



## BY-LAWS

### Wellington on the Lake Residents Association Inc.

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**BE IT ENACTED** as by-laws of the Corporation as follows:

#### SECTION 1 – GENERAL

##### 1.01 Purpose of By-laws

These by-laws regulate the conduct of the affairs of the Wellington on the Lake Residents Association Inc., a Canadian Corporation under the *Canada Not-for-profit Corporations Act*.

##### 1.02 Definitions

The following terms have these meanings in these By-laws:

- (a) **Act** – the *Canada Not-For-Profit Corporations Act S.C. 2009, c. 23* including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) **Articles** – the original articles of incorporation certifying the Corporation under the Act on October 27, 2014;
- (c) **Association** – the Wellington on the Lake Residents Association Inc. or WOLRA;

- (d) **Board** – the board of directors of the Corporation;
- (e) **By-laws** – written rules for conduct as set out in these by-laws of the Corporation, and any other by-laws of the Corporation, as amended from time to time;
- (f) **Corporation** – the Wellington on the Lake Residents Association Inc. or WOLRA;
- (g) **Days** – total days irrespective of weekends and holidays;
- (h) **Developer** – the company that builds the residences and facilities within the WOTL community, known as Sandbank Homes;
- (i) **Director** – a individual elected or appointed to serve on the Board as set out in these by-laws;
- (j) **Freehold** – a residence located on land owned by the resident;
- (k) **Leasehold** – a residence located on the lands owned by Daimler, defined in 1.02 (o) of these by-laws.
- (l) **Meeting of Members** – any annual meeting of members or a special meeting of members;
- (m) **Membership** – an official receipt by a member of the Membership Committee, acknowledging a resident has paid dues payment for the year;
- (n) **Ordinary Resolution** – a resolution passed by a majority of not less than fifty percent (50%) plus one (1) of the votes cast on that resolution;
- (o) **Owner** – the company that owns the leased land which is part of the WOTL community, known as Daimler Retirement Parks or Daimler;
- (p) **Property Management Company** – the company that provides common maintenance services to the residences and facilities of the WOTL community, known as Frontier Property Management;
- (q) **Proposal** – any matter that a member proposes to raise at a meeting of members submitted to the Corporation as set out in these by-laws;
- (r) **Recreation Centre** – the main building located at 14 Empire Boulevard which is the center of the WOTL community and the official address for WOLRA;

- (s) **Recreational Facilities** – the common buildings and related grounds provided to WOTL residents by the Developer and maintained by the Property Management Company.
- (t) **Registered Office** – the address registered for WOLRA as recorded in the Articles of Incorporation, namely 14 Empire Boulevard, Wellington, Ontario, K0K 3L0;
- (u) **Regulations** – the prescriptions made under the Act, relating to matters such as corporate records, time periods, by-laws and meetings of members;
- (v) **Residents** – individuals who own and/or reside in a residence in the WOTL community, including renters with a home purchase agreement in place;
- (w) **Special Resolution** – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- (x) **Stakeholders** – individuals, businesses and other organizations, including the Developer, Owner and/or Property Management Company which have a direct and distinctive interest in the purpose and operations of the Corporation;
- (y) **Wellington on the Lake or WOTL Community** – the enclave in which the members of the Corporation reside in Wellington, Prince Edward County, Ontario; and
- (z) **WOLRA** – the Wellington on the Lake Residents Association Inc.

### 1.03 Corporation Purpose

As set out in the Articles, the purpose of the Corporation is to:

- (a) Recognize the important role our residents have in enabling the development, maintenance and establishment of a safe, secure and tranquil community of Wellington on the Lake for all residents to enjoy;
- (b) Acknowledge the inherent rights of our residents, and attribute to them their long-standing efforts and initiatives to make Wellington on the Lake a great place to live and prosper;
- (c) Work in partnership with the residents and the community to enhance the Wellington on the Lake community life in whatever way possible;
- (d) Address the need to provide effective communication with the membership of the association;

- (e) Maintain communication with the owner of the leased land, the developer and the property management company;
- (f) Be proactive in all areas of board responsibilities, providing an active lifestyle and social activities;
- (g) Address the needs for an even distribution of the responsibilities of the Board of Directors, members and volunteers; and
- (h) Maintain the increasing need for confidentiality, privacy and fiscal responsibility.

#### **1.04 Interpretation**

1.04.01 In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.04.02 Any by-law may provide for the delegation of powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

1.04.03 Except as provided in the Act, the Board will have the authority to interpret any provision of these by-laws that is contradictory, ambiguous or unclear, provided such interpretation is consistent with the purposes of the Corporation as set out in the Articles.

#### **1.05 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other written instruments requiring execution by the Corporation shall be signed by any two (2) of four signing authorities who are Directors. Signing authorities shall certify a copy of any instrument, resolution, by-law or other document of the Corporation, after it has been approved or ratified by the membership, to be a true copy of that instrument.

### **SECTION 2 – MEMBERS**

#### **2.01 Classes of Members**

As set out in the Articles, the Corporation is authorized to establish one class of members. Each member will be entitled to receive notice of, attend and vote at all meetings of members of the Corporation.

## **2.02 Membership Conditions**

All persons owning and/or residing in a home in the WOTL Community are eligible to become members of the Association. Members will be considered in good standing upon payment of membership dues. Other membership conditions are described in the Membership Policy.

## **2.03 Membership Transferability**

A membership may only be transferred to the Corporation.

## **2.04 Termination of Membership**

A membership in the Corporation is terminated when the:

- (a) Member dies or resigns;
- (b) Member's term of membership expires;
- (c) Membership is not renewed at the end of the fiscal year;
- (d) Member is expelled for reasons explained in the Membership Policy; or
- (e) Corporation is liquidated and dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

## **SECTION 3 - MEETINGS OF MEMBERS**

### **3.01 Types of Members Meetings**

Members' meetings include annual general meetings, general meetings and special meetings as described below. Members' meetings will be conducted according to *Robert's Rules of Order*, current edition.

### **3.02 Annual General Meeting (AGM)**

The Annual General Meeting (AGM) will be held no later than six (6) months after the end of the Corporation's preceding financial year. The agenda for the AGM, which will be included with the notice of meeting, shall include the following:

- (a) Review and approval of the Treasurer's Report, Annual Financial Statements for the preceding year; and Annual Operating Budget for the current year;
- (b) Appointment of a Public Accountant for the following year or Waiver of this appointment by unanimous resolution;
- (c) Appointment of a committee to conduct a compilation for the following year according to Canadian generally accepted accounting principles (GAAP); and
- (d) Other items of business including such matters as general by-law amendments that require confirmation by the members, or other similar changes.

### **3.03 General Meeting (GM)**

General meetings of the members of the Association may be held at other times of the year to present information and discuss matters that in the Board's view require consideration by and/or approval of the members. The agenda for a GM, which will be included with the notice of meeting, shall include the following:

- (a) Members registration and certification of quorum;
- (b) Proof of notice of meeting;
- (c) Approval of minutes of previous members' meeting(s);
- (d) Information Reports from President and Treasurer;
- (e) Information Reports from Chairs of Committees and Directors;
- (f) Election of Board of Directors (typically in June);
- (g) Unfinished business; and
- (h) New business.

### **3.04 Special Meeting (SM)**

Special meetings of members may be called by the Board of Directors to make decisions concerning special business. Special business is considered to be any business requiring members' approval of a special resolution, or business described in a written requisition for a members' meeting as described in bylaw 3.06.

### **3.05 Notice of Meeting of Members**

Notice of the time and place of a meeting of members will be given to each member entitled to vote at the meeting by:

- (a) Affixing the notice, no later than thirty (30) days before the day on which the meeting is to be held, to the notice board at the Recreation Centre; and/or;
- (b) Posting the notice on the WOLRA website no later than twenty-one (21) days before the day on which the meeting is to be held.

### **3.06 Members Calling Members' Meetings**

Members carrying not less than five percent (5%) of the voting rights may call for a members meeting in writing. In accordance with Section 167 of the Act, the Board will call a special meeting of members within twenty-one (21) days of receiving the written requisition.

### **3.07 Place of Members' Meetings**

Meetings of the members will generally be held at the Main Hall of the Recreation Centre.

### **3.08 Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a meeting of members will be those entitled to vote at the meeting, the directors, the Finance Committee or Public Accountant of the Corporation (if appointed) and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

### **3.09 Quorum at Members' Meetings**

A quorum at any meeting of the members will be ten percent (10%) of the members entitled to vote including members registered for absentee voting as described in by-law 3.11 below. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **3.10 Manner of Voting at Members' Meetings**

At any meeting of members, every question will be determined by a majority of the votes cast on the questions. Each member is entitled to cast one (1) vote by a show of hands or on a ballot except for the chair of the meeting who will remain impartial and refrain from voting. However, in case of an equality of votes among members, the chair may cast a deciding vote.

### **3.11 Absentee Voting**

Members not present at the place of the Members' Meeting may be entitled to vote either by electronic means or by proxy. If by proxy, any Member entitled to vote at a Members' Meeting of the Corporation shall be entitled to appoint, in writing, a proxy holder to attend the meeting on that Member's behalf and to exercise all voting rights as described in by-law 3.10 above. The written proxy may be in a general form or may give specific instructions with respect to the business to come before the meeting. The notice of meeting will prescribe how voting of absentee members will be registered before any vote is cast. Further details are provided in the Absentee Voting Policy and Procedures.

## **SECTION 4 - BOARD OF DIRECTORS**

### **4.01 Role and Responsibilities**

The Board of Directors is responsible for managing or supervising the management of the affairs and activities of the Corporation and is accountable to the Members. Except as otherwise provided in the Act or these By-laws, the Board has the powers of the

Corporation and may delegate any of its powers, duties and functions. More specifically, the Board will:

- (a) Approve the vision, mission, values and strategic direction of the Corporation;
- (b) Establish Committees to manage and/or advise the Board on specific activities of the Corporation;
- (c) Approve by-laws, policies and procedures to guide the delivery of the programs and services of the Corporation;
- (d) Provide continuity for the Corporation by maintaining its financial health, approving budgets and monitoring the performance of the Corporation;
- (e) Foster transparency in relationships with the Developer, Daimler and/or Property Management Company and other stakeholders as defined in section 1.02 of these by-laws;
- (f) Monitor and assess the impact of Municipal by-laws and policies on the rights of residents and the Corporation,
- (g) In addition to 5.02 c) in these By-laws, appoint additional spokespersons relevant to specific situations, and;
- (h) Perform any other duties from time to time as may be in the best interests of the Corporation.

#### **4.02 Number of Directors**

The Articles provide for a minimum of three (3) and a maximum of ten (10) Directors. Unless changed by ordinary resolution of the members however, the Board of Directors typically consists of eight (8) directors who will be elected as described in By-law 4.05 below. Each of the eight (8) elected directors will be assigned to a specific office as outlined in Section 5 – Officers. The elected directors may appoint a past-president to the Board as an ex-officio member of the Board in an advisory capacity.

#### **4.03 Term of Office**

Directors will be elected to hold office for a term of two years. Each director's term of office is from 1 July following their election to 30 June two years later.

#### **4.04 Qualifications of Directors**

4.04.01 Any member who is in good standing may be nominated for election or appointment to the Board of Directors. Only one member of any household can be elected to the Association Board of Directors at any time.

4.04.02 A voting member related to the employees, agents, officers, directors or owners of the Developer, the Owner or the Property Management Company cannot be nominated or elected to the Board of Directors.



4.04.03 At least one member of the Board of Directors shall be a Resident of a Leasehold and at least one member shall be a Resident of a Freehold, as defined in section 1.02 of these by-laws.

#### **4.05 Nomination and Election of Directors**

The Nominating Committee will oversee a nominations process as detailed in the Nominations and Elections Policy.

#### **4.06 Vacancies**

4.06.01 A director ceases to hold office when he/she dies, resigns or is removed by ordinary resolution at a meeting of the Board of Directors. A director is entitled to submit to the Corporation a written statement giving reasons for resigning or for opposing his/her removal.

4.06.02 The Corporation will immediately give notice to the Members about the vacancy and the Board's plan for filling that vacancy. A quorum of directors may appoint another suitable candidate to fill a vacancy until the next election.

4.06.03 The members may remove any director or directors from office by ordinary resolution at a Special Meeting, as described in section 3.04 of these by-laws.

#### **4.07 Meetings of Board of Directors**

4.07.01 The President, the Vice-President or any two (2) directors at any time may call meetings of the Board. Notice of board meetings may be given to each director not less than three (3) days before the time when the meeting is to be held. Notice may be waived if all of the directors are present, and none objects to the holding of the meeting.

4.07.02 Members may be notified of a board meeting by a posting of the date, time and place on a notice board at the Recreation Centre, on the WOLRA website or by email.

4.07.03 Notices of board meetings need not specify the purpose or the business to be transacted unless the purpose or business is a matter specifically delegated to the full board, namely:

- (a) Any question or matter requiring the approval of members;
- (b) Filling a vacancy among directors or a public accountant;
- (c) Approval of a budget or any financial statements;
- (d) Adopting, amending or repealing by-laws; or
- (e) Establishing contributions or dues to be paid by members.

4.07.04 Board meetings will be conducted according to *Robert's Rules of Order*, current edition, and may be conducted electronically.

4.07.05 A simple majority of directors is required for quorum. No person shall act for or carry a proxy for an absent director at a meeting of directors.

## **SECTION 5 - OFFICERS**

### **5.01 Types of Officers**

The officers of the Corporation will be the President, Vice-president, Treasurer, Secretary, and Directors-at-Large. The Board will appoint the officers from within their own ranks at the first board meeting following the annual election of directors.

### **5.02 Duties of President**

The President will be responsible for the general supervision of the affairs of the Corporation, more specifically:

- (a) Preside at meetings of Members and the Board of Directors;
- (b) Be responsible for the operation of the Board;
- (c) Be the official spokesperson of the Corporation;
- (d) Be an ex-officio, non-voting member of all committees except the Nominating Committee;
- (e) Direct all correspondence to the appropriate committee and monitor the performance of all committees;
- (f) Ensure that the Directors are aware of all policy guidelines and decisions of committees; and
- (g) Perform such other duties as may from time to time be established by the Board.

### **5.03 Duties of Vice-president**

The Vice-president will be responsible for overseeing delivery of the Association's operational programs and services, more specifically:

- (a) Work with Club / Activity (CA) Coordinators to maintain a schedule of Association events, programs and activities.
- (b) Lead the Operational Review in cooperation with the Treasurer;
- (c) Act for the President in the President's absence or inability to act; and
- (d) Perform such other duties as may from time to time be established by the Board.

#### **5.04 Duties of Treasurer**

The Treasurer will oversee the financial affairs of the Corporation, more specifically:

- (a) Establish sound financial policies and practices that will lead to the long-term financial sustainability of the Association;
- (b) Ensure all monies received and disbursed on behalf of the Association are appropriately recorded;
- (c) Ensure that proper accounting records as required by the Act are maintained;
- (d) Provide the Board with an account of the financial position of the Association;
- (e) Prepare for the Board of Directors, a proposed budget for the upcoming fiscal year; and
- (f) Perform other such duties as may from time to time be established by the Board.

#### **5.05 Duties of Secretary**

The Secretary will maintain corporate records of the Corporation, more specifically:

- (a) Prepare, prior to each meeting of the Board and Members, an agenda for the presiding officer;
- (b) Record the minutes of all members and board of directors' meetings;
- (c) Report to the membership the minutes of the Members' and Board of Directors' meetings;
- (d) Record the disposition of key correspondence in the minutes; and
- (e) File the corporate annual return, any changes regarding directors and copies of by-laws and by-law amendments with Corporations Canada.

#### **5.06 Roles of Directors-at-Large**

Directors-at-large are not officers as defined by the Act. However, any director-at-large or officer may be assigned the following functions:

- (a) Maintenance coordination between WOLRA and the management company;
- (b) Facilities coordination of all WOLRA assets used by the membership and clubs and activities;
- (c) Community relations and public relations such as the Newsletter, website, bulletin boards and other external information;
- (d) Lead a committee to address issues related to Leasehold residences, and;
- (e) Special projects.

### **SECTION 6 - COMMITTEES**

#### **6.01 Delegation of Authority**

The Board may delegate any of its power, duties and functions (except powers specifically delegated to the full board as listed in By-law 4.07.03) to any committee or

other advisory body. The Board will establish and publish written terms of reference for all committees.

## **6.02 Types of Committees**

The Board will establish the following committees to manage specific matters relating to the affairs of the Corporation, as follows:

- (a) Membership Committee** – Conducts a membership campaign, welcomes and orients new members, maintains membership records and verifies that members are in good standing and entitled to vote at Members’ Meetings, as detailed in the Membership Policy.
- (b) Nominating Committee** – Oversees the nominations and elections process as outlined in By-law 4.05 and detailed in Nominations and Elections Policy and Procedures.
- (c) Finance Committee** – Advises the Treasurer on appropriate financial policies and accounting principles and practices, including preparation of financial statements and the annual budget;
- (d) By-laws Committee** – Develops the Corporation’s By-laws, evaluates their effectiveness and makes recommendations to the Board on any improvements or changes to the Articles, By-laws and policies as required.

## **SECTION 7 - FINANCIAL**

### **7.01 Financial Year**

The financial year of the Corporation will begin on 1 July and end on 30 June in each year.

### **7.02 Annual Financial Statements**

An Annual Financial Statement will be presented at the Annual General Meeting (AGM) as indicated in by-law 3.02. The Corporation will, if requested in writing, send copies of the annual financial statements, information respecting the financial position of the Corporation and results of its operations to the members, or publish a notice to its members stating that the annual financial statements and other information are available at the Recreation Centre.

### **7.03 Remuneration**

All Directors, Officers and Members of the Corporation will serve as such without remuneration. Directors, Officers and Members may however be paid reasonable expenses incurred by them in performance of their duties.

### **7.04 Fiscal Policy**

As outlined in By-law 5.04, the Treasurer has the authority to develop and maintain sound financial policies and accounting practices that will lead to the long-term financial sustainability of the Association. Procedures and rules will be detailed within the Fiscal Policy including preparation of financial statements and a proposed budget for the upcoming fiscal year.

## **SECTION 8 – NOTICES**

### **8.01 Method and Date of Notices**

In these By-laws, notice will mean written notice that will be provided by mail, courier, personal delivery, telephone, electronic or other communication facility to the address of record that the Director or Member filed with the Corporation. The date of notice will be:

- (a) The date on which the notice is given by personal delivery;
- (b) One (1) day after the date on which the notice is delivered by telephone, electronic or other communication facility;
- (c) Two (2) days after the date that the notice is couriered, or;
- (d) Five (5) days after the date that notice is mailed.

### **8.02 Omissions and Errors**

The accidental omission to give any required notice, or the non-receipt of any notice by any person where the Corporation has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

## **SECTION 9 – DISPUTE RESOLUTION**

### **9.01 Board's Authority**

9.01.01 The Board has the authority to resolve disputes or controversies pertaining to noncompliance with the governing documents such as Articles, By-laws, Policies and Terms of Reference.

9.01.02 The Board may also become involved in addressing the concerns of groups of Members with significant issues that impact the WOTL community.

## **9.02 Exclusions**

9.02.01 The Board will not become involved in disputes relating to contractual issues between the Member(s) and other Stakeholders.

9.02.02 Other disputes or controversies among members, directors, officers, committee members, stakeholders or volunteers of the Corporation will be resolved in accordance with the Dispute Resolution Policy.

## **SECTION 10 – AMENDMENT OF BY-LAWS**

### **10.01 Amendment Rights**

As outlined in By-law 4.01 (c), the Board will approve by-laws that regulate the activities or affairs of the Corporation. However, no by-law provision will take effect without having the by-law, amendment or repeal ratified by the Members by Ordinary Resolution. The by-law, amendment or repeal will become effective on the date of ratification by the members and in the form in which it was ratified. This section does not apply to a by-law that requires a special resolution of the members as outlined in By-law 10.03.

### **10.02 Suggested Amendments**

Members may suggest amendments to the By-laws at any time. Suggested amendments with supporting rationale will be submitted to the Board in writing and presented to the membership at the next members' meeting.

### **10.03 Fundamental Changes**

According to the Act, a Special Resolution of the Members is required to make, amend or repeal the following fundamental provisions:

- (a) The Corporation's name, the province/territory in which the Corporation's Registered Office is situated;
- (b) The purpose or restriction of activities that the Corporation may carry on;
- (c) Classes of Members, transferability and other conditions of Membership;
- (d) The minimum or maximum number of Directors;
- (e) The statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (f) The manner of giving notice to Members entitled to vote at a meeting of Members;
- (g) Absentee voting by Members; or

(h) Any other provision that is set out in the Articles.

**SECTION 11 – EFFECTIVE DATE**

CERTIFIED to be By-laws of the Corporation, as approved by the directors of the Corporation by resolution on the 4<sup>th</sup> day of April 2019 and ratified by the members of the Corporation by resolution on the 16<sup>th</sup> day of April 2019.

Dated as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_

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[signature & office of director]

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[signature & office of director]

<b>Approval / Ratification History</b>		
<b>Date Ratified</b>	<b>Summary of Sections Approved &amp; Ratified</b>	
13 October 2015	Sections 1 thru 11 - Original By-laws (version 1.1)	
10 July 2018	Section 1 – 1.02 Adds two new definitions & clarify two existing definitions Section 1 – 1.03 Removes dated reference to number of members	
	Section 2 – 2.02 Adds 'ownership' to Membership conditions	
	Section 3 – 3.02 Clarifies Financial Statements approved at AGM Section 3 – 3.10 Removes chair's right to vote unless to break a tie	
	Section 4 – 4.01 (e) & (f) Clarifies board's relationship with stakeholders Section 4 – 4.01 (g) Adds responsibility to appoint specific spokesperson(s) Section 4 – 4.04 Adds requirement for 'Leasehold resident' on Board	
	Section 4 – 4.06.03 Clarifies process to remove director(s) from office Section 4 – 4.07.04 Adds electronic conduct of Board meetings Section 4 – 4.07.05 Clarifies quorum requirements at Board meetings	
	Section 5 – 5.01 Clarifies appointment of officers & Directors-at-large Section 5 – 5.02 Clarifies President's role as official spokesperson Section 5 – 5.03 Clarifies duties of Vice-president Section 5 – 5.04 Clarifies duties of Treasurer Section 5 – 5.06 Clarifies role of Directors-at-large	
	Section 6 – 6.02 Clarifies mandates of four Board oversight committees	
	Section 1 – 1.02 (v) Changes definition of resident from 'own and reside' to 'own and/or reside'	
	16 April 2019	Section 1 – 1.02 (v) Changes definition of resident from 'own and reside' to 'own and/or reside'