

LPCA



Lake Panache Campers Association Inc.

July 2, 2024

Dear Member:

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Lake Panache Campers Association Inc. will be held as follows:

Date: Saturday, July 27, 2024
Time: 12:00 – 1:00 P.M. (prior to the Annual Panache Picnic)
Location: Mountain Cove Lodge
Lake Panache

The Annual General Meeting includes the following agenda items:

1. Call to Order, Meeting Notice and Minutes of the 2023 Annual General Meeting
2. President's Report
3. Treasurer's Report
4. Membership Report
5. Lake Stewardship Committee Report
6. Election of three (3) Directors
7. Consideration of amended Articles of Incorporation and new By-Law of the Association (see background on next page)
8. New Business
9. Confirmation of the Acts of the Directors
10. Questions from the Floor
11. Adjournment

Stuart Greaves
President



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Item 7. Amended Articles of Incorporation and New By-Law for the Lake Panache Campers Association Inc.

Background

Ontario's *Not-for-Profit Corporations Act, 2010 (ONCA)* provides Ontario not-for-profit corporations, including charitable corporations, with a modern legal framework to meet the needs of today's not-for-profit sector. It sets out how not-for-profit corporations are created, governed and dissolved.

As of October 19, 2021, *ONCA* is in force. *ONCA* generally applies automatically to all Ontario not-for-profit corporations, including the Lake Panache Campers Association Inc. (Association).

Existing not-for-profit corporations previously governed under the *Corporations Act* will have a three-year transition from the date *ONCA* came into force to make any necessary changes to their incorporating and other documents to bring them into conformity with *ONCA*.

The Association must comply with *ONCA* as of October 19, 2024.

Compliance with *ONCA* is required for the Association to secure any type of government funding.

Amended Articles of Incorporation and New By-Law for the Association

To comply with *ONCA*, the Association must amend its Articles of Incorporation and amend its By-Law.

The Board of Directors created a committee of Board members and an external member who reviewed the *ONCA* requirements and identified the required amendments to our original Articles of Incorporation, previously known as Letters Patent, and our By-Law.

The Committee presented the amended Articles of Incorporation and a new By-Law to the Board of Directors at its June 4, 2024, meeting. In accordance with our current By-Law, any amendments to our By-Law must first be approved by a two-thirds majority of the Board of Directors and then approved by a simple majority of members at the Annual General Meeting.



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The amended Articles of Incorporation and the new By-Law were approved by unanimously by the seven members of the Board of Directors in attendance at the June 4, 2024, meeting, thus meeting the requirement in our By-Law.

The amended Articles of Incorporation and new By-Law will be presented to the members for consideration at the 2024 Annual General Meeting on July 27, 2024.

Amendments to the Articles of Incorporation

The Board is proposing amendments to two sections of the Articles of Incorporation:

1) Objects

The revised Objects better reflect the Association's current activities.

2) Special Provisions

The revised Special Provisions include clauses specifically required for ONCA compliance.

The changes to the Articles of Incorporation are highlighted in yellow in the proposed revisions.

New By-Law for the Association

The Committee secured a copy of a by-law developed by a lawyer for a not-for-profit corporation similar to the Association to comply with ONCA and used it as a template for our new By-Law.

The Committee used the template and inserted the provisions of our current By-Law into the new template to ensure ONCA compliance.

The only substantive change made to the By-Law was to remove the requirement that the Board of Directors approve all new member applications. The Board did not feel this was necessary.



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Copies of the Amended Articles of Incorporation and New By-Law

The amended Articles of Incorporation and new By-Law are available for download from the Association's website at www.lakepanachecampers.com/2024agm.

Printed copies will be available at the Annual General Meeting.

The Board of Directors note that the amended Articles of Incorporation and the new By-Law were not reviewed by a lawyer. The Board is confident that the revised documents meet the *ONCA* requirements.

Proposed Motions at the Annual General Meeting

The Board of Directors will be proposing the following motions at the Annual General Meeting:

That the members of the Lake Panache Campers Association Inc. approve the amended Articles of Incorporation of the Lake Panache Campers Association Inc., effective July 27, 2024.

That the members of the Lake Panache Campers Association Inc. approve the new By-Law of the Lake Panache Campers Association Inc, effective July 27, 2024.

Next Steps

Should the members approve the two motions, the Board of Directors will submit the amendments to the Articles of Incorporation to the Government of Ontario to update our Articles of Incorporation. The new By-Law will come into effect immediately.

Questions

If members have any questions regarding the amended Articles of Incorporation and the new By-Law prior to the Annual General Meeting, please send them to info@lakepanachecampers.com.



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