

**PREAMBLE TO THE BIG RIDEAU LAKE ASSOCIATION
GENERAL BY-LAWS**

The Big Rideau Lake Association (BRLA) has roots back to 1911. In 1922, several families with property on Big Rideau Lake formed the Rideau Lakes Protective Association with the objectives of buoying the shoals, stocking the lake and “having a voice in things”. In 1968, this organization was incorporated as “Big Rideau Lake Association” At the 2006 Annual Meeting of Members, the Mission of the BRLA was updated.

*The **BRLA Mission** is as follows:*

The Big Rideau Lake Association is dedicated to building a strong community in a safe and healthy environment on and around Big Rideau Lake.

*The **BRLA Objectives** are as follows:*

- 1. Preserve the natural environment of the lake for future generations to enjoy;*
- 2. Promote the safety of the lake as a recreational environment through programs such as the placing of shoal markers;*
- 3. Ensure appropriate use and development of the lake by monitoring legislative and regulatory activity, and private development, and advocating the interests of our members; and*
- 4. Foster a sense of community in members of all ages through recreation and social programs.*

**THE BIG RIDEAU LAKE ASSOCIATION
GENERAL BY-LAWS**

**Approved as amended by resolution of the Board of Directors
at a meeting on November 28, 2023
and to be ratified by the Members at the next Special Meeting**

SECTION 1 – GENERAL

1.01 Head Office. The Head Office of the Big Rideau Lake Association in these By-laws (referred to as the “Corporation” or “BRLA”), shall be within a township bordering on Big Rideau Lake in the Province of Ontario and at such place therein as may be determined from time to time by the Board of Directors.

1.02 Governance. The affairs of the Corporation shall be managed by a Board of Directors (in these By-laws called the "Board" or the "Board of Directors") constituted as herein provided and by an Executive Committee thereof, if any, established pursuant to these By-laws.

1.03 By-laws

1.03.01 The Board shall have power to make additional By-laws from time to time, or to repeal, amend or re-enact any By-laws; and subject as hereinafter provided that every such By-law and every such repeal, amendment or re-enactment shall, unless meanwhile confirmed at a Special Meeting of the Corporation duly called for that purpose, have force only until the next Annual General Meeting of the Corporation unless confirmed thereat and in default of the confirmation at such Annual Meeting, shall at and from that time only, cease to have force.

1.03.02 No By-laws altering or purporting to alter the name of the Corporation or otherwise to amend or purporting to amend the Letters Patent under which incorporation of the Corporation was granted, shall be in force or acted upon until sanctioned by two-thirds of the votes cast by Members entitled to vote at a Special Meeting of the Corporation specifically called to consider same.

1.03.03 Notice shall be given, in the manner described in Section 3.02 of these By-laws, of any changes to these By-laws proposed for ratification or adoption at any Annual or Special Meeting of the Corporation, provided that the omission to notify a Member or the non-receipt of such notice by a Member shall not invalidate the ratification or adoption of the changes proposed.

SECTION 2 – MEMBERS

2.01 Membership. The Corporation shall consist of one class of membership called a "Family Membership" as described in this section:

2.01.01 Definition. Membership includes a family unit of up to two (2) adults and their respective children and grandchildren, both up to the age of 25 years.

2.01.02 Eligibility. Membership is attained upon payment of dues and the acceptance by the Board of the annual application for membership by seasonal or permanent residents or boaters of the Big Rideau Lake in Ontario, its included lakes (such as Adam Lake) bays and inlets, lying between the Narrows Lock and Poonamalie Lock of the Rideau Canal System.

2.01.03 Rights and Privileges:

2.01.03.01 Each Member shall have one vote at Annual or Special Meetings of Members. For clarity, regardless of the number of persons within a Family Membership, each Family

Membership shall only have one vote. However, each person forming part of the Family Membership is entitled to participate in all BRLA social and recreation activities, to attend and participate in Annual or Special Meetings of Members and, any one person within a Family Membership shall be permitted to hold office on the Board or committees as permitted by law and regulation, and subject to this By-law.

2.01.03.02 Any Member, upon request, shall be provided with a copy of the approved financial statements, auditor's report and other financial information required by the Letters Patent or By-laws.

2.01.04 Annual Fees. The annual membership fee shall be fixed by resolution passed by the Board from time to time.

2.02 Termination of Membership:

2.02.01 Termination for Fees Arrears. Membership shall be terminated if fees remain in arrears by the date of the Annual Meeting of that respective year.

2.02.02 Termination for Conduct. The Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws or acting in a manner that is inconsistent or in conflict with the Mission and Objectives of the Association, upon 15 days written or emailed notice to a Member. The notice shall set out the reasons for termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination, within 10 days from receipt of the notice, by email or post. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership and the Board's decision shall be final without appeal.

2.02.03 Termination by Member Vote. Notwithstanding anything herein contained, where a Member has acted or is acting in a manner inconsistent with any of the objects for which the Corporation was incorporated, that Member's membership may be terminated by Resolution passed by a two-thirds majority of the Members present and entitled to a vote at a Special Meeting of the Corporation. Before a membership may be terminated pursuant to this section, the Member concerned shall be given an opportunity to appear or make written representations before the Members at a Special Meeting to demonstrate why their membership should not be so terminated.

SECTION 3 MEMBERS' MEETINGS

3.01 Annual General and Special Meetings:

3.01.01 Time and Place of Annual Meeting. Annual General Meetings of the Corporation shall be held at such time and place in Ontario as may be decided from time to time by the Board, and may be held virtually by electronic means.

3.01.02 Time and Place of Special Meetings. Special Meetings of the Corporation may be held at such times and places in Ontario as may be determined by the Board, may be held by virtual means, and shall be called upon the request of the Board or by requisition in writing of 15 or more Members of the Corporation.

3.02 Notice of Meetings

3.02.01 Not less than twenty (20) days' notice shall be given of any Annual General or Special Meeting of the Corporation; the notice shall be in writing, and shall be emailed or mailed by prepaid post to each Member at his last known address as shown in the records of the Corporation, and in the case of a Special Meeting shall indicate the purpose for which that meeting is called and whether it will be held in person or virtually, or both.

3.02.02 A Member may bring a motion for voting at an Annual General or Special Meeting by submitting such motion in writing by email or post to the Board no less than three weeks prior to the requisition date by which the Board must provide valid notice of such meeting.

3.02.03 No business other than that referred to in the notice of a Special Meeting shall be transacted at that meeting unless all of the Members of the Corporation entitled to vote at the meeting are present and consent unanimously to the transaction of such other business.

3.02.04 Omission to notify a Member or the non-receipt by him of notice shall not itself invalidate the proceedings or any Annual General or Special Meeting of Members, provided that notice is sent to the last known address of no less than 90% of Members.

3.02.05 Additional items raised by Members at an Annual General or Special Meeting which are not properly on the Agenda in accordance with these By-Laws may be referred to the Board for further consideration.

3.03 Agenda of Annual General Meeting. The business transacted at any Annual General Meeting of the Corporation shall include:

- (a) consideration of the minutes of the preceding Annual General Meeting or Special Meeting;
- (b) the report of the President and of the Board, including the financial statement for the year;
- (c) the Auditor's Report;
- (d) the appointment of the Accountants or Auditors to prepare and audit the accounts of the Corporation, and to serve in this role until replaced at the next Annual General or Special Meeting;

- (e) the election of Directors; and
- (f) and if a Special Meeting is also called, such other business as may be set out in the notice of the meeting.

3.04 Voting. Any questions proposed for the consideration of the Members in General Meeting shall, except as otherwise required by law or by these By-laws, be determined by a majority of the votes cast in person or by proxy, by Members entitled to vote at that meeting, each Member being entitled to cast one vote in respect thereof. Should there be an equality of votes, the Chairman presiding at that meeting shall have the casting vote.

3.05 Quorum. No fewer than the lesser of 5% of all Members or ten (10) Members shall form a quorum at any General or Special Meeting of the Corporation.

SECTION 4 BOARD OF DIRECTORS:

4.01 Number. There shall be a Board of Directors not exceeding twelve (12) and not less than six (6) in number, each of whom shall be elected at the Annual General Meeting of the Corporation from amongst the Members of the Corporation who are 21 years of age or older.

4.02 Term. Each Director shall be elected for a term of two years or until his successor is elected.

4.03 Term Limits. A Director shall be eligible for re-election immediately upon the expiration of his term of office as a Director, provided that a Director who has served three (3) consecutive terms shall not be eligible for re-election within one year of the expiration of the last of such terms.

4.04 Vacancy. Any vacancy occurring in the Board may be filled by the Board from amongst the Members of the Corporation for the remainder of the vacated term. The office of a Director shall be vacated upon:

- (a) their death or resignation;
- (b) their bankruptcy;
- (c) a determination by the Board that they are in an untenable conflict of interest; or
- (d) the termination or lapse of their membership in the Corporation.

4.05 Remuneration. Members of the Board may be reimbursed for such traveling and living or other authorized expenses as are actually and properly incurred by them in connection with the business of the Corporation, as the Board shall from time to time authorize.

4.06 Board of Directors

4.06.01 Board Roles. At the meeting of the Board immediately following each Annual General Meeting of the Corporation, the Board shall appoint, from amongst the members of the Board, the

- (a) President;
- (b) a Secretary;
- (c) a Treasurer, provided that the office of Secretary and of Treasurer may be occupied by the same person;
- (d) and Directors in charge of committees and activities as determined by the Board from time to time.

4.06.02 Executive Committee. Where there are more than six (6) Directors on the Board, the Board may establish an Executive Committee of the Board consisting of not less than three (3) of the Members thereof, and may delegate to that Executive Committee such of the powers of the Board, except those affecting the constitution or By-laws of the Corporation, as may by the Board be deemed expedient from time to time.

4.06.03 Frequency of Board Meetings. The Board shall meet at the call of the President or at the request in writing of three (3) or more of the Board members, and in any event not less than four times in each fiscal year, one such meeting to be held forthwith after the close of each Annual General Meeting.

4.06.04 Notice of Board Meetings. At least three (3) clear days' notice shall be given of meetings of the Board. Otherwise, if all Directors are present and waive notice of the meeting and consent to the transaction of business, business may be transacted at such meeting.

4.06.05 Quorum for Board Meetings. A majority of the Members of the Board shall form a quorum at any meeting of the Board.

4.06.06 Board Responsibilities. The Board may exercise such powers as are not otherwise required by Ontario legislation or by these By-laws to be exercised by the Members in a General or Special Meeting of the Members, and without limiting the generality of the foregoing, shall be authorized to:

- (a) appoint officers of the Corporation as in these By-laws provided;
- (b) supervise generally the affairs of the Corporation;
- (c) formulate the policy of the Corporation;
- (d) fix the remuneration of the Auditors;
- (e) maintain the assets of the Corporation;
- (f) consider applications for, and grant active membership in the Corporation;
- (g) establish (or dissolve) committees of the Board that it deems necessary for the execution of the Board's responsibilities provided that the terms of reference for such committees shall be agreed by resolution of the Board; and
- (h) subject to these By-laws, enact new By-laws or amend or repeal existing By-laws.

4.06.07 Voting. All questions arising for determination at meetings of the Board shall be determined by a majority vote of those members of the Board present; and the Chairman of the meeting shall not have a casting vote in the event of equality of votes.

4.06.08 Virtual attendance by telephonic or electronic means. Any Director may participate in a meeting of the Board of Directors or a committee of the Board by telephone, video or other electronic means, where technically practicable, provided that all participants may communicate adequately with each other during such meeting. A Director participating by such means shall be deemed to be present at the meeting so attended.

4.06.09 Chairman. The President or in his absence, another Member of the Board appointed by resolution of the Members of that meeting, as Chairman thereof, shall preside and act as Chairman at General and Special Meetings of the Members of the Corporation and at meetings of the Board.

4.06.10 Secretary. Subject to the general direction of the Board, it shall be the duty of the Secretary of the Corporation to have charge of all correspondence and records (except those relating exclusively to finance), to keep the minutes of Annual General and Special Meetings of the Corporation and of the Board to issue all notices of Annual General and Special Meetings of the Corporation and of the Board , and to perform such other duties as may be assigned to the Secretary by the Board from time to time.

4.06.11 Treasurer. Subject to the general direction of the Board, it shall be the duty of the Treasurer of the Corporation to supervise the collection of annual fees and to keep a record of Members in good standing from time to time, to keep a full, correct and clear record of the financial transactions of the Corporation together with supporting vouchers thereof, to advise the Secretary and the Director responsible for Membership of the names of all Members including whose membership have terminated, to prepare a statement duly audited by the Auditors and to submit the same for presentation at the Annual General Meeting of the Corporation, and to perform such other duties as may be assigned to the Treasurer from time to time.

4.06.12 Indemnification of Directors and Officers. All Directors and officers of the Corporation shall be indemnified by the Corporation for liability in the course of their duties, and by way of the annual purchase of an insurance policy sufficient to protect the members of the Board of Directors from liability, as determined by the Board from time to time.

4.06.13 Conflict of Interest. Every member of the Board of Directors shall declare to the Secretary of the Board any real or apparent conflict of interest that such Director may have involving any interest or business of the Corporation and such member must recuse themselves from participating in board activities or business where such exists. Failure to do so shall render the Director subject to termination pursuant to subsection 2.02.02.

SECTION 5. FINANCIAL AND ADMINISTRATIVE MATTERS

5.01 Fiscal Year. The fiscal year of the Corporation shall be the twelve month period ending the 31st day of December in each calendar year, or such other date as may from time-to-time be approved by the Board.

5.02 Borrowing. The Board shall be empowered to borrow money from chartered banks of Canada upon the credit of the Corporation, either by creating an overdraft or otherwise, or to issue promissory notes or other negotiable paper, to assign, transfer or hypothecate, mortgage or pledge any or all of the assets of the Corporation, and to secure any monies so borrowed including interest thereon, provided that two-thirds of the votes cast by the Members of the Corporation entitled to vote at a meeting of the Corporation duly called to consider such actions are so in favour.

5.03 Execution of Documents. The Board may from time to time authorize any one or more of its Directors, officers or employees of the Corporation, on behalf of the Corporation, to draw, make, sign, accept, endorse, execute, certify and issue cheques, promissory notes (where permitted), bills of exchange, bills of lading and other negotiable or transferable instruments or other agreements and documents, and the same and all renewals thereof or substitutions therefor so signed shall be binding upon the Corporation. The Board may from time to time direct the manner in which, and the person by whom, a particular document or type of document may be executed.