

North and South Otter Lake Association Constitution

1. Preamble

- A. The North and South Otter Lake Association is an Ontario not-for-profit corporation founded for the purposes of:
- (i) providing a forum for discussing the common interests, including the cultural, social, safety, infrastructure and environmental interests, of the seasonal and permanent owners and residents of properties at and around North and South Otter Lake in the Township of South Frontenac in the province of Ontario, and promoting those common interests;
 - (ii) uniting all persons interested in the conservation of flora and fauna, and the maintenance of the health of the natural environment in and around North and South Otter Lake, South Frontenac, Ontario;
 - (iii) gathering and exchanging ideas, data and statistical, scientific, and botanical information with respect to the area in and around North and South Otter Lake, South Frontenac, Ontario;
- and such other complementary purposes not inconsistent with these objects.
- B. All members are encouraged to reflect the general feeling of their Community and to bring their needs to the attention of the Association.

2. Name

The Association shall be called “The North and South Otter Lake Association” (“Association”).

3. Jurisdiction

The Association shall be representative of the seasonal and permanent owners and residents of properties at and around North and South Otter Lake in the Township of South Frontenac in the province of Ontario as identified on the map attached to this Constitution and marked as “Schedule A”.

4. Membership

- A. Membership in the Association shall consist of voting and non-voting members.
- (i) Voting membership shall be open to:
 - (a) registered owners of properties included within the said Jurisdiction; and
 - (b) anyone designated by a registered owner to stand for membership in his or her stead provided the person so designated is a regular user of the owner’s property and has been identified in writing by the owner.

- (ii) Non-voting membership shall be open to any person who is a past registered owner of a property within the jurisdiction or who otherwise does not qualify for voting membership but who has a demonstrated interest in the activities of the Association or in the natural environment in and around North and South Otter Lake, South Frontenac, Ontario.
- B. Application for voting or non-voting membership shall be made to the Treasurer, accompanied by the current year's dues.
- C. Only those voting members whose required dues are paid can vote at any meeting or participate in any event of the Association.
- D. The amount set for annual dues may be amended by a two-thirds majority vote at the Annual General Meeting.
- E. Dues are payable by August 1st for the current year and any members deemed in default shall automatically lose their membership. Membership may be reinstated on application to the executive with full payment of dues.
- F. There must be an annual audit of the financial operation of the Association either by Chartered Accountant or by a signed statement from a member of the Association.

5. Annual General Meeting

- A. An annual general meeting of the Association shall be held on a date to be fixed by the executive of the Association anytime during the months of July and August in each year for the purpose of receiving reports and of electing the executive for the ensuing term, and if there is opportunity, for the transaction of any other business.

All members of the executive shall be nominated and elected at the annual general meeting of the Association. The election of the executive is to be staggered with the President, Vice President, and Secretary elected one year and the Treasurer and Directors the following year but each position is for a two year term.

- B. At least two weeks prior notice shall be given to the members concerning the holding of the annual general meeting.
- C. Twelve (12) voting members shall constitute a quorum for the holding of an annual general meeting duly called.
- D. Voting shall be limited to one (1) vote per registered property in the jurisdiction on each motion put to the meeting, and motions shall be determined by the simple majority of votes on a show of hands.
- E. In electing the executive, where more than the required number of persons are nominated and stand for election, the election shall be by secret ballot.

- F. A voting member may appoint another person to act as his or her proxy in voting at the annual general meeting provided the voting member provides written notice to this effect prior to or at the commencement of the annual general meeting.

6. Executive

- A. Between annual general meetings, the general management and control of the affairs, funds and property of the Association shall be vested in the elected executive of the Association, subject only to the Constitution and decisions taken by majority vote of the voting members at the annual general meetings or at other general meetings called by the executive on the same notice as for general meetings.
- B. The executive shall consist of a President, Immediate Past President, Vice President, Secretary, Treasurer and two Directors.
- C. Three (3) members of the executive shall constitute a quorum for the transaction of the business of the executive. Motions in the meetings of the executive shall be determined by simple majority of the votes cast.
- D. The executive shall be permitted to appoint interim executive members to fill any vacancies that may arise between annual general meetings.
- E. Two people from a registered lot entitled to a vote may not sit on the executive during the same term.
- F. Members of the executive and their heirs, executors, administrators and estates shall at all times be indemnified and saved harmless out of the funds of the Association from and against:
 - (i) all costs, charges and expenses whatsoever which, in good faith, they sustain or incur in defending any action, suit or proceeding which is brought against them for, or in respect of, any act, deed, matter or thing whatsoever made, done or permitted by them in the execution of their duties on behalf of the Association; and
 - (ii) all other costs, charges and expenses that they sustain or incur in relation to the affairs of the Association except such costs, charges or expenses as are occasioned by their own wilful neglect or default.
- G. The Association may also indemnify any executive member in such other circumstances as the law may permit or require. Nothing in this Constitution shall limit the right of any executive member to claim indemnity apart from the provisions of this Constitution to the extent permitted by law.

7. Funds

- A. The funds of the Association shall be in the keeping of the Treasurer who shall deposit these funds in a chartered 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.

- B. The signing officers are the President, Vice President, and Treasurer with cheques to be signed by any of these officers.

8. Standing Committees

The executive may appoint Standing Committees as required: e.g. Water Clarity, Road Maintenance, Pollution, Water Safety, etc.

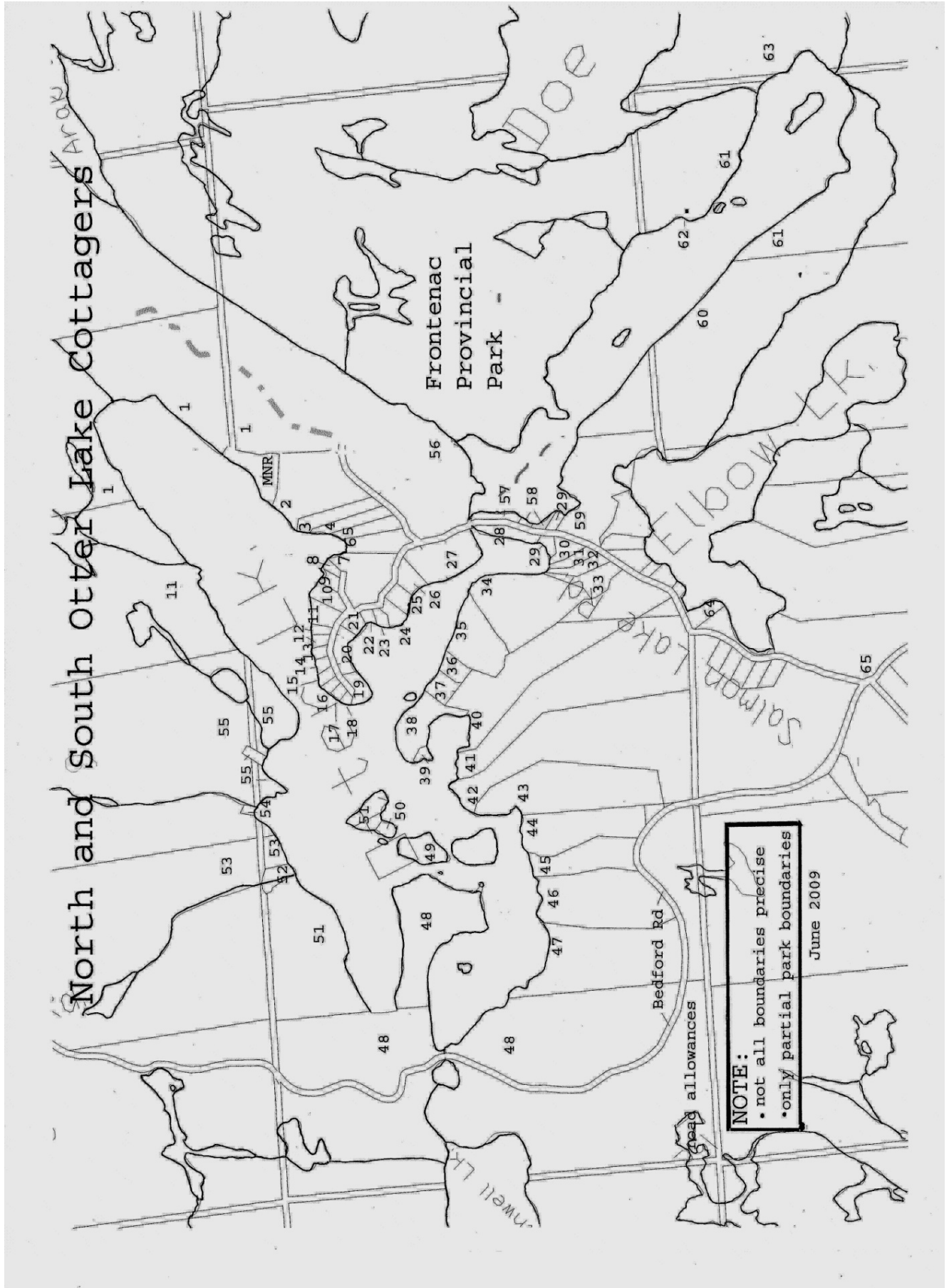
9. Financial Year

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

10. Amendments

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 two (2) weeks before the meeting and must be passed by a two-thirds majority of the quorum.

SCHEDULE A



NOTE:
• not all boundaries precise
• only partial park boundaries

June 2009