



**PineRidge In Gravenhurst
Homeowners'
Association**

BY-LAWS

Where a situation is not covered in these By-Laws or where there is a conflict between these By-Laws and the Act, the Act takes precedence.

[Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15 \(ontario.ca\)](http://ontario.ca)

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Section 1 – General

1.1 Definitions

In this By-Law and all other By-Laws of the Corporation, unless the context otherwise requires:

"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;

"Articles" means the letters patent, supplementary letters patent, articles of incorporation, articles of amendment, of the Corporation, as amended from time to time;

"Board" means the Board of Directors of the Corporation;

"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 and effect;

"Chair" means the facilitator of the meeting;

"Cohabitant" means a person who is ordinarily resident at a Member Parcel;

"Common Elements" means a building, land or amenities owned or managed by the Association;

"Community" means the community known as "PineRidge in Gravenhurst";

"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;

"Director" means an individual occupying the position of Director of the Corporation by whatever name he or she is called;

"Entitled Homeowner" means a Homeowner who is in Good Standing;

"Entitled Household" means a Household that is in Good Standing;

"Good Standing" means Association dues are not in arrears, and who is compliant with the Protective Restrictions on Residential Lands, and Association By-Laws;

"Homeowners" means the person or persons whose name is the registered owner of a Member parcel being one of the 259 properties comprising the PineRidge in Gravenhurst community;

"Homeowner" means the person, or persons whose name is on the PineRidge property Title;

"Household" means one of the 259 parcels of land in the PineRidge in Gravenhurst community in which one or more persons permanently reside;

"Member" means the person or persons who is the registered owner of a Member parcel in the PineRidge in Gravenhurst community;

"Membership Parcel" means one of the 259 parcels of real property located in the Community;

"Officer" means an officer of the Corporation;

"Ordinary Resolution" means a resolution that, is submitted to a meeting of the members of a corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast;

"Resident" means a person who cohabitates with a Homeowner and whose permanent domicile is listed within the PineRidge community;

"Special Event" means those activities organized by individual Members or by Committees for the benefit of the community;

"Special Resolution" means a resolution that, is submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast;

"Tenant/Occupant" means the person or persons who has entered into a lease agreement with a Member.

1.2 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-Law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.3 Severability and Precedence

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. 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, as the case may be, shall prevail.

1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any five of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall 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, By-law, or other document of the Corporation to be a true copy thereof.

Section 2 – Incorporation

2.1 Name

The name of the Association is PineRidge in Gravenhurst Homeowners' Association (hereinafter referred to as the Association).

2.2 Address

The address of the Association is 16 Hedgewood Lane, Gravenhurst, Ontario, P1P1Y8.

2.3 Date of Incorporation

The Association was incorporated on March 15, 2000, as a corporation without share capital, and shall be carried on without the purpose of gain for its members. Any profits and accretions to the Corporation shall be used in promoting its objectives.

2.4 Objectives

The Association's objectives are to:

- a. Own, operate and maintain the Community Centre (hereinafter referred to as Hahne Hall), and other real property and equipment;
- b. Promote overall welfare, safety, and communication amongst residents and others;
- c. Maintain and promote the stewardship of the community's environment;
- d. Encourage neighbourly spirit and social interaction;
- e. Represent the interest of the Association to the municipal authority.

Section 3 – Powers

- 3.1 The Board of Directors of the Association and the operation of the Association itself shall be governed by the Act, these By-Laws, Schedule "B" Protective Restrictions on Residential Lands, referred to as the "Protective Covenants". These Protective Covenants are binding for forty years (2035).
- 3.2 The "Protective Covenants", a copy of which was provided to each Homeowner at the time of purchase of their home and a copy of which is attached hereto, is binding on the Homeowner's land and any successor in title. The "Protective Covenants" are hereby incorporated by reference.
- 3.3 The Board has the authority of the Members to enforce the Protective Covenants.
- 3.4 In accordance with the "Protective Covenants", Members of the Association may enter into an agreement to lease their property. The form of lease shall be that form of lease which is available from the Secretary of the Association. A copy of every executed lease shall be filed with the Secretary of the Association upon its execution.
- 3.5 The Board shall have the authority to prepare such form of lease and amend such form as may be required from time to time.
- 3.6 The use of the form of lease does not create a relationship of landlord and tenant as between the Board, the Association at large, and the tenant.

Section 4 – The Board of Directors

4.1 Directors

- 4.1.1 The affairs of the Association will be managed by a Board of Directors.
- 4.1.2 The Board of Directors is responsible to the Members for the operating expenses, maintenance, repair and renewal of the common elements.
- 4.1.3 The Board of Directors may make reasonable rules respecting the use of the common elements. These rules shall be documented in the Policy and Procedures manual.
- 4.1.4 Board of Directors to establish, document and maintain a list of responsibilities, procedures, and authorities for its Officers.

4.2 Nominations

- 4.2.1 The Board of Directors shall appoint a Nominating Committee comprised of volunteers of Association Members in good standing prior to the scheduling of an election of Directors.
- 4.2.2 The Nominating Committee shall determine the available term for each Board position to be filled at the AGM. Open positions shall be advertised by their available term (one, two or three years), and the nominated member shall in writing declare the term length they are running for prior to the election. Terms of Office shall be in accordance with Section 4.5 and 4.7 of the Bylaws. ONCA Section 24(4)
- 4.2.3 The Nominating Committee shall solicit and accept nomination recommendations from Members, subject to nominees' willingness to stand for election and candidate eligibility requirements, as well as self-nomination recommendations from Members wishing to stand for election.
- 4.2.4 Nominees for election to the Board of Directors shall be Members in good standing.
- 4.2.5 An interim candidates list shall be published at least 14 days prior to an election.
- 4.2.6 Nominations shall be closed 10 days prior to an election.
- 4.2.7 A final candidates list shall be published at least 7 days prior to an election.
- 4.2.8 Following the publication of the final candidates list, the Board of Directors will arrange an all-candidates meeting to be held at least four days prior to an election,
- 4.2.9 The Nominating Committee shall publish interim and final candidates lists on the Association's indoor and outdoor Notice Boards and via the PineRidge Website, email or other vehicle deemed appropriate by the Board of Directors.

4.3 Composition

- 4.3.1 The Board of Directors shall include the President, Vice-President, Secretary, Treasurer, (hereinafter referred to as the Officers) and three (3) to five (5) Directors at Large. The Board may not consist of fewer than seven (7) Directors or more than nine (9) Directors. Each Director shall be entitled to one (1) vote on Board of Directors business.
- 4.3.2 No person shall act for an absent Director at a meeting of Directors. (Section 23(5) of Act)

4.4 Election

- 4.4.1 The Board of Directors shall be elected by entitled-to-vote Households.
- 4.4.2 Only one (1) Member of any Household may serve on the Board of Directors at any one time.
- 4.4.3 Elections shall be held annually to fill vacant Board of Directors positions in conjunction with Annual General Meetings or a Special Meeting called for that purpose. To facilitate continuity of Board of Directors business, election of Directors shall be staggered. Each year three (3) Directors shall be elected.
- 4.4.4 Members upon election or appointment to the Board of Directors shall consent in writing to hold office as a Director before or within 10 days after the election or appointment. (Section 24(8) of Act)

4.5 Terms of Office

- 4.5.1 Directors shall be elected for a period of three (3) years.
- 4.5.2 No Director shall serve in total more than three (3) consecutive years in any capacity on the Board of Directors.
- 4.5.3 Any Member who has not served on the Board of Directors for a period of one year may stand for election again.

4.6 Removal

A Director may be removed before the expiration of the term by a vote in favour of removal by an ordinary resolution of the Entitled-to-Vote Households at a Special Meeting called for that purpose. (Section 26(1) of Act)

4.7 Vacancies

- 4.7.1 If any Director vacates his or her office for any reason, the Board of Directors may replace the Officer or Director by a temporary appointment. The duration of the temporary appointment will last until the next Annual General Meeting at which time the position will be filled in accordance with By-Law 4.4.

4.7.2 At the AGM the member filling the temporary appointment may stand for nomination to remain on the Board.

4.7.3 When a Director vacates his or her office, the incoming nominated/elected member will serve for only the time remaining on the original term of the position vacated. This is to maintain Board continuity and the intent of By-Law 4.4.3.

4.8 Remuneration of Directors

4.8.1 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director. (Section 47 of Act)

4.8.2 Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties. (Section 47 of Act)

4.9 Committee Liaison

All committees will have a Board Member assigned as a liaison.

Section 5 – Board Meetings

5.1 Calling of Meetings

The Board of Directors will meet on a regular basis and all Board members will be given due notice of all meetings. Notice of all regular Board meetings and agendas will be posted on the bulletin board in Hahne Hall. The President, Vice-President, or a petition of the majority of the Board, may call a special Board meeting with a specific agenda at any time. At a special Board meeting, only items on the agenda will be addressed.

5.2 Regular Meetings

Meetings of the Board of Directors will be held at Hahne Hall, or at another location designated by the Board. All regular Board meetings are open to all Association Members who may attend as observers.

5.3 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

5.4 Quorum

A quorum shall consist of fifty-six percent (56%) of the members of the Board of Directors. Decisions shall be made by a minimum of five (5) affirmative votes.

5.5 Participation by Telephonic or Electronic Means

If all the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting. (Section 34(3.2) of the Act)

Section 6 – Officers

6.1 Officers

As soon as practicable and no longer than seven (7) days following the Annual General Meeting at which the Directors were elected, the Directors shall meet and shall elect from among the Directors for a term of one (1) year and until their successors have been elected, a President, a Vice-President, a Secretary and a Treasurer.

6.2 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death. (Section 25(2) of the Act)

6.3 Duties

6.3.1 Every Director and Officer in exercising his or her powers and discharging his or her duties to the corporation shall:

- a. act honestly and in good faith with a view to the best interests of the corporation; and
- b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. (Section 43(1) of the Act)

6.3.2 Every director and officer shall comply with:

- a. the Ontario Not-for-Profit Corporations Act;
- b. this corporation's articles and by-laws. (Section 43(2) of the Act)

6.4 Duties of the President

6.4.1 The President will preside as Chair whenever possible at all meetings of the Board of Directors and of the Association.

6.4.2 Of the President or Vice-President, either one or the other or both, shall be available at all meetings.

6.5 Duties of the Vice-President

The Vice-President will preside at all meetings in the absence of the President and will perform such other duties as assigned by the President.

6.6 Duties of the Secretary

The Secretary shall:

- a) Record the minutes of all meetings of the Association and of its Board of Directors.
- b) Maintain the official minute book.
- c) Attend to correspondence as directed by the President or the Board of Directors.
- d) Maintain Membership lists.
- e) Keep safe all recorded minutes, official correspondence, and documents in a locked file cabinet.

6.7 Duties of the Treasurer

The Treasurer shall:

- a) Record all monies received and disbursed on behalf of the Association.
- b) Deposit all receipts in a bank account in the name of the Association.
- c) Submit a report at all Board of Directors, Regular, and Annual General Meetings.
- d) Prepare for the Board of Directors, a proposed budget for the upcoming fiscal year.
- e) Adhere to the Association's Financial Policy as described in Section 13.
- f) Normally act as chair of the Financial Standing Committee.
- g) A resident homeowner shall fill the position of Treasurer. If the Treasurer is to be absent for a period greater than one month, a quorum of Directors shall appoint an Interim Treasurer who shall be a Homeowner. (Section 28(1) of the Act)

6.8 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation 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 resolution 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 money of or belonging to the Corporation shall be placed out or invested or for 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 for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and

2. exercised their powers and discharged their duties in accordance with the Act (Section 44 of the Act)

6.9 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. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction. (Section 41 of the Act)

Section 7 – Membership

7.1 Membership

- 7.1.1 Association membership is mandatory for all Households as soon as the official closing on the home purchase has occurred. Upon closing, membership will be recorded on the official list of Households.
- 7.1.2 Each PineRidge in Gravenhurst residence household, (hereinafter referred to as Household), shall normally, in keeping with the adult community status of the Association, be comprised of no more than two (2) permanent adult occupants each of whom is individually referred to hereinafter as a Member.

7.2 Membership Fees

- 7.2.1 All Households are responsible for fees which will cover:
 - a) all expenses associated with maintaining the common elements, including, and not limited to taxes, insurance, legal, utilities, charges and costs of maintenance and improvements of the common elements; and
 - b) allocations for repairs and replacements and reserve contributions.
- 7.2.2 For each Household of the prior fiscal year, the annual fee shall be payable due and dated on the first day of April. There are two options of payment:
 - Option 1: Payable in one single payment dated April 01 by either cheque made out to PineRidge in Gravenhurst Homeowners Association or Interac e-transfer; or
 - Option 2: Payable by four post-dated cheques made out to PineRidge in Gravenhurst Homeowners Association received on April 01 and dated April 01, July 01, October 01, and January 01.

7.2.3 For each new Household of the current fiscal year, a proportional fee shall be payable. This proportional fee shall be calculated from the first day of the month following the Household's home purchase closing date to the following March 31. This amount is payable by one single payment dated the first of the month following closing, either by cheque made out to PineRidge in Gravenhurst Homeowners' Association or by Interac e-Transfer.

7.3 No Avoidance

The obligation of an Association Household owner to contribute towards the common expenses shall not be avoided by waiver of the right to use the common elements or by abandonment.

7.4 Lien

Where a Household defaults in its obligation to contribute to the Association towards the common expenses as provided in the Association By-Laws, the Association has a lien for the unpaid amount against the Household unit together with all reasonable costs, charges and expenses incurred by the Association in connection with the collection or attempted collection of the unpaid amount.

7.5 Lien Enforcement

The lien may be enforced in the same manner as a mortgage.

7.6 Lien Processing

The Association's legal appointee shall undertake the processing of lien.

7.7 Special Event Costs

All special events are to be self funding, in that should they incur costs, those costs shall be fully recovered by those attending through ticket sales.

7.8 Application of Common Surplus

Any common surplus in the Association shall be applied either against future common expenses or paid into a reserve fund, but shall not, other than on termination of the Association, be distributed to Household owners or mortgagees.

7.9 Communication with the Board of Directors or Protective Covenant Committee

All communications with the Board of Directors or the Protective Covenants Committee involving community concerns must be presented in writing either electronically or by hard copy. The Board will acknowledge upon receipt by email or telephone. The designated Board members will meet at a time acceptable to both parties. Final agreements will be in writing as a matter of record and transmitted by either email or postal service.

7.10 “In Good Standing”

A homeowner deemed to be “in good standing” is one whose fees (as per By-Law 9.02) have been paid and is not in contravention of the Protective Restrictions on Residential Lands (Protective Covenants). Otherwise, the homeowner will be a member not in good standing.

7.11 Reinstatement as a Member “In Good Standing”

In order to be considered for reinstatement as a member in good standing, the member must make a request to the Board of Directors for this change in status. A letter, either hard copy or electronic, is to be sent to the Secretary. The Board will determine what reparation is necessary. Upon satisfactory completion of the reparation determined by the Board, the member may be reinstated if approved by a majority vote of the Board.

7.12 Disciplinary Act

7.12.1 Upon 15 days’ written notice to a Member, the Board may pass a resolution authorizing disciplinary action for violating any provision of the articles, By-laws or Protective Covenants.

7.12.2 The notice shall set out the reasons for the disciplinary action. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action. (Section 51 of the Act)

Section 8 – Member’s Meetings

8.1 Place of Meetings

Meetings of Association Members will be held at Hahne Hall, or at another location designated by the Board of Directors. In the event that it is not possible to meet at Hahne Hall or another designated location for any reason, meetings may be held virtually using available technology.

8.2 Types of Meetings

All meetings will be business meetings. Meetings will be Annual General, Regular, and Special. Technical amendments to the By-Laws shall be voted on at all Business meetings.

8.3 Annual General Meeting

The Annual General Meeting shall be held on the second Monday in the month of May at 7:30 p.m. each year. If this date is a legal holiday or special day, the Annual General Meeting shall be held at the appointed hour two days after. If an Annual General Meeting has not been called and held within two (2) months after the fiscal year end, any entitled Household may call a Meeting.

8.4 Regular Business Meetings

Regular business meetings of the Association shall be held on the second Monday in each of the months of September and February at 7:30 p.m. If this date is a legal holiday or special day, the regular business meeting will be held at the appointed hour two days after.

8.5 Special Meetings

Special Meetings may be called at any time by the President or the Board of Directors, or upon written request of at least ten percent (10%) of entitled Households. Section 60(1) of Act)

8.6 Notice of Meetings

8.6.1 The Board of Directors shall notify Households of all upcoming meetings by posting notices on the Association's indoor notice board and distributing by electronic means (email or website).

8.6.2 Notices for Annual General and Regular Meetings shall be posted as per 8.6.1, fifteen (15) days prior to meeting date. Notice for a Special Meeting shall be posted and distributed at least ten (10) days prior to the meeting date. (Section 55(1) of Act)

8.7 Voting Rights

8.7.1 A Household will become Entitled-to-Vote at the first meeting following official home purchase closing date.

8.7.2 Each Entitled-to-Vote Household will have one (1) vote.

8.7.3 Entitled-to-Vote Household in good standing may vote by acclamation (voice – “aye/yes” or “no”), show of hands, written ballot, or other acceptable method at the direction of the Chair of the meeting. In the event of a tie, the Chair may cast the deciding vote. However, the Chair cannot vote twice, once as a Household then again in his or her capacity as the presiding officer.

8.7.4 A member may demand a ballot either before or after any vote by show of hands. (Section 58(2) of Act)

8.8 Proxies (Section 63 of Act)

8.8.1 In this part, “proxy” means an authorization by means of which a member has appointed a proxyholder to attend and act on the member's behalf at a meeting of the members.

8.8.2 Every member entitled to vote at a meeting of the members may by means of a proxy appoint a proxyholder or one or more alternate proxyholders as the member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.

- 8.8.3 Proxy forms will be included with the electronic distribution of the Notice of Meetings fifteen (15) days preceding all scheduled Business Meetings and at any time deemed appropriate by the Board of Directors.
- 8.8.4 Proxyholders must be members in good standing.
- 8.8.5 A proxy must be signed by the member or the member's Attorney.
- 8.8.6 Proxies can only be specifically for one meeting and shall be dated for that meeting.
- 8.8.7 Every proxy shall be revocable at any time at the discretion of the Member executing it provided that any revocation must be received by the Poll Captain no less than 60 minutes prior to the meeting.
- 8.8.8 Proxies shall be filed with the Poll Captain no less than 60 minutes prior to the meeting.

8.9 Voting by Mail (Section 67 of Act)

- 8.9.1 A Member entitled to vote at a meeting of Members may vote by mail-in ballot. Such mail-in ballot shall be in such form as the Board shall direct. Mail in voting forms shall be distributed with the meeting notice in accordance with by-law 10.6. Members may request the form from the Poll Captain.
- 8.9.2 The form will include the meeting date, time and agenda items only for members to indicate their vote.
- 8.9.3 Completed forms shall include the member's name, address, signature, and date.
- 8.9.4 The form shall be sealed in an envelope, addressed to the Poll Captain and placed in the mail slot at Hahne Hall no later than 24 hours prior to the meeting. The envelope may be presented directly to the Poll Captain no later than one (1) hour prior to the meeting. Mail in votes may be forwarded to the Poll Captain from the member's recognized email address no later than 24 hrs prior to the meeting.
- 8.9.5 The envelopes shall be opened by the Poll Captain only on the day of the meeting.
- 8.9.6 Mail in votes may be revoked up to one (1) hour prior to the meeting.
- 8.9.7 Mail in votes only count towards quorum for those items stated on the agenda for a vote.

8.10 Quorum

- 8.10.1 The quorum for the Annual Meeting is established by the presence, in person, by proxy, or by mail, of not less than 90 entitled-to-vote Households.
- 8.10.2 The quorum at the September Regular Meeting is established by the presence, in person, by proxy, or by mail of not less than 76 entitled-to-vote Households. The quorum for the February Regular Meeting is established by the presence, in person or by proxy, of not less than 76 entitled-to-vote Households. The quorum at a Special Meeting is

established by the presence, in person or by proxy, of not less than 90 entitled-to-vote Households.

8.10.3 Decisions shall be made by simple majority of entitled-to-vote Households present, in person, by proxy, or by mail at the Annual General Meeting, September Regular Meeting and the February Regular Meeting. Decisions shall be made by a two-thirds vote of entitled-to-vote Households present, in person or by proxy, at a Special Meeting.

8.10.4 Should a Meeting not achieve a quorum, the Meeting may proceed, but only as an informational meeting with no voting on any subject. If Households withdraw and less than a quorum remains, business can continue but no voting may take place. No Household shall withdraw without first notifying the Secretary.

8.11 Conduct

All Association meetings will be conducted in an orderly manner and generally guided by the current edition of Robert's Rules of Order.

8.12 Order of Business

The order of business will be as follows:

1. Members' registration and certification of quorum
2. Proof of notice of meeting or waiver of notice
3. Approval of minutes that have been circulated prior to the meeting
4. Reports of Officers
5. Reports of committees
6. Unfinished business
7. New business
8. Adjournment

8.13 Minutes

Minutes of all meetings will be kept in a business-like manner and will be available for inspection at reasonable times and shall be retained for a period of at least (5) five years. Minutes will be approved at the next scheduled Business Meeting, (AGM, September or February).

8.14 Membership Lists

The Secretary shall maintain, on an up-to-date basis, the following lists:

1. an official list of Households and Members;
2. a month end list of entitled-to-vote Households.

The lists will be available to any Member for inspection at any reasonable time. The lists shall be kept open at the time and place of all meetings and used for the Members' registration and certification of a quorum.

8.15 Procedure for Submitting Agenda Items

8.15.1 A member entitled to vote at an annual meeting of the members may,

- (a) give the corporation notice of any matter that the member proposes to raise at the meeting, referred to as a “proposal”; and
- (b) discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal. Any proposal must comply with the provisions of the Act (Section 56 of the Act).

8.15.2 Items of information need only be submitted 7 days in advance of the meeting.

8.15.3 Proposals shall be submitted at least 60 days in advance of the meeting date.

8.15.4 The Board shall include the proposal in the notice of meeting.

8.15.5 If the Board refuses to include a proposal in a notice of meeting, it shall, within 10 days after the day on which it receives the proposal, notify the member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal.

8.15.6 On the application of a member submitting a proposal who is aggrieved by the refusal, the court may restrain the holding of the meeting at which the proposal is sought to be presented and may make any further order that it thinks fit.

8.16 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. 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.

8.17 Persons Entitled to be Present

8.17.1 The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation. (Section 55(1) of the Act)

8.17.2 Members may have their Power of Attorney present to represent their interests. The Power of Attorney must have a notarized copy of the PoA in possession at the meeting. (Substitute Decisions Act)

Section 9 – Notices

9.1 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto. (ONCA 2010 Section 196)

9.2 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 10 – Committees

10.1 Standing Committee

Standing Committees are permanent committees created and mandated by the Board of Directors to carry out specific functions for the Association on an ongoing basis under the direction of the Board of Directors.

10.2 Temporary Ad Hoc Committees or Working Groups

These bodies are temporary committees created and mandated by the Board of Directors to study selected issues or functions and to report their findings with a recommended course of action to the Board of Directors. They shall be disbanded on completion of their task. Ad Hoc Committees may also be created at any scheduled Association Meeting by a two-thirds majority vote by entitled-to-vote Households.

10.3 Appointment

The President, with the agreement of the Board of Directors, shall have the authority to establish Committees and Committee Objectives as well as to appoint, re-appoint or terminate Committee Chairs.

10.4 Committee Structure

- 10.4.1 All Committees shall be chaired by a Member and shall be comprised of the Chair and sufficient Member volunteers selected by the Chair to achieve the Committee's objectives. All committee volunteers, and the Chair shall be Association Members in good standing.
- 10.4.2 Committee Chair appointments shall be for a period of two (2) years and may be renewed at the discretion of the Board.

10.5 Committee Procedures

- 10.5.1 Committee mandate statements shall be developed by the Board of Directors in conjunction with the Committee Chair. When confirmed by the Board of Directors the Mandate shall be presented at the next scheduled Association Meeting for acceptance by Members. The accepted Mandate shall be proposed as a By-Law amendment to be recorded in Section 12.6 at the next Annual General Meeting.
- 10.5.2 The Committee shall, with the concurrence of the Board of Directors, establish, document and maintain a list of responsibilities, procedures and authorities for its offices and subcommittees (if any) which are appropriate to achieve the Committee's objectives.
- 10.5.3 Each Committee Chair or his/her designate, shall report to the Board of Directors on all the Committee's activities at least once per calendar quarter and shall also report to the Members at each Regular and Annual General Meeting.

10.6 Committee Mandate

10.6.1 Property Management Committee

The Property Management Committee maintains the Association's Hahne Hall premises and operating systems in good repair and ensures appropriate condition, quality and quantity of Hahne Hall equipment for the benefit and safe enjoyment of Members.

Maintains parklands, landscaping and other common elements within the Association's jurisdiction, to ensure a pleasing and safe environment for the enjoyment of Members.

10.6.2 Social Committee

The Social Committee fosters community spirit in PineRidge and encourages the use of Hahne Hall through the promotion and coordination of the recreational interests of the residents and the planning, scheduling and organizing of social functions for the enjoyment of all.

10.6.3 Communication Committee

The Communication Committee ensures that adequate channels and vehicles of communication exist within PineRidge to encourage the sending and receiving of authentic messages freely, up, down and across the organization.

10.6.4 Finance Committee

The Finance Committee advises, assists and consults with the Treasurer in managing the financial affairs of the PineRidge in Gravenhurst Homeowners' Association. Establishes and maintains sound fiscal and investment policies and procedures to ensure the continuing financial viability of the Association.

10.6.5 Nominating Committee

The Nominating Committee shall be responsible for managing the process for the nominations and election of the Association as set out in the By-Laws of the Association, Section 4.2.

10.6.6 House Committee

The House Committee shall be responsible for, in conjunction with the Property Management Committee, the planning and design of the functional space in Hahne Hall and shall purchase furnishings and materials necessary on behalf of the Association.

10.6.7 C.A.R.E. Committee

The Caring Action in Response to Emergencies Committee shall be responsible for providing a helping hand to Members in need within the community on an interim basis, pending organization of more permanent support by Member family members and/or appropriate government or social agencies.

10.6.8 By-Law Committee

The By-Law Committee shall be responsible for the maintenance of the By-Laws and the documentation of the procedures of the Association and for making recommendations to the Board of Directors for the changes that will facilitate improved management of the Association and enhance its ability to achieve its stated objective.

10.6.9 Protective Covenants Committee

The Protective Covenants Committee shall be responsible, in conjunction with the Board, for the administration (approving and interpreting) items relating to our homes and properties, which are covered in the Protective Restrictions on Residential Lands Agreement to ensure that the standards of the community are maintained and to review the Protective Covenants and make recommendations to the Board.

10.7 Future Standing Committees

Additional committees shall be activated as appropriate.

Section 11 – Financial

11.1 Fiscal Policies

- 11.1.1 Expenditures up to and including five hundred dollars (\$500.00) may be paid by Interac e-transfer or by cheque.
- 11.1.2 Expenditures over five hundred dollars (\$500.00) and up to one thousand dollars (\$1000.00) shall be paid by cheque and approved by any two (2) account signatories. Expenditures in excess of one thousand dollars (\$1000.00) shall be paid by cheque and approved by any two (2) signatories and reported by the Treasurer to the Board for ratification at the next succeeding Board meeting as a part of his/her regular monthly accounting.
- 11.1.3 Expenditures from the operating account which in the opinion of the Directors might individually or in the aggregate exceed 5% of the gross annual fee revenue shall be referred to the Membership for consideration and approval at a meeting specifically called for that purpose prior to the expense being incurred.
- 11.1.4 All expenditures shall be supported by verified billings, invoices or receipts. Such billings, invoices or receipts shall accompany all cheques requiring a 2nd signature. These documents and the bank statements shall be made available to Board signatories and to any Board member upon request.
- 11.1.5 The Association shall establish and maintain at least one reserve fund. The reserve fund shall be calculated on the basis of expected repair and replacement costs and life expectancy of the common elements.
- 11.1.6 Reserve Fund Expenditures. Expenditures from the Reserve Fund, by the Board of Directors, of a non-emergency nature, shall be approved by the Membership if that expenditure will exceed 5% (five percent) of the total Reserve Fund.
- 11.1.7 The Association shall establish and maintain a Reserve for Legal Costs for the purpose of funding legal expenditures of the Association. This reserve shall not be less than \$20,000. Expenditures from the Reserve for Legal Costs must be approved by the Board of Directors and shall be additionally approved by the Membership if an expenditure on a single case is expected to exceed the Reserve. This fund is considered to be exclusive of the general operating funds and not subject to the restrictions of By-Law 11.1.3.
- 11.1.8 The Directors and officers may, with approval of the membership by way of ordinary resolution,
1. borrow money on the credit of the corporation;
 2. issue, reissue, sell or pledge debt obligations of the corporation;
 3. give a guarantee on behalf of the corporation to secure performance of an obligation of any person; and

4. mortgage, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation.

11.2 Procedures

- 11.2.1 Proceeds derived from Association activities will be deposited and identified in the general fund account.
- 11.2.2 All cheques drawn on the Association accounts shall bear two (2) signatures to be valid. Authorized signatures will be any two of President, Vice-President, Secretary or Treasurer.
- 11.2.3 Blank cheques will not be pre-signed.
- 11.2.4 The Treasurer shall report to the Board of Directors on a regular basis detailing financial activities.

11.3 Fiscal Year

The fiscal year will begin on April 1st and end on March 31st of the following year.

11.4 Financial Statements

- 11.4.1 The financial statements will be prepared in accordance with Canadian generally accepted accounting principles and will consist of:
 - a) a Balance Sheet
 - b) a Statement of Revenues and Expenditures
 - c) a Statement of the Reserve for Capital Expenditures
 - d) a record of the aggregate remuneration of expenses paid to the Officers/Directors in their capacity
 - e) such additional statements or information that may be required.
- 11.4.2 Copies of the financial statements will be presented at each Annual General Meeting.

11.5 Financial Review

- 11.5.1 "extraordinary resolution" means a resolution that is, submitted to a special meeting of the members of the Association duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 per cent of the votes cast.
- 11.5.2 The Association will appoint an auditor and undertake an audit or a review engagement in respect of the Association's fiscal year.

- 11.5.3 Members may, by extraordinary resolution, opt not to appoint an auditor or conduct an audit or review engagement. An extraordinary resolution passed under this section is valid until the next Annual General Meeting of the members.
- 11.5.4 Subject to section 11.5.2 of this by-law, at each annual meeting, the membership shall by ordinary resolution appoint,
- (a) an auditor to hold office until the close of the next annual meeting; or
 - (b) a person to conduct a review engagement of the corporation.
- 11.5.5 In order to be an auditor of a corporation or to conduct a review engagement of a corporation, a person must be permitted to conduct an audit or review engagement of the corporation under the Public Accounting Act, 2004 and be independent of the corporation, any of its affiliates, and the directors and officers of the corporation and its affiliates.
- 11.5.6 The Association's financial statements and audit or financial review report, as the case may be, shall be distributed to all Households not less than twenty-one (21) days in advance of the Annual General Meeting.

11.6 Budget

- 11.6.1 A budget projection, including estimated Household fees for the upcoming fiscal year, shall be prepared for approval by the Board of Directors prior to its being distributed to Households.
- 11.6.2 The projected budget shall be distributed to Households fifteen (15) days prior to the February Regular Meeting.
- 11.6.3 The projected budget shall be presented to Members for approval at the February Regular Meeting.
- 11.6.4 The final budget for the year shall be presented to Members for approval at the Annual General Meeting.

11.7 Accounting Firm

- 11.7.1 The Association shall retain the services of an accounting firm for the purpose of maintaining the books, filing income tax and HST returns and preparing the annual financial statements of the Association described in By-law 11.4.1 as required for presentation at the annual general meeting.
- 11.7.2 The firm shall be independent of the Association, its directors, and its members and have an Ontario public accounting license.
- 11.7.3 The contract with the accounting firm shall be reviewed every three years with quotes obtained from similar accounting firms to ensure competitive rates. The results of the review shall be provided to the membership at the AGM.

- 11.7.4 Board has the authority of the members to renegotiate with a more competitive but equally qualified accounting firm as necessary.

Section 12 – Purpose and Amendments of By-Laws

12.1 Purpose

The purpose of the By-Laws is to establish rules to guide the organization.

12.2 Copies

- 12.2.1 It is the responsibility of each Household to acquire a copy of the By-Laws and any amendments thereto.
- 12.2.2 Upon a decision to sell, homeowners are required to submit copies of the By-Laws, “Schedule B” Protective Restrictions on Residential Lands and common element fee regulations, to real estate agents and/or lawyers dealing with prospective purchasers.

12.3 Amendment Process

- 12.3.1 By-Law amendment recommendations may be proposed by any Association Member in good standing.
- 12.3.2 Proposals shall be submitted in writing to the Secretary following the format of, Background, Current By-Law (if applicable), Proposed By-Law and Motion. Deadline for proposal submission is 60 days prior to the February Regular Business Meeting date.
- 12.3.3 Proposed amendments shall be reviewed by the Board of Directors in conjunction with the By-Law Committee. Notice of proposed changes to the By-Laws shall be presented to Members at the February Regular Business Meeting and shall be placed on the Annual General Meeting agenda for decision. Technical amendments may be voted on at any Business Meeting.
- 12.3.4 When By-Law amendments are adopted, they shall be incorporated into the official master document by the By-Law committee in a timely manner, then presented to the Communication Team in PDF form for posting on the website.

Section 13 – Use of Association Intangible Property

- 13.1 Members shall not use or permit the use of Association membership lists and/or other Association information for business purposes.
- 13.2 Any Member may examine the Association’s books and records by giving fourteen (14) days advance written notice to the Association. This shall be done in the presence of a Board member and no books or records shall be removed from Hahne Hall. Photocopies of records will be provided to any Member at their cost.