

AMENDED

LAKE WAH-WASH-KESH

CONSERVATION

ASSOCIATION

CONSTITUTION

**For approval by the membership at the Annual General Meeting at
Lake Wahwashkesh on 2005-07-30**

The objects for which the corporation is incorporated are:
Objets pour lesquels l'association est constituée:

To promote the conservation of the natural resources of Lake Wah-Wash-Kesh in the Township of McKenzie, in the District of Parry Sound and to protect and improve the natural environment of the Lake for the benefit of all users; and,

To protect and promote the property interests of landowners on Lake Wah-Wash-Kesh or located nearby.

The special provisions are/Dispositions particulières:

For the above objects the corporation shall have the power to accept donations, gifts, legacies and bequests.

The corporation shall be carried on without the purpose of gain for its members, and any profit or any accretion to the corporation shall be used in promoting its objects.

The directors and those directors who also serve as officers shall serve as directors and officers without remuneration and no director shall directly or indirectly receive any profit or remuneration in any capacity whatsoever from his/her position as director; provided that a director or officer may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

Three Five directors shall form a quorum for the transaction of business by the Board of Directors. **The Board consists of eight (8) directors.**

The directors of the corporation shall be elected and shall retire in rotation. ~~At the first annual meeting of members for the election of directors, two directors shall be elected to hold office for a term of one year from the date of their election or until the first annual meeting, whichever shall first occur, and three directors shall be elected to hold office for a term of two years from the date of their election or until the second annual meeting after such date, whichever shall first occur.~~ At each annual meeting thereafter a number of directors equal to the number of directors retiring in such year [**four (4) in one year and three (3) in the next year**] shall be elected for a term of two years or until the second annual meeting after their election, whichever shall first occur.

BY-LAW NUMBER 1

A by-law relating generally to the transaction of the affairs of Lake Wah-Wash-Kesh Conservation Association.

BE IT ENACTED as a by-law of Lake Wah-Wash-Kesh Conservation Association as follows:

INTERPRETATION

1. In this By-law and all other by-laws and special resolutions of the corporation, unless the context otherwise requires:

“Act” means The Corporations Act of Ontario, and any act that may be substituted therefor, as from time to time amended;

“Letters Patent” means the Letters Patent incorporating the corporation dated 1994-03-04 as from time to time amended by Supplementary Letters Patent;

“Board” means the Board of Directors of the corporation;

“By-laws” means the corporation incorporated under the Act by Letters Patent and named Lake Wah-Wash-Kesh Conservation Association;

“Meeting of members” include an annual meeting of members and a special meeting of members;

Words importing the singular number, the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts, unincorporated organizations and any number of aggregates of persons.

HEAD OFFICE

2. The head office of the corporation shall be at the Township of McKenzie, District of Parry Sound, Province of Ontario, and at such place therein as the directors may from time to time determine. **The mailing address of the corporation shall be the address of the current Secretary or as determined by the Board.**
3. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the corporation.

BOARD OF DIRECTORS

4. The affairs of the corporation shall be managed by a Board of Directors consisting of ~~five~~ **eight (58)** persons, each of who at the time of his election, or within ten (10) days

thereafter and throughout his term of office, shall be a member of the corporation. **One of these persons shall be the Past-President.** If a person ceases to be a member of the corporation then he shall no longer be a director. The election of-directors at the annual meeting may be by a show of hands unless a ballot be demanded by any member. **The Past-President's position is a non-elected director who shall continue until such time as the current President steps down from office, and becomes the new Past-President.** The members of the corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at the meeting, elect a person in his stead for the remainder of his term.

VACANCIES, BOARD OF DIRECTORS

5. Vacancies on the Board of Directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors as they shall see fit to do so, and if not so filled, such vacancies shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of the director's predecessor in office. If the number of directors is increased between the terms, a vacancy or vacancies to the number of the authorized increase, shall thereby be deemed to have occurred, and may be filled in the manner above provided.

A director may resign his office by notice in writing delivered or sent to the secretary of the corporation and such resignation shall be come effective on receipt thereof or on such later date as specified in such notice.

QUORUM AND MEETING, BOARD OF DIRECTORS

6. ~~Three~~ **Five** directors shall form a quorum for the transaction of business. Except as otherwise required by law the Board of Directors may hold its meetings at such other place or places as it may from time to time determine. Directors' meetings may be formally called by the President or Vice President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or ~~telegraphed sent by electronic mail~~ to each director not less than three days before the meeting is to take place or shall be mailed to each director not less than ten days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Board meeting may also be held without notice immediately following the annual meeting of the corporation. The directors may consider or transact any business either special or general at any meeting of the Board.

ERRORS IN NOTICE, BOARD OF DIRECTORS

7. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

8. Questions arising at any meeting of directors shall be decided by a majority of votes, and the President **and Past-President** may vote on any question. In any case of equality of votes, the question shall be lost. All votes at any such meeting shall be taken by ballot, if so demanded by any director present, but if no demand be made the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in minutes shall be admissible evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

In the absence of the President, his duties may be performed by the Vice President or such other director as the Board may from time to time appoint for the purpose. The Vice President will also perform such other duties as may be determined from time to time by the Board.

POWERS

9. The directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the corporation is, by its Charter or otherwise, authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stock, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the corporation, for such consideration and upon such terms and conditions as they may deem advisable.

REMUNERATION OF DIRECTORS

10. The directors and those directors who also serve as officers shall serve as directors and officers without remuneration and no director shall directly or indirectly receive any profit or remuneration in any capacity whatsoever from his position as director, provided that a director or officer may be paid reasonable expenses incurred by him in the performance of his duties.

TERMS OF OFFICE

11. The term of office of a director shall be two years, ~~except that the first elections of the directors upon incorporation shall be of two directors for one year and three directors for two years.~~ A director may stand for more than one term of office. **The term of office for the Past-President shall continue until such time as the President steps down from office, and becomes the new Past-President.**

CONFLICT OF INTEREST

12. Any possible conflict of interest on the part of a director shall be disclosed to the Board. When any such interest becomes a matter of Board action, such director shall not vote or use personal influence on the matter and shall not be counted in the quorum for a meeting at which Board action is to be taken on the interest. The director may, however, briefly state a position on the matter and answer pertinent question of Board members. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

OFFICERS OF THE CORPORATION

13. There shall be a President, Vice President, Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board of Directors may determine by resolution from time to time. One person may hold more than one office except the offices of President, ~~and~~ Vice President **and Past-President.** The President and Vice President shall be elected by the Board of Directors from among their number at the first meeting of the Board after incorporation and thereafter at each annual meeting of the Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the corporation shall be elected by the Board of Directors but need not be members of the Board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board. In the event of a vacancy in any office for which a person has been elected by the Board of Directors, such vacancy shall be filled by a further election by the Board.

REMOVAL OF OFFICER

14. Any officer may be removed by the Board whenever, in its judgement, the best interests of the corporation would be served but without prejudice to the contract rights, if any, of the officer. The President or Vice President of the corporation ceases to be an officer if he ceases to be a director of the corporation.

DUTIES OF THE PRESIDENT AND VICE PRESIDENT

15. The President shall, when present, preside at all meetings of all members of the corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs of the operation of the corporation. The President and 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, his duties and powers may be exercised by the Vice President and if the Vice President, or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF THE SECRETARY

16. The Secretary shall be ex officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and **in a timely manner** record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF THE TREASURER

17. 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 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 of Directors. He shall disburse the funds of the corporation under the direction of the Board of Directors taking proper vouchers therefor and shall render to the Board of Directors, at the regular meeting thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the corporation. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF OTHER OFFICERS

18. The duties of all other officers **including the Past-President** of the corporation shall be such as the terms of the engagement call for or the Board of Directors requires of them.

EXECUTION OF DOCUMENTS

19. Deeds, transfers, licences, contracts and engagements on behalf of the corporation shall be signed by either the President or the Vice President and by the Treasurer, and the President shall affix the seal of the corporation to such instruments as require the same.

Contracts in the ordinary sense of the corporation's operations, up to a monetary limit per contract, determined from time to time by the Board, may be entered into on behalf of the corporation by the President, Vice President, Treasurer or by any person authorized by the Board. Each contract in the ordinary sense beyond the said monetary limit shall be signed by two of the following: the President, the Vice President or Treasurer.

The President, Vice President, directors, Secretary or Treasurer, or any one of them or an person or persons from time to time designated by the Board of Directors, may transfer any and all shares, bonds or other securities from time to time standing in the name of the corporation in its individual or any other capacity or as trustee or otherwise, and may accept in the name and on behalf of the corporation transfers of shares, bonds or other securities from time to time transferred to the corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers or shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the corporation, the Board of Directors may, at any time by resolution, direct the manner in which, and the person or persons by whom any particular instrument, contract or obligations of the corporation may or shall be executed.

BOOKS AND RECORDS

20. The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

STANDING COMMITTEES

21. The Board may appoint standing committees as required whose terms of reference shall be as delegated, but no commitment shall be given without Board approval by resolution.

MEMBERS

22. The applicants for the incorporation of the corporation shall be members. Subject to the provisions set out herein, such other individuals may be admitted as members by a resolution of the Board of Directors. No person may be a member of the corporation unless that person is at least 18 years of age and resides within the Townships of **McKenzie or Burton**, in the District of Parry Sound, in the Province of Ontario either permanently or on a seasonal basis.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations, partnerships and other legal entities may vote through a duly authorized proxy.

Any member may resign by sending notice of such resignation in writing addressed to the Board of Directors of the corporation, and such resignation shall be effective in accordance with its terms.

Upon thirty (30) days notice in writing to a member of the corporation, the Board may pass a resolution authorizing the removal of such member as a member of the corporation and thereupon such person shall cease to be a member. Any such member may reapply for membership in the corporation.

A membership fee may be set by resolution of the Board of Directors.

DUES

23. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The secretary shall notify the members of the dues or fees at any time payable by them and, if they are not paid within thirty (30) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the corporation, but any such members may, on payment of all unpaid dues or fees together with interest on such amount unpaid at the rate of one percent (1%) per month (12% annually), be reinstated by vote of the Board of Directors.

ANNUAL OR OTHER MEETINGS OF MEMBERS

24. The annual or any other general meeting of the members shall be held at a location on Lake Wah-Wash-Kesh during the months of July or August in any year.

At every annual meeting, in addition to any other business that may be transacted the report of the directors, the financial statement and the report of the auditor shall be presented and the required number of directors elected, and an auditor appointed and the remuneration of the auditor shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President or Vice President shall have the power to call, at any time, a general meeting of the members of the corporation. Notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid regular mail to the last known address of the member in the records of the corporation ten (10) days before the time fixed for the holding of such meetings, and by posting the said notice up for at least ten (10) days before the time fixed for the holding of such meeting in six (6) of the most public places in the immediate neighbourhood of Lake Wah-Wash-Kesh and Whitestone Lake.

ERROR OR OMISSION IN NOTICE

25. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, to the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer, it shall be his last address recorded on the books of the corporation.

ADJOURNMENT

26. Any meetings of the corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

27. A quorum for the transaction of business at any meeting of members shall consist of not less than one-quarter of the members present in person.

VOTING AT MEETINGS OF MEMBERS

28. Subject to the provisions, if any, contained in the Letters Patent of the corporation, each member of the corporation shall at all meetings of members be entitled to one vote. Every member, including a corporate member, entitled to vote at meetings of members may, by means of a proxy, appoint a person who need not be a member as his nominee to attend and act at the meeting in the manner, to the extend and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the member entitled to vote or his attorney authorized in writing, or, if the member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized, and ceases to be valid one year from its date. Subject to the requirements of The Corporations Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the chairman of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

At all meetings of members every question shall be decided by a majority of the votes of all members present in person or represented by proxy, unless otherwise required by the by-laws of the corporation or by law, or unless the question to be decided is to change a by-law of the corporation in which case such question shall be decided by a two-thirds majority of the said votes. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Unless a poll be demanded, a declaration by the chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the corporation shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given and such a poll shall be taken in such manner as the President shall direct and the result of such a poll shall be deemed the decision of the corporation in general meeting. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the question shall be lost.

FISCAL YEAR

29. Unless otherwise ordered by the Board of Directors the fiscal year of the corporation shall terminate on the 31st day of December in each year.

INDEMNIFICATION

30. Every director and officer of the corporation and his heirs, executors and administrators, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation only from and against:

- (i) All costs, charges and expenses, whatsoever such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office;
- (ii) All other costs, charges and expenses he sustains or incurs in or about or in relation to the affairs of the corporation

except such costs, charges or expenses as are occasioned by his own negligence or default or failure to act honestly and in good faith with a view to the best interests of the corporation.

PARLIAMENTARY AUTHORITY

31. The rules contained in Robert's Rules of Order, newly revised, shall govern in all cases wherein they are not superseded by the by-laws or special rules of order. All matters addressed in this by-law shall prevail over subsequently enacted by-laws in the event of conflict.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

32. The securities of the corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the corporation signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, and such authority-may be general or confined to specific instances.

NOTICE

33. Whenever, under the provisions of the by-laws of the corporation, notice is required to be given, such notice may be given either personally or ~~telegraphed sent by electronic mail~~ or by depositing same in a post office or a public letter box in a prepaid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid, or if ~~telegraphed sent by electronic mail~~ shall be held to be sent ~~when the same was handed to the telegraph company or its messenger on the day of transmission.~~

DISSOLUTION

34. Upon dissolution of the corporation and after payment of all debts and liabilities, its remaining property and assets shall be distributed and disposed of to charitable organizations, which carry on work solely in Ontario.

CONFLICT WITH OTHER BY-LAWS

35. The provisions of this by-law shall prevail over any other bylaws enacted by the corporation in the event of any conflict.

BY-LAW NUMBER 2

A BY-LAW RESPECTING THE BORROWING OF MONEY BY THE CORPORATION

1. In addition to, and without limiting such other powers, which the Corporation may by law possess, the directors of the Corporation may without authorization of the members,
 - a) borrow money upon the credit of the Corporation;
 - b) issue, reissue, sell or pledge debt obligations of the Corporation, and;
 - c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The words "debt obligation" as used in this paragraph mean a bond, debenture, note or other similar obligation or guarantee of such an obligation of the Corporation, whether secured or unsecured.

2. The directors may from time to time, by resolution, delegate the powers conferred by paragraph 1 of this by-law to an officer of the Corporation.
3. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of a borrowing by-law.