

**BLUEWATER GEORGINA WENDAKE BEACHES & RATEPAYERS ASSOCIATION**



**CORPORATION GUIDELINES  
AND  
CONSOLIDATED ADMINISTRATIVE  
BY-LAW NO. 2**

**JULY 4<sup>th</sup>, 2010**

## LEGEND

<b>Section</b>	<b>1. Statements</b>	<b>Page</b>	<b>3</b>
	<b>2. Definitions</b>		<b>3</b>
	<b>3. Interpretation</b>		<b>5</b>
	<b>4. Head Office</b>		<b>5</b>
	<b>5. Seal</b>		<b>5</b>
	<b>6. Directors</b>		<b>6</b>
	<b>7. Meeting of Directors</b>		<b>9</b>
	<b>8. Officers</b>		<b>10</b>
	<b>9. Consents</b>		<b>13</b>
	<b>10. Committees</b>		<b>13</b>
	<b>11. Indemnities to Directors, Officers and Others</b>		<b>14</b>
	<b>12. For the Protection of Directors and Officers</b>		<b>14</b>
	<b>13. Membership</b>		<b>15</b>
	<b>14. Honorary Membership</b>		<b>16</b>
	<b>15. Meeting of Members</b>		<b>16</b>
	<b>16. Enactment, Repeal and Amendment of By-Laws, Auditors</b>		<b>19</b>
	<b>17. Notices</b>		<b>20</b>
	<b>18. Cheques, Drafts, Notes, Etc</b>		<b>20</b>
	<b>19. Execution of Contracts, Etc</b>		<b>21</b>
	<b>20. Financial Year</b>		<b>21</b>
	<b>21. Commercial General Liability Insurance</b>		<b>21</b>
	<b>22. Transfer of Property</b>		<b>22</b>
	<b>23. Dissolution of the Corporation</b>		<b>22</b>
	<b>24. Repeal</b>		<b>23</b>
	<b>25. By-Laws and Amendments, Etc</b>		<b>23</b>
	<b>Appendix A BGW Landscape, Parts 1,2,3</b>		<b>24</b>
	<b>Appendix B Beach Property</b>		<b>27</b>
	<b>Appendix C Park Property</b>		<b>28</b>
	<b>Appendix D Current Directorate</b>		<b>29</b>

**CONSOLIDATED ADMINISTRATIVE BY-LAW NO.2**  
**Enacted July 4<sup>th</sup> 2010**

**Administrative by-law relating generally to the conduct of the affairs of the**  
**Bluewater Georgina Wendake Beaches & Ratepayers Association**  
**(the "Corporation")**

**WHEREAS** the board of directors of the Corporation deems that the following revised administrative by-law be enacted for regulating the affairs of the Corporation, and that administrative by-law no.1 as enacted be revoked.

**NOW THEREFORE BE IT ENACTED AND IT IS HEREBY ENACTED** as administrative by-law no. 2 of the Corporation revoking administrative by-law no. 1 and all additions and/or revisions thereof, and replacing it with this administrative by-law no. 2 as follows:

**1. STATEMENTS**

**1.1 The mission statement of the Corporation is:**

To advance the social, cultural, and general interests of the property owners of the Bluewater, Georgina, and Wendake Beaches community in the Township of Tiny, County of Simcoe, Province of Ontario.

**1.2 The slogan statement of the Corporation is:**

*"Keeping our community enjoyable for all our Members"*

**2. DEFINITIONS**

**2.1 Terms used hereafter are as defined in this by-law, unless the context otherwise specifies or requires:**

- (a) **"Act"** means the *Corporations Act*, R.S.O. 1990, chap. C.38 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statutes;
- (b) **"BGW"** means Bluewater Georgina Wendake Beaches & Ratepayers Association;
- (c) **"Board"** means the Board of Directors of the Bluewater Georgina Wendake Beaches & Ratepayers Association;

- (d) **"By-law"** means any by-law of the Corporation from time to time in force and effect;
- (e) **"Letters Patent"** means the Letters Patent and any Supplementary letters patent of the Corporation;
- (f) **"BGW community"** means the area where the member owners are located, the boundaries of which are; the south side of concession 6 to Skylark Drive; the west side of Skylark Drive to Concession 5; both north and south sides of Concession 5 to McMahan Rd.; both east and west sides of McMahan Rd. to County Rd 29; both north and south sides of County Rd. 29 from McMahan Rd. to Tiny Beaches Rd. S.; the east and west side of Glen Forrest Trail; the east and west sides of Trew Avenue to the south end of Trew Avenue; and all those properties which lie to the west of this boundary to the shores of Georgian Bay as per attached **"Appendix A Part 1, 2 and 3"**.
- (g) **"Regulations"** means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution any references in the by-laws of the Corporation to provisions therefore in the new regulations;
- (h) **"Director"** means the member of the board of directors of the Corporation;
- (i) A **"quorum"** is defined as two thirds of the board of directors and shall not be less than 5 in number, and must include one front-lot and one back-lot property owner.
- (j) **"member"** means a property owner within the BGW community, their spouse, and all their immediate family members.
- (k) **"voting member"** means a property owner within the BGW community who has paid their annual dues in full for that corporate year, or their "permitted" proxy, and is therefore eligible to vote.
- (l) **"electronic communication"** means a meeting held by telephone, electronic or other communication facilities as will permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed for the purposes of the Act to be present at the meeting.
- (m) **"beach property"** is herein defined to mean that property being identified as PIN #583930105 as per attached **"Appendix B"**.
- (n) **"park property"** is herein defined to mean that property being identified as PIN #583930061 as per attached **"Appendix C"**.

### **3. INTERPRETATION**

#### **3.1 Interpretation**

In this by-law, unless the context otherwise requires, the words used shall be construed and interpreted in accordance with the following:

- ( a ) all terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations made there under shall have the meanings given to such terms in the Act or such Regulations;
- ( b ) words importing the singular number only shall include the plural and vice versa; and the word "person" shall include bodies corporate, corporations, companies, partnerships syndicates, trusts and any number or aggregate of persons;
- ( c ) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

### **4. HEAD OFFICE**

#### **4.1 Head Office**

The head office of the Corporation shall be in the Province of Ontario and at such a place within the Province of Ontario where the directors of the Corporation may determine from time to time by resolution requiring a two-thirds majority vote.

### **5. SEAL**

#### **5.1 Seal**



The seal, an impression which is stamped in the margin hereof, shall be the seal of the Corporation. The use of the seal shall be at the discretion of the President and Board members; and shall be held in safe keeping by the Treasurer or other officer as may be designated by resolution of the Board.

## **6. DIRECTORS**

### **6.1 Board of Directors**

Until changed in accordance with the *Corporations Act* (Ontario), the affairs of the Corporation shall be managed by a fixed Board consisting of not less than 9 directors, who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation or under the by-laws or any resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a meeting of members. The Board must include at least two back-lot and two front-lot property owners.

### **6.2 Qualification of Directors**

Directors shall be a voting member, eighteen or more years of age, be of sound mind, and shall, at the time of their election or within ten (10) days thereafter, sign a "*Consent to Act*" as a director of the Corporation.

### **6.3 Election of Directors and Term of Office**

- (1) The directors' term of office (subject to the provisions, if any, of the letter patent or any supplementary letters patent issued to the Corporation) shall be from the date of the meeting at which they are elected or appointed until the annual meeting next following or until their successors shall have been duly elected or appointed, whichever comes first.
- (2) Directors shall be elected by the members in a general meeting on a show of hands unless a poll is demanded and if a poll is demanded; such election shall be by ballot. Subject to the provisions of this by-law, directors shall be eligible for re-election. Retiring directors shall continue in office until their successors shall have been duly elected or appointed.
- (3) From time to time in the event of any vacancy, however caused, occurring in the Board (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of directors then in office, be filled by the directors from among the voting members of the Corporation if they shall see fit to do so; otherwise such vacancy may be filled at the next general meeting of voting members if they see fit to do so; and any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy. If, because of several vacancies, a quorum of directors (min. 5) does not exist, a special general meeting of the voting members must be held within 30 days for the specific purpose of filling all director vacancies.

## **6.4 Vacation of Office**

A person ceases to be a director of the Corporation:

- (a) if he or she becomes bankrupt or makes an unauthorized assignment or is declared insolvent;
- (b) if found guilty of a serious crime;
- (c) if he or she is found to be mentally incompetent or of unsound mind by a court in Canada or elsewhere;
- (d) if, by notice in writing to the Secretary of the Corporation, he or she resigns his or her office;
- (e) if he or she ceases to be a voting member of the Corporation and/or is no longer a property owner within the boundaries of the BGW community;
- (f) Dies, or becomes physically or mentally disabled and is therefore unable to continue to perform the duties of a Director as determined by a majority vote of the board.

## **6.5 Removal of Directors**

The voting members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of members of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office and may, by majority of the votes cast at such meeting, elect any member in his or her stead for the remainder of his or her term.

## **6.6 Remuneration of Directors**

The directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of the director's duties or should such director be retained by the Corporation in his or her professional capacity.

## **6.7 Interest of Directors**

Subject to the provisions of any applicable legislation, no director shall be disqualified by his or her office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director may, in any way, have an interest, be liable to account to the Corporation or any of its members or creditors for any profit realized from any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

## **6.8 Declaration of Interest**

It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time as required by the Act.

## **6.9 Fidelity Bonds**

The Board may require such officers, employees, and agents of the Corporation as the board deems advisable to furnish bonds for the faithful discharge of their duties in such form and with such surety as the Board may from time to time prescribe.

## **6.10 Director Liability Insurance**

The Board may, at their discretion, arrange suitable Director Liability Insurance for their protection for a term of not more than one year. Any additional term or coverage must be first approved at a general meeting of the Corporations voting members.



## **7. MEETING OF DIRECTORS**

### **7.1 Place of Meeting and Notice**

- (1) A meeting of the Board may be held at any place within the Province of Ontario deemed suitable by a majority of the board. A meeting of the Board may be convened by the President or a Vice-President or any two directors at any time. The Secretary, by direction of the President, Vice-President, or any two directors, shall convene a meeting of directors.
- (2) Notice of any meeting of the Board shall be delivered or e-mailed, or otherwise communicated to each director not less than seven days before the meeting is to take place. A meeting of the Board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their assent in writing to such meeting being in their absence. Notice of any meeting or any irregularity in the notice thereof may be waived by any director.
- (3) For the first meeting of the Board to be held immediately following the election of directors at an annual or general meeting of the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the director or directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

### **7.2 Telephone Participation**

If all the directors of the Corporation consent, a meeting of directors may be held by means such as a teleconference, electronic or other communication facilities as to permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at that meeting. Electronic Communication as defined under Definitions section 2(1) may constitute a meeting of the Board.

### **7.3 Chair**

The President shall become Chair of the Board. The Chair of the Board shall, when present, preside at all meetings of the Board and of the members. In the absence of the Chair of the Board at a meeting of the Board, the directors present shall choose one of their members to be Chair of the Meeting.

#### **7.4 Quorum**

A quorum at any meeting of the Board shall be the presence, in person, of at least two thirds of the Board Members but not less than five (5), and must include one front-lot and one back-lot property owner.

#### **7.5 Validity of Action**

No act or proceeding of any director or board of directors shall be deemed invalid or ineffective except by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the disqualification of such director or board of directors.

#### **7.6 Director's Reliance**

Directors may rely upon the accuracy of any statement or report prepared by the Corporation's Treasurer and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report or audited report.

#### **7.7 Voting**

- ( 1 ) Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting, in addition to his or her original vote, shall have a second or casting vote.
- ( 2 ) At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### **8. OFFICERS**

#### **8.1 Officers**

The Board shall annually, or as often as may be required, appoint a President; one or more Vice-President(s); a Secretary; and if deemed advisable, may appoint, annually, or as often as may be required, a Treasurer, Registrar, and one or more Assistant Secretaries. The offices of Treasurer and Registrar may, at the discretion of the Board be held by the same person. The Board may appoint such other officers and agents as it deems necessary who shall have such authority and perform such duties as may from time to time be prescribed by the Board.

## **8.2 Remuneration and Removal of Officers**

The directors may fix the remuneration (if any) to be paid to officers of the Corporation. All officers in the absence of agreement to the contrary shall be subject to removal by resolution of the Board at any time with or without cause.

## **8.3 Delegation of Duties of Officers**

In the case of absence or inability to act, or for any other reason that a majority of the directors may deem sufficient, a majority of the directors may delegate all of, or any part of the powers of such officer to any other officer or to any director for an agreed period of time not to exceed four months after which another review and majority vote must take place by the Board.

## **8.4 President**

- ( 1 ) The President shall sign such contracts, documents or instruments in writing as required by his or her signature, together with the signature of the Treasurer, or in the absence of the Treasurer, one other director of the Corporation. The President shall be the chief administrative officer of the Corporation and shall be responsible to the Board for the coordination of all affairs of the Corporation. In all matters affecting the Corporation, the President shall be deemed to be an agent of the Corporation acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be.
- ( 2 ) In addition to any other authority, duties, or specific direction, conferred by the Board, the President shall exercise general and active supervision over:
  - ( a ) the formation of special *ad hoc* Committees to carry out certain functions as may be directed by the Board;
  - ( b ) the preparation of the annual budget of the Corporation together with the Treasurer showing expected revenues and expenditures;
  - ( c ) the President, together with the Secretary, shall prepare the agenda for the annual general meeting (AGM) of members; and
  - ( d ) the President shall oversee the safekeeping and good state of repair of all physical and realty properties of the Corporation and may designate other members of the Board or of the Corporation to assist in this regard.

### **8.5 Vice President**

The Vice-President or, if more than one, the Vice-Presidents in order of seniority (i.e. first VP, or second VP,...), shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal of the President to perform any or all of the duties of the President as determined by a majority of the Board. The Vice-President or, if more than one, the Vice-Presidents, shall sign such contracts, documents or instruments in writing as require his, her, or their signatures together with the signature of the Treasurer, or in the absence of the Treasurer, two other officers or directors of the Corporation, and shall have such other powers and duties as may from time to time be assigned to him, her or them by the Board.

### **8.6 Secretary**

The Secretary shall, when present, act as a secretary of all meetings of directors and members shall have charge of the minute books of the Corporation and the documents and registers referred to in the *Corporations Act*, R.S.O. 1990, c. C.38. The Secretary shall sign such contracts, documents, or instruments in writing as required by his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. The Secretary shall also issue or cause to be issued all notices as required to be sent to the members of the Board and to the general members.

### **8.7 Treasurer**

Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. The Treasurer may be required to give such bond for the faithful performance of his or her duties as the Board in their uncontrolled discretion may require, but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

### **8.8 Registrar**

The Registrar shall keep track of the names, addresses, telephone numbers and e-mail addresses of the paid-up members of the Corporation and shall report such information to the Board as of the end of May in each year. Thereafter, throughout the corporate year, and upon receipt of a number of newly paid memberships, the Board shall meet from time to time to pass a resolution accepting the newly paid-up members as voting members of the Corporation.

### **8.9 Assistant Secretary**

The Assistant Secretary or, if more than one, the Assistant Secretaries, in order of seniority, shall perform all the duties of the Secretary on the absence or inability or refusal to act of the Secretary. The Assistant Secretary or, if more than one, the Assistant Secretaries shall sign such contracts, documents or instruments in writing as require his, her or their signatures and shall have such other powers and duties as may from time to time be assigned to him, her or them by the Board.

### **8.10 Vacancies**

If the office of the President, a Vice-President, Secretary, Treasurer or Registrar shall be or become vacant by reason of death, resignation, and disqualification or otherwise, the directors may elect or appoint an officer to fill such vacancies.

## **9. CONSENTS**

### **9.1 Consent**

Each director must, within ten days of his or her term of Directorship, and prior to the commencement of the term of his or her office; sign a "*Consent to Act*" as a director and to abide by the provisions of the Corporation, its by-laws, and any amendments thereto.

## **10. COMMITTEES**

### **10.1 Constitution of Committees**

The Board may from time to time constitute those committees as it deems necessary to assist it in carrying on the affairs of the Corporation and shall, in furtherance thereof, prescribe the duties of those committees.

### **10.2 Meetings**

The committees constituted as aforesaid may meet for the transaction of business, adjourn or otherwise regulate their meetings as they deem fit, provided, however, that a majority of the members of each committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of equality of votes, the Chair person shall have a second or deciding vote.

## **11. INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS**

### **11.1 Indemnities to Directors, Officers and Others**

Every director or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and save harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, in or about the execution of the duties of his or her office;
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default; and
- (c) every effort should be made to obtain director's and officer's indemnity insurance policy at a competitive, fair market cost against any liability incurred by the director or officer, in the capacity as a director or officer of the Corporation, except where the liability relates to the person's failure to act honestly and in good faith with the view to the best interest of the Corporation.

## **12. FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

### **12.1 For the Protection of Directors and Officers**

(1) No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for 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 order of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss of damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through his or her own wrongful and willful neglect or default.

## **12.1 For the Protection of Directors and Officers (continued)**

(2) The directors for the time being of the Corporation shall not undertake any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his being a director or officer of the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

## **13. MEMBERSHIP**

### **13.1 Members**

Members shall consist of the owner(s), their spouse, and their immediate family members of a registered lot or lots within the boundaries of our "BGW Community Area" as defined in sec. 2(f) hereof.

### **13.2 Voting members**

A voting member of the Corporation shall be a member who is enrolled as a property owner (or their proxy) and who has paid their current annual dues, are in good standing with the Registrar of the Corporation, and has been approved by a director's resolution as a voting member. The Corporation will recognize only one voting member for each registered property (i.e. for each Property Identification Number or PIN number) in the BGW community. The fee/dues for voting membership in the Corporation shall be such sum per annum as may be fixed from time to time by the Board. The Registrar shall, as of the end of May, in each corporate year, provide a list of the members in good standing to the Board. The Board shall then pass a director's resolution approving the listed members as members of the Corporation. Additional voting members shall be approved from time to time by the Board.

### **13.3 Privileges**

The members, their family, their guests, and their tenants, shall automatically acquire membership rights as to the use of the facilities of the Corporation. The directors reserve the right to set "user fees" for certain of its equipment and/or facilities from time to time and to restrict or suspend their use as required.

### **13.4 Suspension**

Any member shall, at the discretion of the Board, become suspended from membership when his or her fees are in arrears for a period of ninety days following the sending of the annual dues notice or for any other reason, as determined by the Board, and shall be notified of his or her suspension by the Registrar.

### **13.5 Termination of Membership**

The Board may, by a resolution passed by a two thirds vote, may terminate any member(s) for just cause as determined in the sole discretion of the Board, provided however, that the membership of any director of the Corporation shall not be terminated unless such director has first been removed as a director of the Corporation pursuant to section 6.5 of this by-law.

### **13.6 Resignation or Death of a Member**

Any member of the Corporation may resign as a member of the Corporation by letter addressed to the Registrar of the Corporation at the Registrar's address. The interest of a member of the Corporation lapses and ceases to exist upon that member's death but may be transferred by the Registrar to his surviving spouse or beneficiary owner of the property for the balance of the term.

## **14. HONORARY MEMBERSHIP**

### **14.1 Honorary Membership**

The Board may, from time to time, appoint a person or persons as an "honorary member" for a given period of time in recognition of distinguished service to the Corporation or the BGW community. This would be a non-voting membership.

## **15. MEETING OF MEMBERS**

### **15.1 Annual General Meeting**

The annual general meeting (AGM) of the members shall be held on the first Sunday of the month of July of each year or such other time and place as the directors may designate. At the AGM there shall be presented:

1. a directors' report of the affairs of the Corporation for the previous corporate year and
2. a financial statement as approved by the Corporation's appointed auditor (who may not necessarily be an accountant or certified general accountant or certified management accountant or hold any such similar professional position).



## **15.2 Special Meetings**

Special meetings of the members may be convened by order of the President or vice-president, or by a majority of the Board, or upon receipt of a written requisition to do so of not less than 10% of the members entitled to vote at such a meeting. The meeting will be held at a date, time, and place, to be determined by a majority of the Board or by a written requisition of not less than 10% of the members entitled to vote at such a meeting.

## **15.3 Person Entitled to be Present**

Persons entitled to attend a meeting of members shall be the member and his or her spouse and other immediate family members; however, it shall be only the voting member or his proxy who shall have the right to vote by holding up a colored card as provided by the Registrar. The Corporation reserves unto itself at any special general meeting to permit only the voting member or his or her proxy to attend. Although not entitled to vote, any person who is required or entitled under any provisions of the *Corporation's Act* or the letters patent, Supplementary letters patent, or by-laws to be present at the meeting may so attend. Any other person may be admitted only by the invitation of the Chairman of the meeting or with the consent of a two-thirds majority of the members at the meeting.

## **15.4 Notice of a General Meeting**

A printed or email notice stating the date, time and place and general nature of the business to be transacted shall be served either personally or by sending such notice to each member or voting member, as aforesaid, of such meeting and to the auditor of the Corporation not less than 10 days nor more than 30 days (exclusive of the day of mailing but including the day for which notice is given) before the date of every meeting directed to such address of each such member and of the auditor as it appears on the books of the Corporation, or if no address is given therein, the last address of each such member known to the Registrar provided always that a meeting of members may be held for any purpose on any date and at any time within the Township of Tiny. Notice of any meeting or any irregularities in any meeting or in the notice thereof may be waived by a majority vote of the Board.

## **15.5 Omission of Notice**

The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the auditors of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

## **15.6 Contents of Notice**

Notice of any meeting of members shall include a statement of the right of such member to appoint a proxy to exercise the same voting rights that the member appointing such proxy would be entitled to exercise if present at the meeting. The notice shall contain sufficient information concerning such business to permit the member to form reasoned judgment on the decision to be taken.

## 15.7 Proxies

At any meeting of members, a proxy, duly appointed by a member, shall be entitled to exercise a vote. The proxy is entitled to the same voting rights, subject to any restrictions expressed in the instrument appointing such proxy, that the member appointing him or her would be entitled to exercise if present at the meeting. A proxy need not be a member of the Corporation. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

The instrument appointing a proxy shall be in writing under the hand of the member/appointer and shall be in the following form or such other form which the directors shall from time to time approve:

***I, \_\_\_\_\_, am a member of Bluewater Georgina Wendake Beaches & Ratepayers Association and I hereby appoint \_\_\_\_\_ as my proxy to vote for me on my behalf at the meeting of the Corporation to be held on this day of \_\_\_\_\_, 20\_\_\_\_ and any adjournment thereof.***

***Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.***

\_\_\_\_\_  
***Signature of member***

## 15.8 Chair

In the absence of the Chair of the Board, the members present at any meeting of members shall choose another director to act as Chair of the meeting and if no director is present or if all directors present decline to act as Chair the members present shall choose one of their number to be Chair of the Meeting.

## 15.9 Voting

- (1) Every question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these by-laws or by special circumstance as determined by the Chair. In case of any equality of votes, the Chair of the meeting shall, both on a show of hands and on a poll, have a second and/or deciding vote. Each member shall be entitled to one vote if present at a meeting in person or by proxy.

### **15.9 Voting (continued)**

- (2) At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### **15.10 Quorum**

A quorum for the transaction of business at any meeting of members shall consist of not less than 20 current voting members being present in person, and having one tenth of the total current voting members represented either in person or by proxy.

### **15.11 Adjournment**

The Chair may, with the consent of a majority attending a meeting, or because a quorum is not present, adjourn the same from time to time. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same but no vote or decisions reached concerning that business will be recognized until and unless confirmed at a future general meeting.

## **16. ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS, AUDITORS**

### **16.1 Enactment**

- (1) By-laws of the Corporation may be enacted, repealed, and/or amended by having a by-law enacted by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a majority of the members at a meeting of members duly called for the purpose of considering such a by-law or by-laws.
- (2) A copy of any by-law to be sanctioned at an annual or general meeting of members (including a by-law which amends or repeals an existing by-law) shall be sent to every voting member of the Corporation with the notice of such meeting.

### **16.2 Auditors**

The voting members shall, at each annual meeting, appoint a Review Team to consist of two members to conduct a review of the financial records as maintained by the Treasurer for the Corporation's fiscal year. No formal audit is proposed and no formal appointment of an accountant to perform a formal audit is proposed. The Review Team shall report to the Board of Directors and to the members at the AGM.

## **17. NOTICES**

### **17.1 Service of Notices**

Any notice to be given to any member or director shall be served either personally or by sending it through the mail in a prepaid envelope or wrapper addressed to such member or director or sent by telephone at his address or email address as the same appears in the books of the Corporation or, if no address recorded therein, then to the last address or email address of such member or director known to the Secretary of the Corporation. With respect to every notice sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and delivered to a post office or placed into a postal box. Email confirmation can be obtained by the sender as proof of service of notice to the recipient.

### **17.2 Signatures of Notices**

The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

### **17.3 Computation of Time**

Where a given number of days' notice, extending over any period of time, is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.

### **17.4 Proof of Service**

A "Declaration" by the President, a Vice-President, the Secretary or the Treasurer or of any other officer of the Corporation in office at the time of the making Declaration as to facts in relation to the mailing or delivery of any notice to any member, director or officer publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director or officer of the Corporation, as the case may be.

## **18. CHEQUES, DRAFTS, NOTES, ETC.**

### **18.1 Cheques, Drafts, Notes, etc.**

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills for exchange shall be signed by any two of the President, Vice-President, or Treasurer, or otherwise in such manner as the Board may from time to time designate by resolution. Any one of the President, Vice-President or Treasurer shall have the right to assign money transfers as between the bank holding investment monies and the bank providing chequing services.

## **19. EXECUTION OF CONTRACTS, ETC.**

### **19.1 Execution of Contracts, etc.**

- ( 1 ) Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two persons, being the President, Vice-President or Treasurer of the Corporation, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any two officers or any two directors on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- ( 2 ) The Corporate seal of the Corporation may when required be affixed to contracts, documents or instruments in writing signed as aforesaid, by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board.

## **20. FINANCIAL YEAR**

### **20.1 Financial year**

The Board may, by resolution, fix the financial year end of the Corporation and the Board may from time to time by resolution change the financial year end of the Corporation which is currently set as April 30<sup>th</sup>.

## **21. COMMERCIAL GENERAL LIABILITY INSURANCE**

### **21.1 Commercial General Liability Insurance**

The Corporation owns beach property and a park on which an injury or other form of liability may occur which might result in a claim for damages, or otherwise, against the Corporation; accordingly, the Corporation is authorized through its Board to obtain suitable general liability insurance at a fair competitive market rate to cover such potential liability.

It is, however, understood that all persons using our park property and/or beach property do so AT THEIR OWN RISK as posted on our signage.

## **22. TRANSFER OF PROPERTY**

### **22.1 Transfer of Property**

If, for any reason, it is decided, by a unanimous vote of the Board, to divest the Corporation of any or all of its properties then such properties shall be transferred and attached, in equal parts, to each lot or PIN number of those properties comprising the original subdivision registered as Georgina Beach or, more specifically, the original registered plan of subdivision for Georgina Beach Plan 874, and to include plans 1136, 1137, 1224 and 1049 The transfer will be conditional upon each property owner agreeing to accept the transfer, at their cost, under the following agreed terms:

- (a) That the properties shall be used only for recreational purposes and no building(s) erected or to be erected upon the said lands shall be used for residential purposes or for the purposes of any trade, manufacture or business, of any description.
- (b) The owners will maintain the ingress and egress through the various walkways to the properties and restrict their use exclusively for the owners and immediate family members unless otherwise determined by a majority of the owners.
- (c) As partial owners of the said properties, all abutting property owners shall be given unhindered access to the said properties but will not be entitled to any additional use or privileges other than those agreed to by a majority of the owners.

## **23. DISSOLUTION OF THE CORPORATION**

### **23.1 Transfer of Property and Assets**

Upon dissolution of the Corporation, all property (ies), and all other assets held by the Corporation, shall be disposed of pursuant to the provisions of the Act as defined in Sec. 2.1 (a) hereof.

## **24. REPEAL**

### **24.1 Repeal**

All previous by-laws of the Corporation are hereby repealed.

## **25. BY-LAWS AND AMENDMENTS, ETC.**

### **25.1 Enactment**

By-laws of the Corporation may be enacted, repealed, amended, altered, added to, or reenacted in the manner contemplated in and subject to the provisions of the Act, save that no by-law is effective until it has been confirmed by at least two-thirds (2/3) of the votes cast at the Annual General Meeting or at a special meeting of the members duly called for the purposes of considering the by-law.

ENACTED AS "**ADMINISTRATIVE BY-LAW NO.2**" by the directors of the Corporation at a meeting duly called and regularly held at which a quorum was present on this 4<sup>th</sup> day of July, 2010

WITNESS the corporate seal of the Corporation.

\_\_\_\_\_  
President - ***Ian Ferguson***

\_\_\_\_\_  
Secretary - ***Irene Wilson***

### **MEMBER APPROVAL**

**THE FOREGOING "ADMINISTRATIVE BY-LAW NO.2" AS APPROVED BY THE DIRECTORS OF THE CORPORATION WAS CONFIRMED AND APPROVED BY A SHOW OF HANDS OF AT LEAST TWO-THIRDS (2/3) OF THE MEMBERS PRESENT ENTITLED TO VOTE AT THE MEETING OF MEMBERS DULY CALLED AND REGULARLY HELD AND AT WHICH A QUORUM WAS PRESENT ON THIS 4<sup>th</sup> DAY OF JULY, 2010.**

\_\_\_\_\_  
Secretary - ***Irene Wilson***

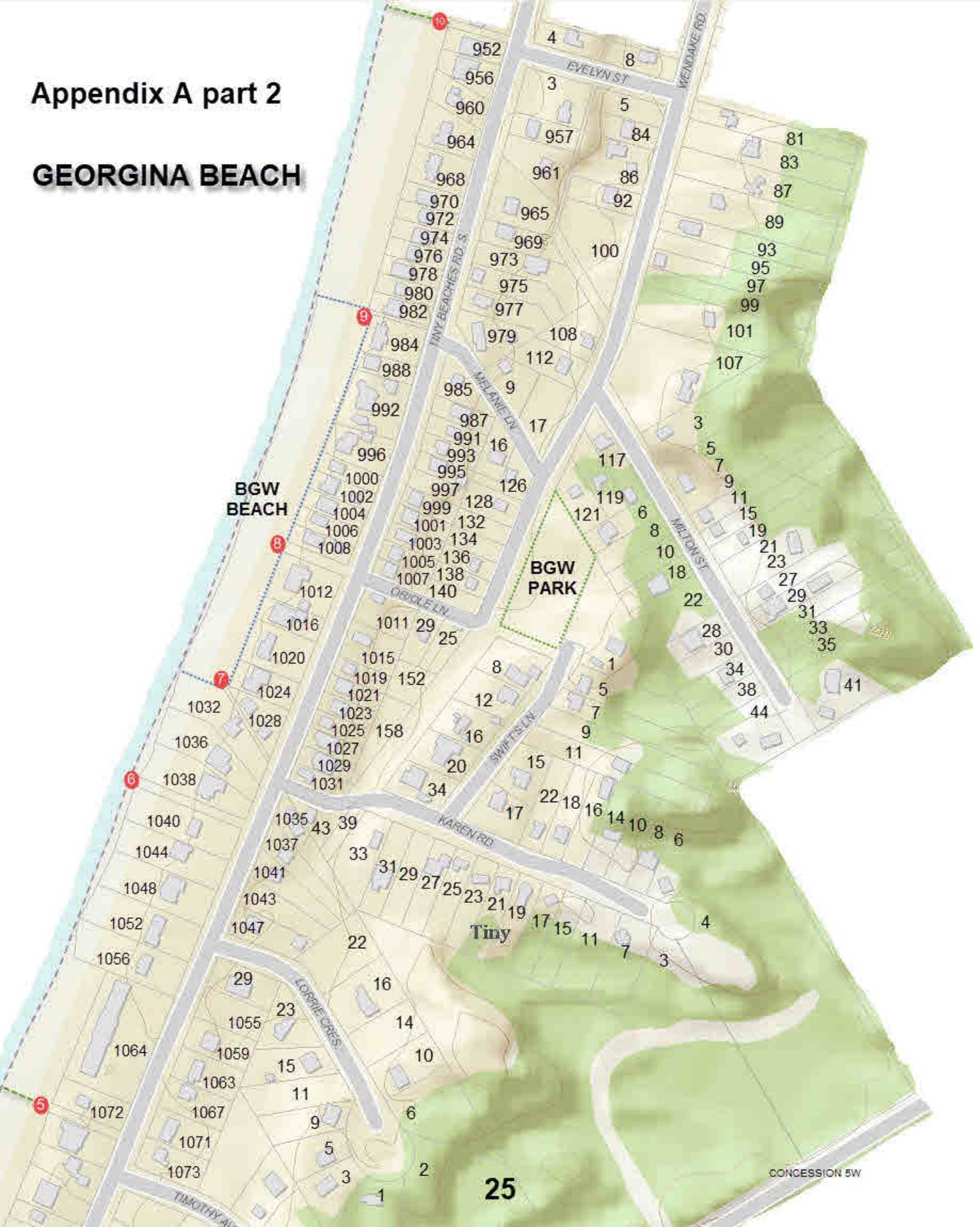


BLUEWATER BEACH



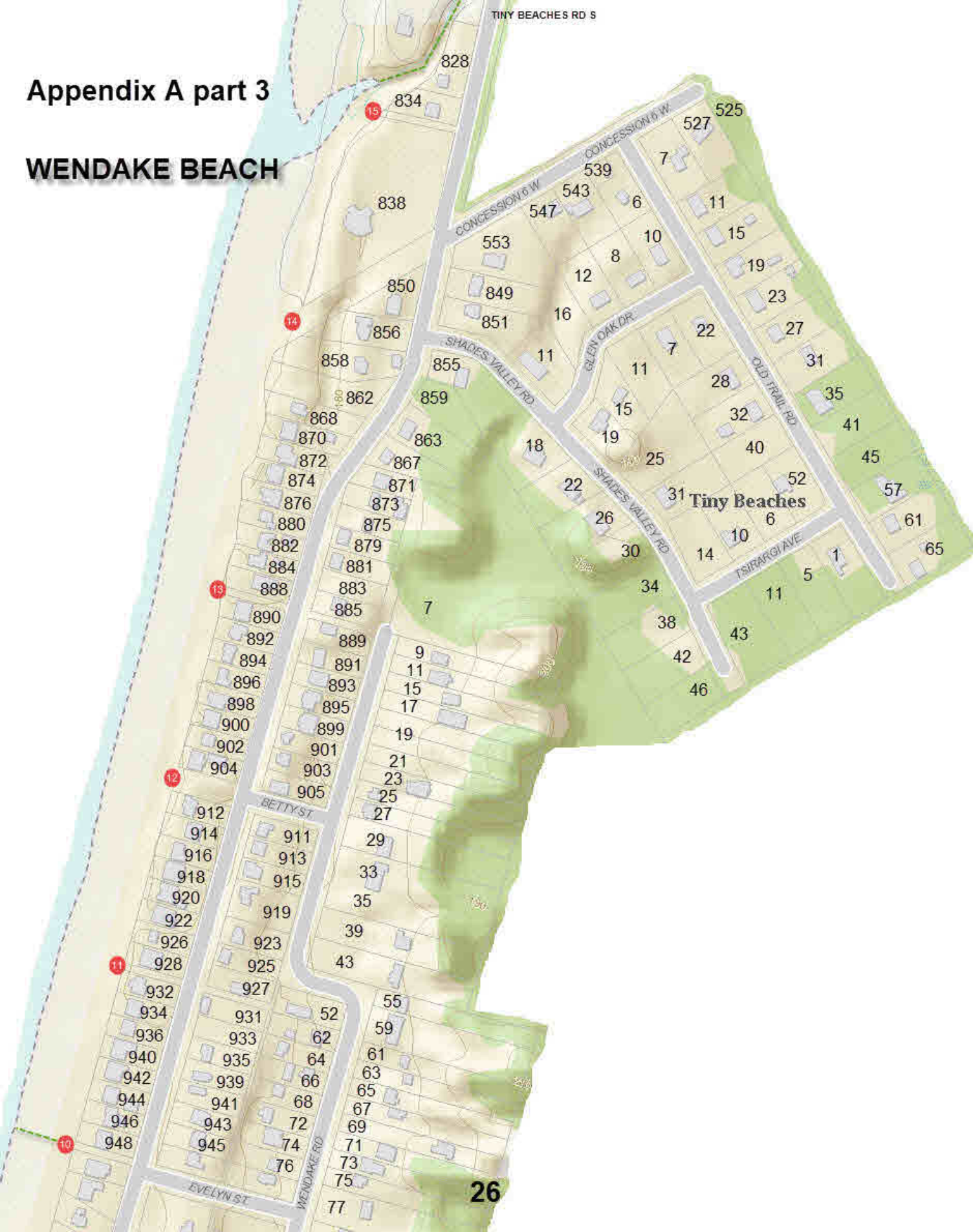


## GEORGINA BEACH



Appendix A part 3

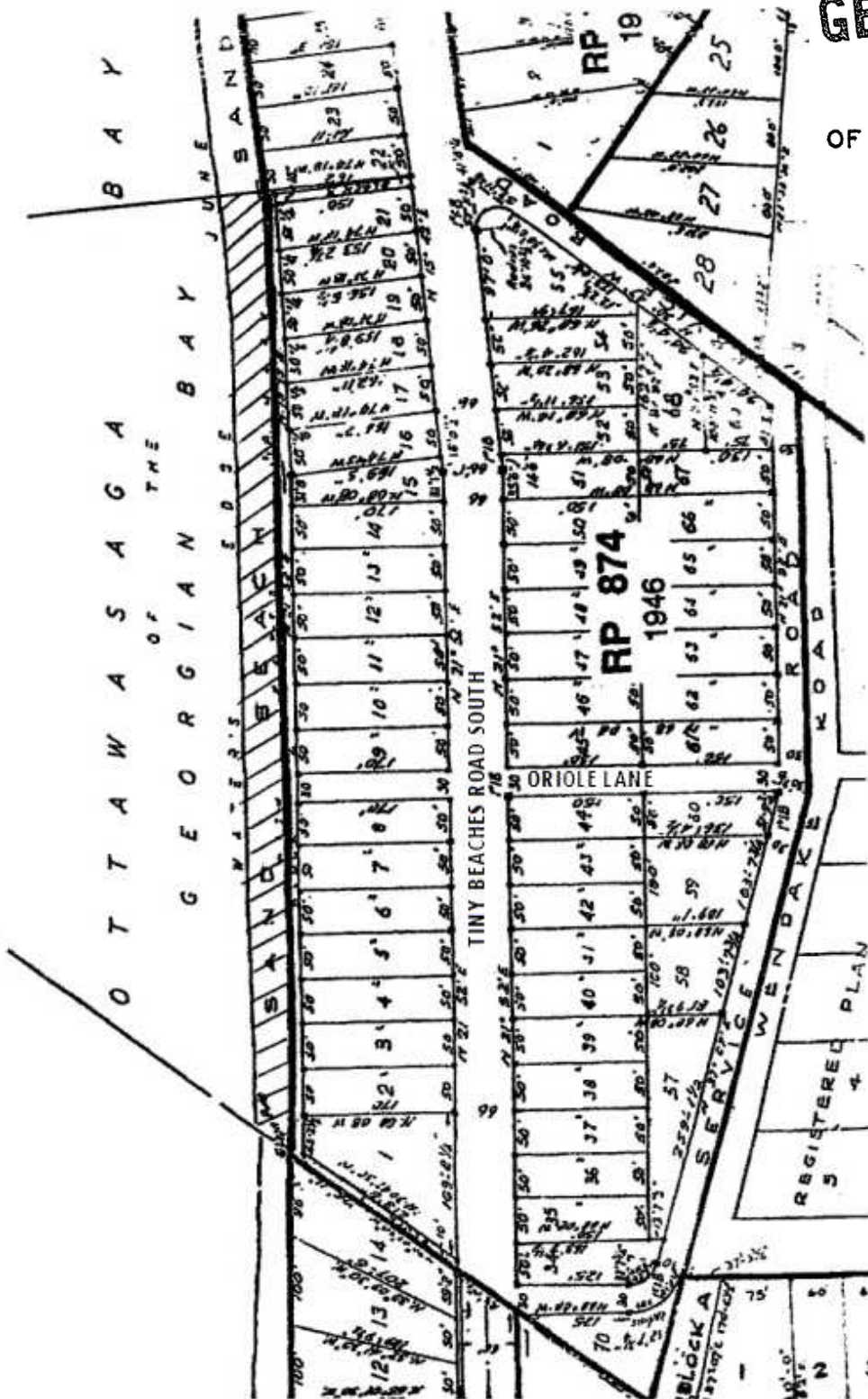
WENDAKE BEACH





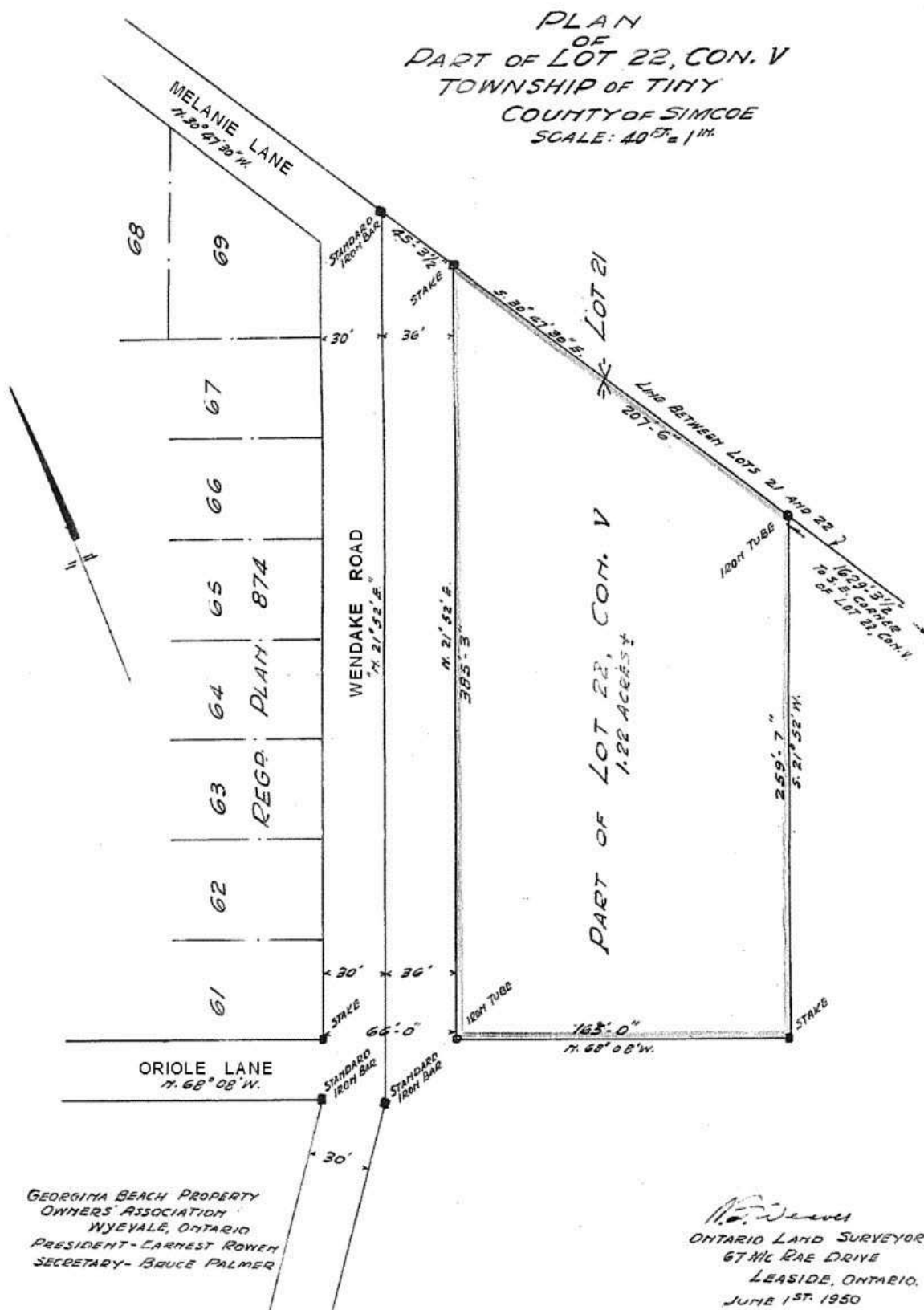
# GEORGINA BEACH

PLAN OF SUBDIVISION  
OF PART OF BROKEN LOT 22  
CONCESSION V  
TOWNSHIP OF TINY  
COUNTY OF SIMCOE



# Appendix C

## PARK PROPERTY



## Appendix D

Website: [www.yourbgw.ca](http://www.yourbgw.ca)

## CURRENT DIRECTORATE

2020 - 2021

### PRESIDENT

**Bryan Young** .. back lot  
5 Karen Rd  
(416) 893 9948

### CORPORATE ADDRESS & EMAIL

63 Sandyhook Square  
Toronto, ON M1W 3N6  
[bgw.assoc@gmail.com](mailto:bgw.assoc@gmail.com)

### SECRETARY

**Jordan Young** .. back lot  
20 Algonquin Trail  
(705) 791 1576

### VP / TREASURER - REGISTRAR

**Bruce Cook** .. back lot  
1015 Tiny Beaches Rd South  
(416) 779 5035

### FOTTSA REP / MEDIA PRIME

**Scott Williams** .. Georgina Beach  
1040 Tiny Beaches Rd South  
(705) 444 9052

### VP / WINTER PATROL PRIME

**Mike Giblin** .. back lot  
117 Wendake Rd  
(705) 790 7937

### MEMBERSHIP PRIME

**Elaine Woodcock** .. Bluewater Beach  
1102 Tiny Beaches Rd South  
(416) 939 7242

### MEMBERSHIP CoORD

open

### PROPERTY MANAGEMENT PRIME

**Brian Kearsley** .. Georgina Beach  
1012 Tiny Beaches Rd South  
(705) 331 9754

### PRTY MGMT CoORD

**Edward Galbo** .. back lot  
24 Lorrie Cres  
(905) 826 5823

### EVENTS PRIME

**Jennifer Pluimers** .. Bluewater Beach  
1088 Tiny Beaches Rd South  
(416) 885 8741

### EVENTS CoORD

**Cathy Petrolo** .. back lot  
14 Karen Rd  
(647) 395 2284