

VPRA Bylaws

By-law number one being a general by-law of The Victoria Point Ratepayers' Association.

1. **Name and Objects:** The Association will be known as The Victoria Point Ratepayers' Association ("VPRA) pursuant to the Letters Patent (Ontario Corporation XXXXXX) with the following objects as set out in its Letters Patent:

The Victoria Point Ratepayers' Association is constituted for the purpose of furthering and protecting the environment, preserving wildlife and respecting the natural beauty of the lake and the dominant wetlands of our area. VPRA will also serve the common interests of its members relating to zoning, real estate, municipal planning and any other matter touching on or relating to real property within the membership area.

2. **Head Office:** The head office of the Corporation shall be in the City of Orillia, in Simcoe County in the Province of Ontario. The Directors may, from time to time, determine the specific location of the head office.
3. **Fiscal Year:** The fiscal year of the Corporation shall begin on January 1 of each year and end on December 31 of each year.
4. **Membership:** Membership in the Association shall be open to:
 - 4.1. all ratepayers and residents within the Victoria Point area, which is defined as that area south of Hwy 12 between Gill Street to the west and the end of Collins Drive to the east and Lake Simcoe and Grape Island to the south, all within the city limits of Orillia. And
 - 4.2. who apply in writing to be a member; and
 - 4.3. who pay the membership fees or dues once per twelve months; and
 - 4.4. who agree to be bound by the bylaws and rules of the Corporation.
 - 4.5. A household gets 1 membership and one vote and pays one fee.
5. **Fees:** The annual membership fees will be determined, from time to time by the Board of Directors.
6. **Board of Directors:**
 - 6.1. The affairs of the Corporation shall be managed by a Board of Directors (the "Board"). The Board shall be comprised of a maximum of 9 Directors.
 - 6.2. The Board shall appoint among themselves an Executive Committee comprised of a President, Vice President, Secretary and Treasurer who shall serve until the next annual general meeting, or until he or she resigns or until he or she is removed from office by a resolution of the Board. The positions of Secretary and treasurer may be combined into one position where the Directors consider it appropriate.
 - 6.3. The executive committee shall have and may exercise the powers of the Board in the management and conduct of the affairs of the Corporation in accordance with any direction or restrictions provided in the Board's resolution. The executive committee may establish its own rules of procedure, unless those rules have been set out in the Board's resolution.
 - 6.4. The Board may from time to time appoint any other committee or committees that it considers necessary or appropriate. The committee or committees may include members from the Board and from the membership of the Corporation. The Board shall, when appointing any committee, set out the purpose

of the committee, its procedures and its powers, provided that the committee shall not exercise any of the powers or carry out any duties that are legally required to be exercised or carried out by the Board.

- 6.5. The Directors may, on behalf of the Corporation, exercise all of the powers that the Corporation may legally exercise under the Corporations Act, the Letters Patent or otherwise, unless the Directors are restricted by law or by the members by exercising those powers. These powers include but are not limited to, the power:
- a) to enter into contracts or agreements;
 - b) to make banking and financial arrangements;
 - c) to execute documents;
 - d) to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Corporation;
 - e) to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the Directors may consider themselves advisable;
 - f) to borrow on the credit of the Corporation for the purposes of operating expenses, or on the security of the Corporation's real or personal property;
 - g) to purchase insurance to protect the property, rights and interests of the Corporation and to indemnify the Corporation, its members, Directors or Officers from any claims, damages, losses, or costs arising from or related to the affairs of the Corporation; and
 - h) establish rules of procedure for the conduct of the annual general meeting, general meeting or meetings of the Board or of its committees.
- 6.6. Each Director shall be a member of the Corporation at the time of his or her election or appointment, or within ten days of election or appointment and shall remain a member throughout his or her term of office. A Director shall be at least 18 years of age and may not be an undischarged bankrupt or a mentally incompetent person.
- 6.7. Each Director shall be elected to hold office until the first annual general meeting after he or she was elected or until his or her successor shall have been duly elected. All Directors shall retire at each annual general meeting but each is eligible for re-election if he or she is otherwise qualified to be a Director.
- 6.8. The Past President of the Corporation shall be an ex officio voting member of the Board.
- 6.9. The Board may appoint a Director to fill a vacancy, provided that a quorum of Directors remains in office. If there is no quorum of Directors, the remaining Directors shall call a general meeting of the Corporation to fill the vacancies.
- 6.10. The members of the Corporation may elect a slate of Directors, by a show of hands or by ballot if requested by 1/3 of the present members.
- 6.11. The members of the Corporation may remove a Director by resolution passed by at least two-thirds of the votes cast at a general meeting at which notice was given and may by a majority of votes cast elect at that general meeting any person who is qualified to be a Director in his or her stead for the duration of the term.

7. Meetings of the Board of Directors:

- 7.1. A quorum for a meeting of the Board shall be 2/5 of the serving Directors, provided that once a quorum has been obtained the quorum shall be deemed to continue. The Board may hold its meetings at any place in Ontario as it may from time to time determine.
 - 7.2. Meetings of the Board may be called by the President, a Vice-president, Secretary or any two members of the Board.
 - 7.3. No formal notice of any meeting of the Board shall be necessary if all the Directors are present or if those absent have indicated their consent to the meeting being held in their absence.
 - 7.4. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of Directors may also take place without notice immediately after an annual general meeting or a general meeting to transact any business.
 - 7.5. No error or omission with respect to notice for a meeting of the Board shall invalidate the meeting or make void any proceedings taken or had at the meeting.
 - 7.6. The Directors shall vote on any resolution arising at any meeting of the Board. A majority of votes shall decide the resolution. In case of a tie vote, the chair of the meeting shall have a casting vote in addition to his or her original vote.
 - 7.7. A declaration by the Secretary that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against any resolution.
8. **Officers:** The Officers of the Corporation shall have the following duties:
- 8.1. **President** – Chair all meetings of the Corporation and of the Board, when present in person and able; have general supervision of the affairs of the Corporation; sign all by-laws and execute any documents with the Secretary; perform any other duties which the Board may, from time to time, assign;
 - 8.2. **Vice President** – Exercise any or all of the duties of the president in the absence of the president or if the president is unable for any reason to perform those duties; and perform any other duties which the Board may, from time to time, assign;
 - 8.3. **Secretary** – keep and maintain the records and books of the Corporation, including the registry of Officers and Directors, the registry of members, the minutes of the annual general meeting, general meetings and meetings of the Board; the by-laws and resolutions; certify copies of any records, registry, by-law, resolution or minute; give any notices required for the annual general meeting, general meetings and meetings of the Board; and perform any other duties which the Board may, from time to time, assign;
 - 8.4. **Treasurer** – keep and maintain the financial records and books of the Corporation; countersign all cheques or other payments with the President or Vice-President, as the case may be; assist the Auditor

in the preparation of the financial statements of the Corporation; and perform any other duties which the Board may, from time to time, assign.

9. Board Members – Rights and Meetings:

- 9.1. A member may vote at a meeting by proxy in writing delivered to the Secretary no later than 48 hours prior to the meeting.
- 9.2. Each member is entitled to one vote at any meeting of members. The chair at the meeting is entitled to a casting vote in the event of a tie on any matter before that meeting that has been voted upon by its members.
- 9.3. Membership shall cease:
 - a) upon death of a member;
 - b) if the member has not renewed his or her membership and paid the applicable membership fees or dues prior to or at the annual general meeting;
 - c) if the member resigns by written notice given to the Secretary;
 - d) if the member no longer qualifies for membership in accordance with the by-laws; or
 - e) if the membership has been terminated by a vote of at least two-thirds of the members at a meeting duly called for that purpose. Notice of the meeting shall be served upon the member and shall set out the grounds for the proposed termination of his or her membership.
- 9.4. The annual general meeting of the Corporation shall be held no later than 18 months after the incorporation and no later than 15 months after the last general meeting in subsequent years. The following business shall be conducted at the annual general meeting:
 - a) reading of the financial reports;
 - b) election of the Directors;
 - c) appointment of Auditors and fixing or authorizing the Board to fix the remuneration of the Auditor; and
 - d) any other business that may properly be brought before the meeting.
- 9.5. The Directors may, from time to time, call a general meeting of the Corporation.
- 9.6. The Directors shall call a general meeting of the Corporation if at least 10 per cent of the members of the Corporation request that a general meeting be called.
- 9.7. Notice of the annual general meeting or of a general meeting shall be given to the members by the Secretary at least 15 days before the date of the meeting.
- 9.8. Quorum for the annual general meeting or for a general meeting shall be at least 20 members of the Corporation present in person or by proxy, provided that at least 10 members, other than Directors, are present in person at the time of the meeting.
- 9.9. Any meeting of the Corporation may be adjourned to any time and from time to time. No notice shall be required for any adjournment. An adjournment may be made with or without a quorum present.

10. Notice:

- 10.1. Any notice (which term includes any communication or document) required to be given under the Act, the Letters Patent, the by-laws or otherwise by a member, Director, Officer or Auditor shall be sufficiently given if it is:
 - a) delivered personally to the person to whom it is to be given;
 - b) delivered to the person's address or place of work as recorded in the Corporation's records;
 - c) mailed to the person's address or place of work as recorded in the Corporation's records by any means of prepaid transmittal, delivery or recorded communication; or
 - d) published in a local newspaper with monthly circulation in the membership area.

A notice so delivered shall be deemed to have been given when;

- a) It is delivered personally or to the person's address or place of work, or three days after it was mailed, transmitted or published.
- b) The notice shall specify the business to be attended to at the annual general meeting or the general meeting.

11. Protection of Directors and Officers:

11.1. Limitation of Liability – No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, employee, or agent, or for joining in any receipt or any other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto, unless the same are occasioned by his/her on willful neglect or default.

11.2. Indemnity – The Corporation shall indemnify and save harmless every Director or Officer, every former Director or Officer, and every person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a shareholder or Creditor (or a person who undertakes or has undertaken an liability on behalf of the Corporation or any such body corporate) and his/her heirs and legal representatives, from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a Director or Officer of the Corporation or such body corporate, if

- a) he/she acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

11.3. Insurance – The Corporation may purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine.

12. Amendments: Amendments may be made to this By-law at an annual meeting or at a special general meeting provided 15 clear days' notice of such proposed amendment has first been given to all members. If an amendment is to be proposed by a member in good standing it shall be sponsored by a sitting Director who will direct the Secretary of the Corporation to notify all current members of the details of such a request.

The foregoing by-law is hereby passed by the Directors of the Corporation pursuant to the Corporations Act and approved at an annual meeting of the membership.