

Terms of Reference
Horn Lake Property Owners' Association

Part 1 – INTERPRETATION AND APPLICATION

1.1 Name

Horn Lake Property Owners' Association was formalized on August 21, 1977 under the Incorporations Act of Ontario.

1.2 Jurisdiction

The Association encompasses properties which have frontage on Horn Lake within the townships of Strong, Magnetawan and Ryerson within the District of Parry Sound.

1.3 Definitions

In this by-law and all other rules, regulations and policies of Horn Lake Property Owners' Association, unless the context otherwise requires:

“Act” means the Canada Not-For-Profit Corporations Act, S.C. 2009 as from time to time amended and any replacement statute subsequently enacted by whichever law is applicable to the Organization at the time. The term “Act” shall also encompass any corporation's regulations pursuant to the Act.

“Chairperson” means the person chosen to chair the meeting. The President shall be the chairperson of Executive Committee meetings and/or Voting Delegates and shall preside at all regular meetings, Annual general Meetings (AGM) or Special General Meetings (SGM). In the absence of the President, the Vice-President or designate shall preside.

“Director” or “Officer” means the President, Vice-President, Secretary, Treasurer or any other individual occupying a position on the Executive Committee with defined functions.

“Voting Member” means any adult who is a registered landowner within the jurisdiction, their immediate family a member who has paid in full their membership dues for the current year. Paid by the AGM to AGM (fiscal year)

“Non-Voting Member” means any adult who is a supporter of Horn Lake but not necessarily within the jurisdiction.

“Annual General Meeting” otherwise referred to AGM, is a public yearly gathering of Members and interested members / supporters of the Horn Lake Association.

“Notice in Writing” includes notice delivered by mail, electronically or by any method which results in a copy of the notice arriving at the last known mailing address or e-mail address

of the person whom the notice is intended. The Notice shall include sufficient information for the attendees to be able to make reasonable decisions.

“Ordinary Resolution” means a resolution passed by a majority not less than 50% plus 1 of the votes cast for resolution.

“Quorum” means the number of people needed to be present at any meeting in order to conduct the business of the Organization. Quorum is met with 10% of the voting membership present.

“Special General Meeting”, otherwise referred to as SGM, means a meeting outside of regular meetings called by the Executive Committee and/or by 1% or more of voting members.

“Special Resolution” means a resolution passed by a majority not less than two thirds (2/3) of the votes cast for the resolution.

“Supporter” means any individual who is not a member of the Association but is an advocate for Horn Lake.

“Voting Delegates” means the members of the Executive Committee and their representatives who make up the voting members at the Annual General Meeting and Special General Meetings.

Part 2 – BYLAWS

2. Authority of Directors

2.1 The Executive Committee has the authority to sign in the name of the Association all instruments in writing or electronically or may designate an individual to do so on its behalf.

2.2 The Executive Committee has the authority to give guarantees only by ordinary resolution of the Membership.

3. Composition of the Association Executive

3.1 The Executive Committee shall consist of no fewer than four (4).

3.2 Members of the Executive Committee shall be elected for a term of two (2) years from the end of the AGM following which any Members of the Executive Committee may be elected be re-elected for an additional two (2) year term with membership.

3.3 Voting shall be conducted at the Annual General Meeting or within a 30-day period prior to the meeting. The election must be ratified at the AGM by ordinary resolution of the Voting Delegates.

3.4 A Director shall cease to be an Executive Committee Member when:

a) The Director resigns from the Executive Committee by delivering notice in writing to the Secretary, in which case the resignation be effective on the date specified in the letter of resignation or, in the absence of such date, the date the resignation is accepted by the Executive Committee.

b) The Director is removed from office through ordinary resolution.

c) The Director vacates. Or is deemed to have vacated the position of Director or when he/she withdraws.

d) Or if the Director dies.

3.5 If a vacancy occurs, the Voting Delegates may hold a vote electronically or at a Special General meeting or the Nominating Committee may recommend to the Board an individual to fill the vacancy by appointment with a new Director from the date of the vacancy until the next AGM.

3.6 Each member of Executive Committee, including the chairperson, has one vote. Questions arising at any meeting and requiring a vote shall be decided by ordinary resolution of those present and voting.

3.7 Any decisions taken during an Executive Committee meeting may be made by consensus except a decision taken by special resolution. If consensus cannot be reached, then the decision shall be made by ordinary resolution.

3.8 The Executive Committee shall meet in conjunction with the Annual General meeting and at least four times outside of the AGM. Meetings may be scheduled at the call of the Chairperson. The AGM shall take place at least once annually.

3.9 No remuneration shall be paid to any elected or appointed Executive Committee Member, or to any person acting in a volunteer capacity including on committees.

3.10 Reasonable out-of-pocket expenses may be paid in accordance with Policy to elected or appointed Executive Committee, members and volunteers performing duties or attending meetings as authorized by the Executive Committee or its delegate.

4.0 Election of Executive Committee:

4.1 The election of Directors to the Executive Committee shall be by ordinary resolution at the Annual General Meeting.

4.2 Voting for the positions of Executive Committee Members is conducted by may be done in person or electronically. Voting decisions are made by ordinary resolution.

4.3 The President and Vice President shall be elected individually for a two (2) year term by ordinary resolution at the Annual General Meeting and may be re-elected for an additional two (2) year term with membership. All remaining Executive Committee Members shall be appointed by the Executive Committee for a minimum two-year term.

4.4 An individual shall cease to be an Officer, when

a) The Executive Committee, by ordinary resolution, votes for the individual's removal for actions that are deemed to be in violation of the Horn Lake Property Owners' Association Bylaws or Policies.

b) The Director resigns by notice in writing, in which case the resignation shall be effective on the date specified in the notice of resignation. In absence of such date, on the date the resignation is accepted by the Executive Committee.

c) The Director vacates, or is deemed to have vacated, the position of Director.

5.0 Quorum and Bylaws:

5.1 The Annual General Meeting or Special General Meeting shall be conducted in accordance with these Bylaws. In order to conduct the business of the Organization, quorum is met with 10% of the voting membership present.

5.2 The Executive Committee shall submit the bylaw, amendment or repeal to the members of the next Annual General Meeting or Special General Meeting. The members may, by special Resolution, confirm, reject or amend the Bylaw, amendment or repeal.

5.3 Notice shall be sent to the membership at least twenty-one (21) days prior to the meeting.

5.4 These Bylaws come into effect following approval by special resolution and upon coming into force these Bylaws shall be consolidated general bylaws for Horn Lake Property Owners' Association.

5.5 There are two (2) classes of membership: Voting Members and Non-voting Members.

5.6 Voting Members are entitled to receive notice of and attend all meetings of members either in person or electronically, and shall be entitled to one (1) vote at meetings.

5.7 Voting Delegates are elected by members in good standing to represent them at relevant meetings.

5.8 Non-Voting Members shall not have the right to vote although they have the right to attend meetings, either in person or electronically. Non-Voting Members have the right to vote on issues that impact Non-Voting Memberships by special resolution.

5.9 A record of all Voting Members shall be kept by the Treasurer.

6.0 Membership Fees:

6.1 Membership fees shall be set and approved at the Annual General Meeting by ordinary resolution. The AGM is the date of annual renewal for membership fees.

6.2 A Member ceases to be a Voting Member when their membership fees exceed 30 days past renewal date.

7.0 Financial Disclosure:

7.1 The Treasurer will manage expenses and payables by using the Horn Lake Property Owners' Association bank account and manage petty cash payments.

7.2 All cheques will be signed by both the Treasurer and the President.

7.3 The Treasurer shall submit financial statements as at the end of the previous fiscal year.

7.4 The Treasurer shall review the financial statements at the Annual General Meeting.

8.0 Legal Liability:

8.1 The Executive Committee or any of its members acting on behalf of the Association is not liable for his/her actions whether it be in fire control, pollution control, or whatever, excepting those actions which come under the Criminal Code of Canada.

President - Accountabilities & Responsibilities:

- Act as the voice of both the Executive Committee and Horn Lake Property Owners' Association
- Chair Executive Committee Meetings, the Annual General Meeting and any Special General Meetings
- Set agendas for Executive Committee Meetings, Annual General Meeting and Special General Meetings
- Ensure Executive Committee goals and objectives are met
- Liaise and build relationships with local public officials

Vice - President - Accountabilities & Responsibilities:

- The Vice-President shall be a learning position shadowing the current President
- Act as Chair in the absence of the President
- Assist in achieving Executive Committee goals and objectives
- Commence building relationships with local public officials

Secretary - Accountabilities & Responsibilities:

- Responsible for record keeping of Executive Committee Meetings, the Annual General Meeting and any Special General Meetings
- Send meeting announcements, distribute copies of minutes and/or Agendas
- Maintain list of members

Treasurer - Accountabilities & Responsibilities:

- The Treasurer maintain corporate records and ensure annual financials are filed on behalf of the Horn Lake Property Owners' Association
- Maintain list of Voting Membership
- Make financial information available to Executive Committee and Voting Members