

**LONG POINT RATEPAYERS' ASSOCIATION (LPRA)  
BY-LAWS**

Amended June 17, 2023

**AN ONTARIO CORPORATION No. 1690858  
REGISTERED AND OPERATING UNDER  
THE ONTARIO NOT-FOR-PROFIT CORPORATIONS ACT 2010**

## **Table of Contents**

1. DEFINITIONS AND INTERPRETATION
2. EFFECTIVE DATE AND REPEAL OF PRIOR BY-LAWS
3. BUSINESS OF THE LPRA
4. MEMBERS
5. DIRECTORS
6. EXECUTIVE
7. COMMITTEES
8. MEETINGS (GENERAL)
9. MEETINGS OF THE MEMBERS
10. MEETINGS OF THE DIRECTORS
11. ELECTIONS TO THE BOARD OF DIRECTORS
12. FINANCIAL PROCEDURES
13. LIABILITY PROTECTION
14. ADOPTION AND AMENDMENT OF BYLAWS

## **1. DEFINITIONS AND INTERPRETATION**

### **1.1 Definitions**

1. "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.
2. "Articles" means the LPRA Articles of Incorporation.
3. "Board" means the Board of Directors of the Corporation.
4. "By-laws" means this By-law (including the schedules to this By-law) and all other By-laws of the Corporation as amended and which are, from time to time, in force.
5. "Chair" means the Chair of the Board.
6. "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.
7. "Director" means an individual occupying the position of Director of the Corporation by whatever name he or she is called.
8. "Member" means a member of the Corporation.
9. "Members" means the collective membership of the Corporation.
10. "Officer" means an Officer of the Corporation.
11. "AGM" means the Annual General meeting of the Corporation.
12. "Long Point" means that area of land in Norfolk County that lies south of William Lane or its extension.

### **1.2 What if something isn't defined above?**

Other than as specified in the Definitions section, all terms contained in this By-law that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

### **1.3 What if part of the By-law is invalid?**

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.

### **1.4 What if parts of the By-law are inconsistent with the Articles or Act?**

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 will prevail.

## **2. EFFECTIVE DATE AND REPEAL OF PRIOR BY-LAWS**

### **2.1 When do these By-laws come into effect?**

These By-Laws repeal and replace immediately and in their entirety the previous By-laws of the LPRA (Amended June 8, 2019). Such repeal shall not affect the validity of any action pursuant to such By-Laws prior to their repeal.

## **3. BUSINESS OF THE LPRA**

### **3.1. What is the name of the Association?**

The name of the organization shall be Long Point Ratepayers' Association (LPRA).

### **3.2. What is the address of the head office of the association?**

The address of the principal office of the LPRA shall be as determined by the Board from time to time.

### **3.3. What is the purpose of the Association?**

The LPRA is organized and incorporated as a not-for-profit association for the purpose of promoting the general interest and welfare of the Long Point community and related community projects.

### **3.4. When does the fiscal year begin and end?**

The financial year begins on January 1 and ends on December 31 of any given year.

### **3.5. Do the LPRA financial statements undergo an annual appraisal?**

The Treasurer shall submit the year-end financial statements to the Audit Committee which shall be composed of the Vice-President and one Director who is not an officer. The Audit Committee may recommend that an audit or review engagement be conducted. The Board shall approve the financial statements or, if recommended by the Audit Committee or if required by the Act, the Board shall engage a qualified third party to conduct such engagement prior to the Board's approval. The Board shall present the approved financial statements, with any Audit/Review report, to the Members at the next AGM for their information.

### **3.6 How is the seal of the corporation administered?**

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

### **3.7 Who has authority to sign legal documents on behalf of the Association?**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time decide who will execute a particular document or type of document and how it will be executed. 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, Bylaw or other document of the Corporation to be a true copy thereof.

## **4. MEMBERS**

### **4.1 How many classes of membership are there?**

Membership in the Association shall consist of one class of Members.

### **4.2 Who may become a member?**

To become a member, an individual must meet all of the following criteria:

1. They must own property on Long Point or be designated by a property owner on Long Point. This property cannot be jointly owned by another member who used such joint ownership to satisfy this membership requirement. For clarity, any single property can satisfy the membership requirement of only one member.
2. They must be at least 18 years old.
3. Their membership fees must be paid in full for the current year.
4. They must be an individual and not a body corporate.

An individual who meets the criteria above may designate a non-member to become the member for that property in lieu of the designator. The designated person must meet the above criteria with the exception of the requirement to own property on Long Point.

#### **4.3 What rights do Members have?**

Each Member of the LPRA is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the LPRA will be entitled to one (1) vote at such meetings. No person may hold more than one membership.

#### **4.4 How does membership end?**

Membership in LPRA terminates if the Member resigns, ceases to own property on Long Point, fails to pay the membership fee, or such membership is otherwise ended according to the Act.

#### **4.5 How long does membership last?**

Memberships shall be issued annually. A membership year lasts from January 1 until December 31 and any individual membership commences at the time the member's fees are paid in full and ends on December 31 of the year for which the fees are paid, unless it is terminated by the provisions in 4.4 above.

#### **4.6 How are membership fees set?**

Membership fees are set by the Members.

#### **4.7 Can a membership be shared, transferred or refunded?**

A membership cannot be shared by more than one person, cannot be transferred and cannot be refunded.

#### **4.8 Can a Member's personal information be disseminated to other Members?**

The Act makes provision for the dissemination of certain information about Members to other members. By paying the membership fee Members acknowledge and agree to the collection and dissemination of such information as provided in the Act.

### **5. DIRECTORS**

#### **5.1 What are the duties of the Directors and how are they elected?**

The governance of the Association, the direction of its affairs, and the application and enforcement of its policies shall be vested in the Board of Directors. The Members elect the Directors.

#### **5.2 How many Directors are on the Board and how long is the term of a Director**

A Director is elected for a term that ends at the conclusion of the second AGM following their election. There are eleven positions for Directors on the Board. If sufficient numbers of candidates are available at each AGM, sufficient numbers of Directors shall be elected to bring the total Board complement to eleven Directors. If there are insufficient candidates to fill the eleven Board positions, the Board will consist of that number of positions that have been filled, until the Board elects to use the provisions in 5.5 below.

#### **5.3 Do the terms of the Directors coincide?**

Six of the Directors' terms begin in even numbered years and 5 Directors' terms begin in odd numbered years.

#### **5.4 In what situations does a Director cease holding office before the end of their term?**

A Director will stop holding office immediately if he/she meets any of the following conditions:

1. dies,
2. resigns,
3. is removed by the Members by an ordinary resolution,
4. becomes bankrupt,
5. after being absent from three or more consecutive Meetings of the Board, does not produce an explanation for his or her absence that is suitable in the sole opinion of a majority of the Directors,
6. exhibits behaviour that, in the opinion of a majority of the remaining Directors and in the broadest context, knowingly obstructs the fulfillment of the Association's purpose,
7. is convicted of a criminal offense during his or her term as Director, or
8. is found to be incapable of managing property by a court or under Ontario law.

#### **5.5 How are Director vacancies filled?**

If a vacancy occurs due to removal of a Director by the Members, the Members may elect a replacement by using the procedure in section 11 below. If the vacancy is due to any other cause, the Board may appoint replacements up to the number of vacancies that exist or the maximum number allowed by the Act, whichever is fewer.

#### **5.6 How long is the term of a replacement director?**

The replacement Director will hold office for the remainder of the replaced Director's term. After that, the replacement will be eligible to be elected as a Director.

#### **5.7 Who is eligible to become a Director?**

To be elected or to be appointed, a Director must satisfy all of the following requirements:

1. The person must be a Member at the time of the election or appointment.
2. The person must have been a Member for at least 12-months immediately prior to the election or appointment.
3. The person must sign a letter of intent and willingness to serve as required by the Act.

### **6. OFFICERS**

#### **6.1 What Director positions are the Officers of the Board?**

The Officers consists of the following positions and a person may occupy more than one position simultaneously:

1. President
2. Vice-President
3. Treasurer
4. Recording Secretary
5. Membership Secretary

#### **6.2 How are Officer positions filled?**

The Officers shall be appointed by the Board immediately following the annual general meeting. The President, Vice-President, and Treasurer must be Directors. The Recording Secretary and the Membership Secretary may or may not be members and may or may not be Directors.

### **6.3 What are the duties of the President?**

The President shall chair all meetings of the Members and of the Board and shall perform all duties pursuant to the position of President.

### **6.4 What are the duties of the Vice President?**

The Vice-President shall act in the absence of the President.

### **6.5 What are the duties of the Treasurer?**

The Treasurer shall oversee the maintenance of accounting records sufficient to provide the financial status and/or budget reports of the LPRA at the Annual General Meeting (AGM) and at such other intervals as may be required by the Board. The Treasurer shall disburse the funds of the Association and shall ensure that all documents required by legislation are filed in a timely manner. The Treasurer shall keep safe all financial documents of the Association and shall deliver such to the Directors at the end of his/her term of office.

### **6.6 What are the duties of the Recording Secretary?**

The Recording Secretary shall record and keep safe the minutes of all Membership and Board meetings. He/she shall provide and distribute such documents as the Directors may require.

### **6.7 What are the duties of the Membership secretary?**

The Membership Secretary shall receive all membership applications, issue membership cards, maintain and keep safe a list of all Members and distribute to the Members and the Board such communications as may be directed by the Board.

### **6.8 Can an Officer be removed from office and replaced?**

Any Officer may be removed from office by an ordinary resolution of the Board. The Board may replace a removed Officer by ordinary resolution.

## **7. COMMITTEES**

### **7.1 How are committees formed and what is their mandate?**

All committees and committee members shall be named by the Board as quickly as possible following the AGM and each committee shall elect its own Chair. Committee members must be LPRA Members and may or may not be Directors. The powers and duties of the various committees shall be defined by the Board.

### **7.2 Where and when do committees meet?**

The time and place of any committee meeting is determined by the Chair of the committee.

## **8. MEETINGS (GENERAL)**

### **8.1 What rules of order are used at LPRA meetings?**

All meetings shall be conducted in accordance with recognized parliamentary procedures. The Chair shall have the authority to make such rulings as they deem appropriate to the proper functioning of the meeting. Any ruling by the Chair shall be final, subject only to a decision by a majority of the voting Members to remove the Chair.

## **8.2 Can anyone demand a written ballot?**

Votes on all motions shall be cast by a show of hands. Before or after a show of hands has been taken on any question, any Member may demand, a written ballot. A written ballot so required or demanded will be taken in such manner as the Chair of the meeting directs.

## **8.3 Can the validity of a vote be challenged?**

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 will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## **8.4 Does the Chair have a vote?**

The Chair of any meeting retains the right to one, (1), vote.

## **8.5 Is voting by proxy permitted?**

Voting by proxy is not permitted at any LPRA meeting.

## **8.6 How many votes are required for a resolution to succeed?**

The Act requires that there are three types of resolutions possible at a meeting. They are:

1. Ordinary resolution  
An ordinary resolution succeeds if more than 50% of the votes cast are in favour. If there is an equality of votes on a motion, the motion shall fail.
2. Special resolution  
A special resolution succeeds if at least 2/3 of the votes cast are in favour. Amendments to the by-laws or the articles require a special resolution.
3. Exceptional resolution  
An exceptional resolution succeeds if at least 80% of the votes cast are in favour. Motions to waive the requirement to conduct an audit or review engagement of the Association's finances require an exceptional resolution.

Abstentions are not considered votes cast. The Chair shall have one vote.

## **8.7 How many people constitute a quorum?**

For any LPRA meeting a quorum, once achieved, shall suffice to make valid all subsequent proceedings until adjournment of that meeting, even if the number present falls below the number indicated below. The numbers required for quorum at different types of meetings are as follows:

1. For all meetings of Members                      20 Members
2. For meetings of Directors                        50% of the Directors then holding office
3. For committee meetings                         50% of the Members of that committee



### **8.8 How and when is notice for meetings to be given?**

Any Member may waive the notice required to be given to him or her and such waiver, whether given before, during or after the meeting or other event of which notice is to be given, shall serve as sufficient remedy for any default in giving such notice. A Member, Director or Committee Member who attends a meeting shall be deemed to have waived any right to receipt of notice for that meeting. Notice may be given by any means that is selected by the Directors. The minimum notice period required for different types of meetings is as follows:

- |  |  |
|--|--|
| 1. For any AGM                                     | Ten, (10), days prior to the meeting         |
| 2. For distribution of annual financial statements | Ten, (10) days prior to any AGM              |
| 3. For special meetings of the Members             | Ten, (10) days from receipt of valid request |
| 4. For meetings of Directors                       | As determined by the Directors               |
| 5. For Committees                                  | As determined by the Committee Chair         |

### **8.9 Can improper notice invalidate the business conducted at a meeting?**

No error or omission with respect to notice for a meeting shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.

### **8.10 Can meetings be held electronically?**

Any meeting can be held using electronic means providing that means allows the participants to communicate adequately during the meeting. Persons participating in a meeting electronically shall be deemed to be in attendance.

## **9. MEETINGS OF THE MEMBERS**

### **9.1 Where and when is the AGM held?**

If possible, the AGM shall be held on the second Saturday of June in each year in a location determined by the Board. If a meeting at such time and place is not possible, the Board shall make provision for an AGM to be held no longer than fifteen, (15), months following the most recent AGM.

### **9.2 Who may attend meetings of the Members?**

Only Members may attend meetings of the Members, unless the Chair, at his or her sole discretion, permits others to attend or the Members, by ordinary resolution, permit the attendance of others.

### **9.3 What business is conducted at an AGM?**

At a minimum the following items shall be on the meeting agenda:

1. Approval of the agenda for the AGM,
2. Approval of the minutes of the previous AGM and any special meetings,
3. Presentation of the of the Board-approved financial statements for the previous year,
4. Appointment of the auditor or reviewer, or approval to waive the Audit or Review engagement requirement, for the financial statements for the next year,
5. Election of directors, and
6. Any new or special business that was included in the notice of the meeting. Items of new or special business must be received by the Directors for inclusion in the notice of meeting no less than 15 days prior to the AGM.

#### **9.4 What is a special meeting of the Members?**

A special meeting of the Members may be called by the Board or by a group of not less than ten, (10), Members. If the meeting is to be held at the request of the Members, the request must:

1. Be delivered in writing,
2. Contain the printed names and the signatures of the 10 Members so requesting.
3. Be sent to the President, and
4. State the business to be conducted at the meeting.

The meeting shall be held at a time and place determined by the Board and shall be held no more than twenty, (20), days from the day the request was received by the President. Business at all special meetings of the Members shall consist of only that business for which the meeting was called to consider and act upon, unless the Chair, at his or her sole discretion, permits other business to be conducted.

### **10. MEETINGS OF THE DIRECTORS**

#### **10.1 Who calls and chairs meetings of the Directors?**

Meetings of the Directors are called at a time and place determined by the President or by any two, (2), Directors. The Chair shall be the President, or in his absence, the Vice President, or in his absence, the Directors shall select one of the Directors present to be the chair.

#### **10.2 Are Directors required to disclose any 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.

#### **10.3 Are Directors who have a conflict of interest allowed to vote?**

No such Director shall attend the part(s) of a meeting of Directors at which the contract or transaction is discussed and shall not vote on any resolution to approve any such contract or transaction, except as provided by the Act.

#### **10.4 How can the Directors remove a Director from the Board of Directors?**

The Board may remove a Director by means of an ordinary resolution at any time. Such removal must be caused by the presence of one or more of the conditions identified in 5.4 above or have violated the terms of 10.3 above. The removal of a Director shall have no impact on the removed person's status as a Member.

### **11. ELECTIONS TO THE BOARD OF DIRECTORS**

#### **11.1 When do elections occur?**

Elections of Directors take place at the AGM and, if necessary, at special meetings of the Members.

#### **11.2 How do nominations occur?**

Any Member, including Directors, may nominate a Member for election to the Board.

#### **11.3 How are ballots cast?**

Voting for the Board of Directors is conducted by secret ballot.

#### **11.4 What happens if there is an equity of votes for two or more candidates?**

If there is an equity of votes for two or more candidates, the Chair shall cast the deciding vote or votes.

#### **11.5 When does a Director begin to serve?**

If a Member is elected or appointed, any function they might fill as a Director shall be deferred until the Director completes and signs a statement of willingness to serve, as required by the Act. Once this requirement is met, they shall begin serving immediately following the end of the meeting at which they were elected or appointed.

### **12. FINANCIAL PROCEDURES**

#### **12.1 Where are the Corporation's revenues and expenditures recorded?**

All revenues and expenses for the normal day-to-day operations of the Association shall be recorded in the General Fund accounts. Unless the Board determines otherwise, the Treasurer may approve any single recurring expenditures from the General Fund up to a maximum of \$2,500. The Board may approve any single expenditure from the General Fund up to \$2,500. All single expenditures over \$2,500 from the General Fund account shall be approved by the Members.

#### **12.2 What are Special Purpose Funds?**

The Board may establish one or more Special Purpose Funds set up to account for a single identifiable project or purpose. All revenues and expenses pertaining to such a Fund shall be recorded in the applicable Revenue, Expense and Equity accounts of that Fund. The Treasurer may approve any single recurring expenditure from that fund up to \$2,500. The Board may approve any single expenditure up to the balance of the Fund.

#### **12.3 How are disbursements authorized and carried out?**

All disbursements shall be made by cheque and all disbursement cheques shall be authorised by the Treasurer after reviewing the supporting invoices and, if applicable, any Board or Member approvals required by the By-laws. All cheques shall be signed by two of the Designated Signing Officers. The Designated Signing Officers shall be the President, the Vice-President, the Treasurer and one other person appointed by the Board.

### **13. LIABILITY PROTECTION**

#### **13.1 What protection do officers of the corporation have against liability?**

No Director, Officer or committee member of the Corporation will be liable for:

1. the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation,
2. 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,
3. 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,
4. 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
5. any other loss, damage, or misfortune whatever which may happen in the execution of the duties of his or her respective or trust.

**13.2 Are there any preconditions Directors and Officers must meet to be protected from the liabilities mentioned above?**

No Director, Officer or committee members of the Corporation will be liable for the above-mentioned things as long as they complied with the Act and the Corporation's articles and By-laws, and exercised their powers and discharged their duties in accordance with the Act.

**14. ADOPTION AND AMENDMENT OF BY-LAWS**

**14.1 What percentage of Member support does it take to change these By-laws?**

The Members may from time to time amend this By-law by special resolution at a Members meeting.

**14.2 Can the Board change the By-laws between Members' Meetings?**

The Board may from time to time, in accordance with the Act, pass new By-laws or amend existing By-laws. The Board must submit any By-laws it passes or changes it makes to existing By-laws to the Members at the next Members' Meeting. The Members may confirm, reject or amend the new By-law or By-law changes.