

**Draft Lake Panache Campers Association Inc. (hereafter “Corporation”) By-law
June 4, 2024**

SECTION 1 - GENERAL

1.01 Definitions

In this By-law, unless the context otherwise requires:

- a. “Act” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “Articles” shall mean the Corporation’s Articles of Incorporation as amended from time to time;
- c. “Annual General Meeting” means the General Meeting of Members to be held annually;
- d. “Board” means the Board of Directors of the Corporation;
- e. “By-laws” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- f. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- g. “Director” means an individual occupying the position of Director of the Corporation by whatever name they are called;
- h. “Member” means a member of the Corporation that is not in default in payment of fees or assessments and is not suspended;
- i. “Members” means the collective membership of the Corporation;
- j. “Officer” means an Officer of the Corporation;
- k. “Ordinary Resolution” means a resolution passed at a Meeting of Members by the majority of the votes cast in person or by proxy; and
- l. “Special Resolution” means a resolution passed at a Board or meeting of Members by at least 2/3 majority of the votes cast in person or by proxy.

1.02 – Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are

defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 – Severability & Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Objects of the Corporation

The Objects of the Corporation are:

1. To promote the cultural, safety, environment and conservation interests of the seasonal and permanent residents and users and landowners on Lake Panache, in the City of Greater Sudbury, Townships of Dieppe, Caen, Bevin and Truman, and Atikameksheng Anishnawbek.
2. To promote the interests of, and advance plans for, the advantage of seasonal and permanent residents, users and landowners of the said Lake Panache and vicinity.
3. To promote aquatic, safety, lake stewardship and other activities for the benefit of all seasonal and permanent residents, users and landowners of the said Lake Panache and vicinity.
4. To study and report on all municipal and provincial government plans affecting the users, residents or uses of land on Lake Panache and vicinity, and to make representations to the various levels of government with respect to all such matters.
5. To manage such property and facilities at Lake Panache to the advantage of seasonal and permanent residents, users and landowners of the said Lake Panache and vicinity.

1.05 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.06 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any individual(s) that can bind or that have delegated signing authority as approved by the Board. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

SECTION 2 – DIRECTORS

2.01 Election & Terms

The number of Directors shall be nine (9), whose term of office shall be for three (3) years. Three Directors shall be elected or re-elected annually.

2.02 Eligibility

Any member of the Corporation whose annual fees are paid up for the year preceding the annual election, shall be eligible for election. Any director whose term of office is expiring shall be eligible for re-election.

2.03 Attendance

Any director who has failed to attend at least three (3) regular meetings of the Board in any calendar year shall be liable to suspension from the Board upon resolution passed by a majority of the Board at a meeting called for such purpose.

2.04 Filling Vacancies

Any vacancy on the Board created by the resignation or death of any director, or any other causes, shall be filled upon the passing of a Resolution by the remaining Directors appointing a member to serve the balance of the term of the retired director.

2.05 Committees

The Board may appoint any committees as required and as approved by the Board. The Board shall approve all Committee terms of references.

Only Directors of the Corporation may be chair of standing or special committees.

The chair of a committee shall have the right to add people to the committee provided that a majority of the members of the committee approve such addition.

All committees shall report regularly to the Board.

2.06 Remuneration of Directors

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses incurred as determined by the Board. Reimbursement of expenses may be made via a per diem, or by submission of expense receipts.

SECTION 3 – BOARD MEETINGS

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair or any two Directors at any time and any place on notice as required by this by-law.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings. Regular meetings of the Board shall be held on alternate months, as a minimum, or at such other time as may from time to time be fixed by the Board of Directors.

Meetings of the Board shall be open to the members of the Corporation.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 President

The President shall preside at Board meetings. In the absence of the President, the First Vice-President shall act as the President. During the absence of the President, the First Vice-President shall act as President. If the First Vice-President is absent, the Second Vice-President shall act as President. If no Vice-President is present, the Board may appoint another director to serve as President for the purpose of the meeting.

3.05 Voting and Quorum

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second or casting vote. Quorum for Board meetings shall be five (5) Directors.

3.06 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the

meeting. A Director participating by such means is deemed to be present at that meeting.

SECTION 4 – FINANCIAL

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Signing Officers

The Board shall by resolution from time to time designate a minimum of two officers as signing authority for the Corporation's accounts. All Corporation cheques must be signed by any combination of two signing officers.

4.03 Financial Year

The financial year of the Corporation ends on June 30 of each year or on such other date as the Board may from time to time by resolution determine.

SECTION 5 – OFFICERS

5.01 Officers

The Board shall appoint from among the Directors, a President who shall preside at all Member and Board meetings and shall be an ex-officio member of all committees. The Board may also appoint any other Director to be First Vice-President, Second Vice-President, Secretary and Treasurer at its first meeting following the annual meeting of the Corporation. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- the Officer's successor being appointed,
- the Officer's resignation, or
- such Officer's death.

5.03 Duties of Officers

President and Vice-Presidents

The President shall, when present, preside at all meetings of the members of the Corporation and the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President, with the Secretary or other officer appointed by the Board for the purpose, shall sign all by-laws and membership certificates. During the absence or inability of the President, their duties and powers may be exercised by the First Vice-President, and in their absence by the Second Vice-President, and if a Vice-President or such other director as the Board may from time to time appoint for the purpose, exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

Secretary

The Secretary shall be ex officio clerk of the Board. They shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. They shall give all notices required to be given to members and to directors. They shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which they shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and shall perform such other duties as may from time to time be determined by the Board.

Treasurer

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account for a period of seven (7) years and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board. They shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of him/her, an account of all his transactions as Treasurer, and of the financial position of the Corporation. They shall also perform such other duties as may from time to time be determined by the Board of Directors.

5.04 Duties of Other Officers

The duties of all other officers of the Corporation shall be such as the term of their engagement call for or the Board of Directors requires of them.

SECTION 6 – PROTECTION OF DIRECTORS AND OTHERS

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for, or on behalf of, the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of, or belonging to, the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the Act and the Corporation's articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

SECTION 7 – CONFLICT OF INTEREST

7.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of the Board during which the contract or transaction is discussed, or vote on any resolution to approve any such contract or transaction.

SECTION 8 – MEMBERS

8.01 Eligibility

Membership may be granted to any person, firm or corporation interested in the problems and welfare of the residents and users of Lake Panache and vicinity, including tenants of property located on Lake Panache.

Membership in the Corporation shall not commence until the appropriate membership fees or current annual fees have been paid up in full. In the absence of extra-ordinary circumstances, as shall be determined by a majority vote of the Board of Directors of the Corporation, a member's rights and privileges in the Corporation shall automatically lapse if the member's annual fees are not paid up within the time period set down by the Board of Directors for paying such annual fees.

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

8.02 Privileges of Membership

All members, together with all members of their immediate family, (including sons, daughters, parents and grandparents), shall be entitled to participate in all activities of the Corporation save and except for the purpose of voting on any Resolution, by-law or election of officers of the Corporation.

8.03 Fees

The Board will establish Membership criteria and fees.

The Board may from time to time establish a fee to be paid for participation in any activity sponsored by the Corporation.

8.04 Disciplinary Act or Termination of Membership for Cause

- a. Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws.
- b. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

SECTION 9 – MEMBERS' MEETINGS

9.01 Annual General Meeting

The annual general meeting shall be held on a day and at a place, including by electronic means, within Ontario fixed by the Board. Members shall receive not less than fifteen (15) business days prior to the meeting, a copy of the approved financial statements, and any other information related to the meeting or as required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;

- d. reports from Directors and Officers;
- e. election of Directors;
- f. confirmation of the Acts of the Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Corporation prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board must call a special meeting on written requisition by at least ten (10) per cent of the members. Such meeting must be held within twenty-one (21) days after receiving the requisition unless the Act provides otherwise.

9.03 Notice of Meeting

Subject to the Act, not less than fifteen (15) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and each Director. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is not less than nine (9) members. Members are entitled to vote at the meeting, whether present in person or by proxy. A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

9.05 Chair of the Meeting

The President shall be the chair of the Members' meeting. In the President's absence, the First Vice-President shall preside. In the absence of the President and First-Vice President, the Second Vice-President shall preside. In the absence of the President and Vice-Presidents, the Members present at any Members' meeting shall choose another Director as president and if no Director is present or if all of the Directors present decline to act as president, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes

unless otherwise required by the Act or the By-law provided that:

- a. each Member, either in person or by proxy, shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

The President may, with the majority consent of any Members' meeting, adjourn the same from time to time. The Members must be provided with notice of the adjourned meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, and proxy holders, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the President of the meeting or with the majority consent of the Members present at the meeting.

SECTION 10 – NOTICES

10.01 Services

Any notice required to be sent to any Member or Director shall be delivered to any such Member or Director at their latest address (physical or electronic) as shown in the records of the Corporation or if no address be given then to the last address of such Member or Director known to the Corporation; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 12 – DISSOLUTION

12.01 Dissolution of the Corporation

In the event the Corporation should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization with similar objects in the province or elsewhere in Canada as directed by the members.

SECTION 13 – ADOPTION AND AMENDMENT OF BY-LAWS

13.01 Amendments to By-Laws

No amendment to these by-laws shall be valid unless passed by two-thirds of the members of the Board present at a meeting to be called for the purpose of considering such amendment, and until ratified by a simple majority at a general meeting of the Corporation called for the purpose of considering and approving such by-laws.

Approval History

- 1) Passed by a vote of seven out of nine Directors (two Directors were absent) at a meeting of the Board of Directors of the Lake Panache Campers Association Inc. on June 4, 2024.