees as required.

11. Amendments

11.1 Amendments to the Constitution may only be made at the Annual General Meeting, or at any general meeting properly called, and members must be notified at least thirty (30) days before the meeting and shall be made aware of any proposed changes.

11.2 Any amendment to the Constitution must be passed by a two-thirds majority of members present -in attendance or by proxy at the General Meeting.