



Proudfoot Township Property Owners' Association

Date of Incorporation: July 11, 1958

The name of the corporation was changed to:

Sand Lake Area Property Owners' Association

and confirmed on: March 15, 2010

ONTARIO CORPORATION NUMBER 00094244

(SLAPOA)

Town of Kearney, Ontario

By-Law Number 1

ARTICLE I

Name and Purpose

1. The name of the Association shall be the Sand Lake Area Property Owners' Association and the acronym to be used to identify the name shall be "SLAPOA" (AGM 2012)
2. The geographic boundaries and properties included in the Sand Lake Area shall consist of:
 - Lots 7 to 21 Concession XIII (AGM 2022) Township of Bethune to Concession V Township of Proudfoot
 - Excluding Lots 7 to 11 Concession V Township of Proudfoot
 - Excluding Lots 10 to 21 Concession VIII Township of Bethune
 - All as set out in Plan A attached (AGM 2012)
3. The purpose of the Association shall be:
 - a. To safeguard and promote the interests of the owners of real property in the Sand Lake Area

- b. To consider and promote all matters relating to the welfare of the Sand Lake Area, including existing or proposed municipal official plans, zoning by-laws and other by-laws within, affecting or impacting the Sand Lake Area and to monitor action and initiatives of the Council of the Town of Kearney relating to the Sand Lake Area. (AGM 2012)
- c. To consider all matters tending to preserve and promote the environmental welfare of the shoreline and waters of Sand Lake and other lakes, rivers, creeks and lands within the Sand Lake Area, to the benefit of its residents (AGM 2012)
- d. To plan, recommend and promote the adoption of such measures as will tend to beautify, preserve and improve the community and its natural habitat (AGM 2012)
- e. To provide organized recreation for the residents of the geographic Sand Lake Area.(AGM 2012)
- f. To facilitate communication between the members of SLAPOA and other external bodies, governments, agencies and associations whose decisions may impact the Sand Lake area (AGM 2012)
- g. To acquire and hold and to dispose of such real and personal property from time to time as may be in the interests of the owners of real property in the Sand Lake Area and the Town of Kearney. (AGM 2012)

ARTICLE II

Membership, Fees and Voting

1. Eligibility for membership in the Association shall be open to all who meet the requirements for membership, both property owners and residents within the Sand Lake Area. (AGM 2012)
2. Members are those individuals who have paid their current membership dues and are Sand Lake area property owners, as defined by Article I (2), or who are related to a property owner in the following way: a spouse, partner, a child at least 18 years of age and the spouse or partner of that child, or a parent. All members are entitled to vote on all matters coming before the association at any general meeting with one vote per member. However, in order to be eligible to vote at any Annual General Meeting, members of the Association must pay their annual membership fee by the earlier of the date of the Sand Lake Family Regatta preceding the AGM or three weeks in advance of the AGM. All members who pay subsequently will be allowed voice but no vote at the AGM. In order to be eligible to vote at any Special General Meeting, members of the Association must have paid their annual membership fee three weeks prior to the date of the Special Meeting.(AGM 2022)

3. No further life memberships will be issued and any of those that currently exist will expire on the death of the person having purchased the life membership. (AGM 2012)
4. The membership year shall be the calendar year. (AGM 2012)
5. Membership in the association shall be terminated by
 - a. Death
 - b. Resignation
 - c. Non-payment of dues in the current year (AGM 2012)
6. The annual membership fee shall be set by the Board of Directors each year, to meet the reasonable financial needs of the association and shall be due and payable on the first day of the membership year and no later than a date to be determined each year by the Board. The fees shall be per capita (ie. per member). (AGM 2012)
7. Persons who have ceased to maintain their membership may be retained on the mailing list of the association. (AGM 2012)

ARTICLE III

Authority

1. This association shall operate autonomously in accordance with its own by-law, may own property and shall make decisions in regard to its operation and programs. (AGM 2012)
2. The authority of the association shall be vested in the Annual General Meeting, called and conducted in the manner provided in the by-law, and at other times in the Board of Directors as provided in the by-law or as assigned by the Association. (AGM 2012)
3. Real property shall not be purchased, disposed of or encumbered in any manner except by written resolution adopted by no less than a two-thirds majority of the members present, either in person or by proxy, and voting at a properly or duly called meeting of the Association. The number of members required to constitute a quorum to vote on issues relating to real property shall be as defined in Article IV section 4. Proxies are not counted when establishing a quorum. (AGM 2022)
4. Should this Association disband, all property, real, personal and mixed, shall be sold, donated or otherwise disposed of in accordance with applicable law. Any proceeds from the sale of such property shall be donated to an organization(s) of similar interests and purpose, identified by the Board of Directors. If no sale is possible, any remaining real property owned by the Association where property taxes are outstanding and unpaid will be subject to all remedies available to the Corporation of the Town of Kearney including a municipal tax sale. (AGM 2012)

ARTICLE IV

General Meetings

1. An Annual General Meeting of the Association (AGM) will be called on a date and place to be determined by the Board of Directors. The meeting can be held virtually and/or in person. At each AGM an agenda, minutes of the previous meeting, financial reports and Committee Reports (as available) shall be distributed. (AGM 2022)
2. Special meetings of the Association may be called by the Board of Directors and shall be called at the written request, submitted to the secretary, of 51% of the total membership of the Association. (AGM 2012). Special Meetings will be called on a date and place to be determined by the Board of Directors no later than 60 days afterward. The meeting can be held virtually and/or in person. At each Special Meeting an agenda shall be distributed (AGM 2023).
3. Notice of all general meetings, including the annual meeting, shall be sent to all members of the Association by email at least 30 days prior to the meeting date, or if an email address is not on file with the Association, by ordinary mail to their last known home address at least 30 days prior to the meeting date or in lieu thereof shall be sent or delivered to the member at his/her Sand Lake address by phone, hand delivery or mail at least 30 days prior to the meeting date. Such notice shall identify the date, time and location of the meeting as well as an agenda. The notice for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted. (AGM 2012)
4. A minimum of 15 members, including Board members (AGM 2016), shall constitute a quorum at all general meetings. Proxies are not counted when establishing a quorum. No business shall be transacted unless a quorum has been established by the chairperson. Once a quorum has been declared, it remains in effect for the duration of the meeting. (AGM 2012)
5. All members shall sign in at every general meeting. (AGM 2012)
6. Proxy voting shall be permitted in the transaction of the business of the Association, provided signed proxy forms have been submitted to the Secretary by a date specified in the Meeting notice, but not less than 24 hours prior to the meeting. Proxy holders do not need to be Association members, but those proxy holders who are not members may only vote the proxies they hold, and do not themselves have a vote. (AGM 2022)

7. Each eligible paid-up member, as defined in Article II, section 2, shall be entitled to one vote. The chairperson does not vote, except to break a tie. (AGM 2014)
8. Voting at general meetings shall be decided by a show of hands. If the meeting so decides, voting may be by secret ballot. (AGM 2012)
9. All general meetings shall operate according to Robert's Rules of Order. (AGM 2012)
10. The number of proxies that an individual proxy holder can vote is limited to two. (AGM 2022)

ARTICLE V

Board of Directors

1. The affairs of the Association shall be managed by a Board of Directors (herein called the "Board"), consisting of five (AGM 2015) members. The members of the Board shall be elected at the annual meeting for terms of three years each, renewable once for a total of 6 years, with approximately one third of the terms expiring annually. Retiring Board members are eligible for re-election after one year. (AGM 2012)
2. Names of nominees shall be presented by the Board, who will attempt to provide at least two nominees per vacancy. Nominations may also be made from the floor. (AGM 2012)
3. At the first meeting of the Board, the Board shall elect from within its own membership a chairperson, vice-chairperson, secretary and treasurer. (AGM 2012)
4. A majority of the Board's membership shall constitute a quorum and is required for the Board to transact any business. The Board chair shall refrain from voting in Board meetings except to break a tie, although the presence of the Board chair shall be counted when establishing a quorum. (AGM 2012)
5. The Board shall exercise such authority as is delegated to it by this by-law and any other by-law as properly enacted from time to time, and may adopt such additional policies not in conflict with this or any other by-law or resolution of the Association, as needed to carry out its mandate. The Board may organize committees as it deems appropriate, but such committees shall exercise only such powers as are conferred on them by the Board. (AGM 2012)
6. The duties of the Board shall include, but not be limited to, leading the Association in planning, setting goals and priorities, arranging for and ensuring the execution of recreational events sponsored by the Association, maintaining the financial viability of the Association, securing proper insurance coverage, maintaining and protecting the property of the Association, ensuring timely

communication is provided to all members, seeking to actively involve all members, recruiting new members and evaluating its activities in light of the Association's purpose and goals. (AGM 2012)

7. Where time is of the essence and it is not possible to call a general or special meeting of the Association, the Board is authorized, on a two-thirds vote of the Board of Directors, at a duly or properly called meeting of the Board, to consider and determine whether the Association should appear to oppose or support a planning application, including a new official plan, official plan amendment, zoning by-law amendment, consent to sever, minor variance or other planning application or environmental approval or assessment being considered by the Town of Kearney Council, a Committee of Council, the Planning Board, Ontario Municipal Board, Environmental Review Board or other tribunal, which impacts, directly or indirectly, the Sand Lake Area and, if any such planning application is approved or rejected as the case may be, to determine whether to file any appeal within the time permitted on the Association's behalf.

If the Board determines the Association should appear to oppose or support any such application or appeal, or to file an appeal on the Association's behalf, the then Chairperson or Vice-Chairperson or suitable designate of the SLAPOA executive (AGM 2017) shall attend the meeting at which the application is to be considered or attend on the hearing of the appeal to make oral submissions or, where permitted or required, to file written submissions on the Association's behalf.

At the next general meeting or special meeting of the Association, the members may approve or reject any ongoing participation of the Association on any such application or appeal and, if such participation is rejected, then the Board shall forthwith notify the planning authority or tribunal, as the case may be, and any other parties to an outstanding appeal that the Association will not be taking a position on the application or appeal or, where the Association has filed a notice of appeal, that the Association is withdrawing its appeal.

If the Board determines that legal counsel and/or planning or other experts may be required to file the appropriate notice of appeal or to support the Association's position, then it may engage legal counsel and/or experts on a preliminary basis, subject to obtaining the Association's approval of the need for and the costs of any legal counsel or experts at the next general meeting or, if there is urgency, at a special meeting called for the purpose of considering such issues. (AGM 2012)

8. All Board members shall act honestly and in good faith with a view to the best interest of the Association. (AGM 2012)
9. At the beginning of their term, each Board member shall be required to sign a Code of Conduct document, developed by the Board, and shall be expected to adhere to such Code of Conduct throughout their term. (AGM 2014)

- 10.* If a vacancy occurs on the Board, the Board shall attempt to appoint a member to fill the vacancy until the next general meeting of the Association. Should the unexpired term be one year or less, it shall not be considered in determining eligibility for succession. (AGM 2012)
- 11.* The Board shall declare vacant the position of any Board member whose membership in the Association is terminated for any reason. Any officer may also be removed from office by a majority vote of the Board. A Director may be removed from the Board by majority vote of all members present at any general meeting. (AGM 2012)
- 12.* The chairperson or any four members of the Board may call a meeting of the Board. Notice of all Board meetings shall be given to all Board members by email, ordinary mail or facsimile, not less than 15 days prior to the meeting. (AGM 2012)
- 13.* The Board shall hold at least two meetings a year. Board members who are unable to attend, on providing reasonable notice to other members, can participate by teleconference or video conference. Email votes of the Board are permitted when the Board cannot physically meet or the Board may use other electronic means for voting, as agreed upon by the Board members. (AGM 2012)
- 14.* The Board may set aside such sums as it, in its sole discretion, deems fit for a reserve fund to meet contingencies for repairing, improving and maintaining any property of the Association and may invest the fund in such investments that guarantee the capital. The reserve fund may also be used to help finance any potential costs (e.g. legal, travel, etc.) resulting from the need to address municipal or planning concerns. (AGM 2012)
- 15.* Board members shall receive no remuneration for carrying out their responsibilities, however Board members are entitled to be reimbursed for reasonable, pre-approved, documented and out of pocket expenses incurred on behalf of the Association. (AGM 2012)

ARTICLE VI

Officers

- 1.* The chairperson shall preside at all meetings of the Board and of the Association, shall act as official spokesperson of the Association and shall have, under the Board, general supervision and direction of the Association's affairs. The chairperson shall also be an ex-officio member of all committees. (AGM 2012)
- 2.* The vice-chairperson shall preside at the meetings of the Board and of the Association in the absence of the chairperson, and shall at all times actively assist

and advise the Chairperson in the performance of his/her duties and have such other duties and powers as may be conferred on him/her by the Board. (AGM 2012)

3. The secretary shall keep the minutes of the Board and of the Association's general meetings for distribution and for archival preservation, and shall keep a permanent record of all formal meetings and all legal documents and legal transactions of the association. Minutes of general meetings shall be posted on the Association's website and available to all members. (AGM 2012)

4. The treasurer shall have custody of the funds of the Association and shall receive and disburse funds in accordance with the decisions of the Association and of the Board. (AGM 2012) Processes and procedures to be followed include:

Maintain both a Chequing and Reserve account to the credit of the Association in such bank or other secure place of deposit as the Board shall designate.

Depositing all moneys received in to either the Chequing or Reserve account as directed by the Board. Funds received through Donations or Sale of Capital Assets will be deposited to the Reserve account unless otherwise directed by the Board.

Disburse the Chequing account funds on properly drawn cheques or through use of Board approved on-line banking transactions. Reserve account funds can only be accessed through Board approved transfer from Reserve to Chequing.

Cheques shall bear his/her signature. Any cheque over five hundred dollars requires a second signature from a Board member with signing authority, except for Board approved pre- defined, non-discretionary items.

On-line Banking payments are to be made to a Board approved list of Vendors currently registered with the Bank for on-line payment. Amounts in excess of \$500.00 must be alerted to the Board Chair or designate. Interac transfers must be explicitly approved by the Board in advance.

Maintain the appropriate Association financial records in either ledger form or through computer assisted software.

Issuing quarterly Bank reconciliation reports with attached Bank statements.

Issuing quarterly financial statements including Balance Sheet and Income & Expense reports and at other times upon Board request.

Prepare Association Year End financial statements for presentation at the Annual General Meeting subsequent to review by the person identified in Item 5.

File with the Provincial and/or Federal Governments such annual reports and all tax filings as required under current legislation and regulations dealing with Not-For-Profit organizations, as they pertain to the ongoing operation of the Association or any disposal of its assets.

Maintain up to date membership records. (AGM 2015)

5. At the annual meeting, the members shall engage a person who is not a member of the Board of Directors, to review the financial books and who shall, at the close of each fiscal year, prepare a report for presentation at the next annual meeting. The Fiscal Year ~~shall be the calendar year~~ (AGM 2012) will be from July 1st through June 30th of the ensuing year. (AGM 2018)
6. The immediate Past-Chairperson of the Board, if no longer serving as an elected member of the Board, may attend Board meetings with the privileges of voice but no vote. (AGM 2012)

7. All contracts and agreements entered into by the Association shall be signed by the Chairperson and the Secretary or Treasurer. (AGM 2012)

ARTICLE VII

Committees

1. The standing committees of SLAPOA shall be
 - a. the Finance Committee
 - b. the Membership Recruitment Committee
 - c. the Environmental Committee
 - d. the Recreation Committee
 - e. the Nomination Committee (AGM 2012)
2. At least one Board member shall sit on each standing committee to act as a liaison to the Board. (AGM 2012)
3. The Finance Committee shall consist of the Association chairperson and treasurer and at least one other member of the Association. Other committees may compose themselves as required to fulfill their responsibilities. (AGM 2012)
4. Each committee shall devote its time and attention to all questions or activities which would naturally be covered by its name and shall report to the Board of Directors. (AGM 2012)

ARTICLE VIII

Miscellaneous

1. Amendments to this by-law may be proposed by the Board of Directors and shall be proposed by the Board at the request of twenty-five percent of paid up members. Such proposed amendments shall be:
 - a. mailed or e-mailed to the total current membership not less than 30 days before the meeting at which they are to be considered;
 - b. approved with or without change by a two-thirds majority of those who are present, either in person or by proxy, and are eligible to vote at a general meeting. (AGM 2012)
2. No director or any individual upon whom the powers of a director have been delegated, shall be liable for the acts, omissions or defaults of any other director, committee member or SLAPOA voting member. (AGM 2012)
3. The directors shall not be personally liable for the debts, liabilities or other

obligations of the Association, except as required by law. (AGM 2012)

4. SLAPOA shall annually purchase Directors' and Officers' Liability Insurance in order to indemnify all Directors and Officers against expenses, judgments, fines, settlements and other amounts reasonably incurred or expected to be incurred in connection with any actual or threatened claim or proceeding against him or her by reason of the fact that he or she was a Director or Officer of SLAPOA. The adequacy of such insurance coverage shall be reviewed annually by the Board.
(AGM 2012)
5. No proceedings of the Association or of the Board of Directors shall be invalidated by any accidental omission to give notice. (AGM 2012)

In accordance with the motion carried at the Special General Meeting of the Sand Lake Area Property Owners' Association on July 7, 2012, By-Law #1, originally adopted by PTPOA is rescinded and replaced by By-Law #1, adopted as amended by the SLAPOA.

- Revision 1: AGM 2014
- Revision 2: AGM 2015
- Revision 3: AGM 2016
- Revision 4: AGM 2017
- Revision 5: AGM 2018
- Revision 6: AGM 2022
- Revision 7: AGM 2023

Chairperson

Secretary

00094214



Ministry of
Government Services
Ontario

Ministère des
Services gouvernementaux

These Supplementary Letters Patent
amend the corporation's Letters
Patent or plan: *Supplémentary Letters
Patent as the case may be.*

Les présentes lettres patentes supplémentaires
modifient les lettres patentes de la société ou
toutes autres lettres patentes supplémentaires
préexistantes, selon le cas, dans le

APRIL 28 AVRIL, 2010

Minister of
Government Services

K. Gray
Director / Directeur

Le ministre des Services
gouvernementaux

per/par:

Form 3
Corporations
Act

Formule 3
Loi sur les
personnes
morales

APPLICATION FOR SUPPLEMENTARY LETTERS PATENT
REQUÊTE EN VUE D'OBTENIR DES LETTRES PATENTES SUPPLÉMENTAIRES

1. Name of the applicant corporation: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la personne morale: (écrire en LETTRES MAJUSCULES SEULEMENT)

T	H	E	P	R	O	U	D	F	O	O	T	T	O	W	N	S	H	I	P	P	R	O	P	E	R	T
Y	O	W	N	E	R	S	'	A	S	S	O	C	I	A	T	I	O	N								

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)
Le dénominateur social de la personne morale devient (le cas échéant): (écrire en LETTRES MAJUSCULES SEULEMENT)

S	A	N	D	L	A	K	E	A	R	E	A	P	R	O	P	E	R	T	O	W	N	E	R	S

3. Date of incorporation/amalgamation:
Date de la constitution ou de la fusion 1958 Jul 11
Year/Année Month/Mois Day/Jour

4. The resolution authorizing this application was confirmed by
the shareholders/members of the corporation on:
La résolution autorisant la présente requête a été ratifiée
par les actionnaires ou membres de la personne morale le: 2010 Mar 15
Year/Année Month/Mois Day/Jour
under section 34 or 131 of the Corporations Act.
aux termes de l'article 34 ou 131 de la Loi sur les personnes morales.

5. The corporation applies for the issue of supplementary letters patent to provide as follows:
La personne morale demande la délivrance de lettres patentes supplémentaires qui prévoient ce qui
suit:

The name of the corporation is to change from "The Proudfoot Township Property Owners' Association" to Sand Lake Area Property Owners' Association

certified/confirmé

"The corporation is not insolvent within the meaning of subsection 19(4) of Ontario Regulation 131"

Town of Kearney
 Sand Lake Area Property Owners' Association Inc.

