

# **Leonard Lake Stakeholders Association**

## **Letters Patent and By-Laws**

**By-law No 1 as amended by:**

**By-law No 2 (approved by members August 26, 2006)**

**By-law No 3 (approved by members August 25, 2007)**

**By-law No 4 (approved by Board May 24, 2010)**

**By-law No 5 (approved by members July 7, 2018)**

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# Letters Patent

This space is for  
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du ministère

Ontario Corporation Number  
Numéro de la société en Ontario

1.

1663968



Ministry of  
Consumer and  
Business Services

Ministère des Services  
aux consommateurs  
et aux entreprises

**LETTERS PATENT**  
This application constitutes the charter  
of the corporation which is issued by  
these Letters Patent dated this

**LETTRES PATENTES**  
La présente requête forme la charte de la  
compagnie constituée en personne morale  
par lettres patentes datées du

**AUGUST 31 AOÛT, 2005**

Minister of Consumer  
and Business Services

Le Ministre des Services  
aux consommateurs et aux entreprises

per/par

Director(A) / Directrice intérimaire

Form 2  
Corporations  
Act  
Formule 2  
Loi sur les  
personnes  
morales

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE CAPITAL  
REQUÊTE EN CONSTITUTION D'UNE PERSONNE MORALE SANS CAPITAL-ACTIONS**

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)

Dénomination sociale de la société : (Écrire en LETTRES MAJUSCULES SEULEMENT)

|   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| L | E | O | N | A | R | D | L | A | K | E | S | T | A | K | E | H | O | L | D | E | R | S | A | S | S | O |
| C | I | A | T | I | O | N |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |
|   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |
|   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |

2. The address of the head office of the corporation is:

Adresse du siège social:

16 PINWOOD DRIVE

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)  
(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

BRACEBRIDGE

Ontario P 1 L 1 K 7

(Name of Municipality or Post Office)  
(Nom de la municipalité ou du bureau de poste)

(Postal Code)  
(Code postal)

3. The applicants who are to be the first directors of the corporation are:

Requérants appelés à devenir les premiers administrateurs de la personne morale :

First name, middle names and  
surname  
Prénom, autres Prénoms et nom de  
famille

Address for service, giving Street & No. or R.R. No., Municipality,  
Province, Country and Postal Code  
Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou  
le nom de la municipalité, la province, le pays et le code postal

BILL MCLEAN

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WAYNE PENNY

1158 LEONARD LAKE ROAD 2  
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P0B 1E0

GORDON ROBERTS

108 MURRAY STREET  
BRAMPTON, ONTARIO, CANADA  
L6X 2V8

JOANNE RUSNELL

2 OLYMPUS AVENUE  
TORONTO, ONTARIO, CANADA  
M6S 1K9

07109 (03/2003)

4. The objects for which the corporation is incorporated are:  
*Objets pour lesquels la personne morale est constituée:*

THE OBJECTS OF THE ASSOCIATION ARE TO ADVANCE THE BEST INTERESTS OF THE STAKEHOLDERS OF LEONARD LAKE INCLUDING:

- A. TO PRESERVE, PROMOTE AND ENHANCE THE QUALITY OF LIFE ON LEONARD LAKE FOR ALL USERS,
- B. TO PROMOTE THE SAFE USE OF LEONARD LAKE, AND
- C. TO RECOGNIZE AND PROMOTE THE PROTECTION OF THE UNIQUE CHARACTERISTICS OF LEONARD LAKE, AND TO ENCOURAGE LAND USE POLICY AND STEWARDSHIP APPROACHES TO ENSURE THE LONG-TERM PROTECTION, MAINTENANCE AND RESTORATION OF ITS NATURAL, SOCIAL AND PHYSICAL FEATURES, INCLUDING WATER, SHORELINE, WATERSHED AND ADJACENT LANDS,

AND SUCH OTHER COMPLEMENTARY PURPOSES NOT INCONSISTENT WITH THESE OBJECTS.

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WAYNE POTNY

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P9B 1E0

3.

5. The special provisions are:  
*Dispositions particulières:*

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

*La personne morale doit exercer ses activités sans rechercher de gain pécuniaire pour ses membres, et tout bénéfice ou tout accroissement de l'actif de la personne morale doit être utilisé pour promouvoir ses objets.*

6. The names and addresses for members of the directors:

*Noms et adresses des administrateurs ou directeurs*

First name, middle names and surname      Address for service (company Street & No., or P.O. Box, if appropriate, if in care of another person)  
*Prénoms, noms d'usage et nom de famille      Adresse de service (rue, chemin, etc., ou boîte postale, si approprié, si en soins d'une autre personne)*

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P9B 1E0

CORDON ROBERTS

108 MURRAY STREET  
BRAMPTON, ONTARIO, CANADA  
L6Y 2Y7

JOANNE RUSSELL

2 OLIVER AVENUE  
TORONTO, ONTARIO, CANADA  
M5S 1K6

The signature of each member of the directors:

*Leurs signatures respectives*

Signature of the directors  
*Signature des administrateurs*

07109 (03/2003)

07109 (03/2003)

6. The names and address for service of the applicants:  
 Nom et adresse de service des requérants :

| First name, middle names and surname<br>Prénom, autres Prénoms et nom de famille | Address for service, giving Street & No. or P.R. No., Municipality, Province, Country and Postal Code<br>Adresse etc. y compris le rue et le numéro, le numéro de la P.R. ou le nom de la municipalité, la province, le pays et le code postal |
|--|--|
| BILL MCLEAN  | 16 PINEWOOD DRIVE<br>BRACEBRIDGE, ONTARIO, CANADA<br>P1L 1K7   |
| WAYNE PENNY  | 11 58 LEONARD LAKE ROAD 2<br>MILFORD BAY, ONTARIO, CANADA<br>P0B 1E0   |
| GORDON ROBERTS   | 108 MURRAY STREET<br>BRAMPTON, ONTARIO, CANADA<br>L6X 2V6  |
| JOANNE RUSSELL   | 2 OLYMPUS AVENUE<br>TORONTO, ONTARIO, CANADA<br>M5S 1K9  |

This application is executed in duplicate.  
 Le présente requête est faite en double exemplaire.

Signature of applicants  
 Signature des requérants

 

# **By-Law 1 as amended by By-Laws 2, 3 and 4**

This by-law replaces all previous by-laws.

## **1. Name**

The name of the organization shall be the LEONARD LAKE STAKEHOLDERS ASSOCIATION (hereinafter referred to as the “Association”).

## **2. Head office**

The head office shall be in Ontario.

## **3. Membership and fees**

“Subject to the limitations set out in paragraphs (b), (c) and (d), regular membership (“Regular Membership”) in the Association (each, a “Regular Member”) shall be open to all individuals who are registered owners of property bordering on Leonard Lake, Leonard Lake Road #1, Leonard Lake Road # 2, Glen Gordon Road and downstream property owners to Highway 118 West (each, a “Qualifying Property”).

(a) Where a Qualifying Property is owned by more than one individual, only one such individual shall be open for regular membership in the Association. The other individual(s) shall be entitled to attend and participate in Association meetings, but shall not be entitled to vote unless they are voting on behalf of a Regular Member in good standing under the provisions of a valid proxy. Where the owners of a Qualifying Property are spouses, only one spouse shall be open for Regular Membership.

(b) Where a Qualifying Property is owned by a corporation or other entity that is not an individual, a single individual nominated by such entity by notice in writing to the Association by such corporation shall be open for Regular Membership.

(c) A person who owns more than one Qualifying Property is only eligible for only one Regular Membership.



(d) Associate membership in the Association (each, an “Associate Member”) shall be open to any individual who is 16 years of age or older, has been sponsored by a Regular Member in good standing for so long as sponsorship of such Associate Member remains in effect and the applicant for membership has been approved by the Board as an Associate Member.

(e) Regular Member fees and Associate Member fees shall be determined by the Board from time to time until changed by a resolution duly passed by the Board.

(f) For the purposes of this By-law, a “Regular Member in good standing” is any Regular Member who is up-to-date in his/her membership fees, and an “Associate Member in good standing” is an Associate Member who is up-to-date in his/her membership fees.

(g) Only Regular Members in good standing will be permitted to vote at the Annual General Meeting or any special membership meetings of the Association. Associate Members are not entitled to vote unless they are voting on behalf of a Regular Member in good standing under the provisions of a valid proxy.

(h) Associate Members are eligible for election to the Board and may also be appointed by the Board to fill a vacancy in Board membership, provided at no time shall Associate Members form a majority of Directors. Any such Associate Member so elected or appointed to the Board may be appointed as Secretary of the Board but is not eligible for any other office of the Board. Associate Members are encouraged to volunteer to assist in all regular business or special projects of the Association.

(i) Reference to “member” in each of sections 5 to 11 (both inclusive), apart from each of sections 5, 6d),7 and 9(a), 9(b) and 9(c) shall be deemed to be a reference to both Regular Members and Associate Members.”

#### **4. Fiscal year**

The financial year of the Association shall terminate on the 30<sup>th</sup> day of April in each year or on such other date as the directors may from time to time by resolution determine.

## **5. Financial Statements and Members' Waiver of Audit**

The Association shall prepare annual financial statements, which need not be audited. All members must waive the requirement for an annual audit in accordance with the Corporations Act upon joining the Association as a member or, for existing members, in order to maintain their membership.

## **6. Meetings of members**

(a) The Annual General Meeting (AGM) of the Association is to be called within 6 months after the Association's year end.

(b) Business transacted at the AGM shall include:

- Review of minutes of the previous AGM
- Review of the Financial Statements
- Election of Directors
- Sanctioning actions of the Board to date.
- Other business as appropriate

(c) The Board may call a special meeting of members at any time.

(d) Motions requiring a vote by members – i.e. approval of AGM minutes, election of directors, sanctioning actions of the Board, approving by-law changes – shall be by a majority of members in good standing (50% plus 1) in person or by proxy except where a greater percentage is required under the Corporations Act.

(e) All members shall be sent notice by post or e-mail of the AGM 30 days prior to that meeting, and of a special meeting not less than 15 days prior to that meeting.

(f) To ensure complete transparency and fairness to all members, no matters requiring a vote of members shall be brought before the AGM or other meetings of members from the floor. Such matters must be communicated to all members in advance of the AGM or other meetings of members as part of the notice of meeting or AGM package. Should a member or members desire a vote of members on a particular matter, he/she/they must

first discuss the matter with the Board of Directors to see if an appropriate resolution can be reached. If this is not possible, then the member or members must send a letter to the Board requesting a vote of the membership at the AGM and stating the wording of the resolution to be proposed. Any such letters must be received by the Board at least 40 days prior to the scheduled date for the AGM, in order that the content of the letter can be included in the notice of the AGM.

## **7. By-Laws**

The Board of Directors may from time to time enact by-laws relating in any way to the Association or to the conduct of its affairs, and may from time to time amend the by-laws, whereupon they shall take effect, but any and all such by-laws and amendments must be approved by a majority of members in attendance at the next annual general meeting (or two-thirds of votes cast where required under the Corporations Act), or they shall be considered null and void thereafter.

## **8. Directors**

(a) **Duties and number** – The affairs of the Association shall be managed by a Board of Directors who may be known and referred to as Directors, and who may exercise all such powers and do all such acts and things as may be exercised or done by the Association that are not by the by-laws or by statute expressly directed or required be done in some other manner. The Board is responsible to the membership for the management and conduct of the affairs of the Association. The number of Directors shall be fixed from time to time by a special resolution of the Board.

(b) **Qualifications** - Every Director shall be eighteen (18) or more years of age and must be a member in good standing for at least one full year immediately preceding his or her election (or appointment, in the case where a vacancy is being filled) to the Board. Solely for the purpose of determining qualification for election as a Director, a member's renewal of membership for a fiscal year shall be deemed to be effective as of the beginning of the fiscal year no matter when the renewal is actually received by the Association during the fiscal year.

(c) **Term of office and removal** - A Director's term of office shall generally be for two years with eligibility to be re-elected for two additional two-year terms for a maximum total of six consecutive years, provided that for the election of Directors at the first annual

meeting one-half of the Directors shall be elected for a term of one year, with eligibility to be re-elected as stated above. A Director's term of office may be extended by a majority vote of the Board. A past board member, who has completed 6 years may be permitted to stand for an additional term of office by a majority vote of the Board. The Directors may remove any Director by resolution passed by two-thirds of the votes cast by the Directors at a meeting for which notice specifying the intention to pass such a resolution has been given in accordance with this By-law, before the expiration of such Director's term of office.

(d) **Meetings** - Meetings of the Board of Directors may be held either at any place within or outside Ontario. Directors may attend Board meetings by way of telephone. At least 3 days' notice shall be given by e-mail to all Directors of meetings of the Board of Directors. The notice shall indicate the general nature of the business to be conducted at the meeting. Alternatively, all Directors may waive notice of a meeting by written waiver. No notice shall be required for a meeting of Directors immediately following the Annual General Meeting of the Association.

(e) **Quorum** - The number of Directors which shall form a quorum for the transaction of business shall be 50% plus one (1) Director.

(f) **Voting** - Each Director is authorized to exercise one (1) vote. Questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of an equality of votes the Chair of the meeting, in addition to an original vote shall have a second or casting vote.

(e) **Remuneration** - The Directors shall serve without remuneration and directors shall not directly or indirectly receive any profit from their positions as such; provided that directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

(f) **Vacancies** – The Board shall, as long as a quorum remains in office, fill vacancies on the Board from eligible members of the Association.

(g) **Nominations and elections** – The Board shall determine the future needs of the Association for Directors, request from present Directors and others the submission of names of persons recommended as future Directors, make inquiries into their qualifications for nomination as a Director and develop a list of potential candidates for Directors prior to the candidates being aware of their potential candidacy.

Once the list of potential candidates is approved by the Board, potential candidates will be contacted in priority order to determine whether they would be willing to stand until the required number of Directors is obtained.

The slate of continuing and new Directors is communicated to members as part of the Annual General Meeting package sent to members. As part of this communication, the Board seeks suggestions for other candidates, which must have the support of 15 members in good standing and the willingness of the candidate to stand for election. Any additional candidates must be submitted to the President or Vice President at least 10 days in advance of the AGM for inclusion in the list of proposed Directors.

If the number of proposed new Directors exceeds the number required, then there will be a vote by the members in good standing attending the annual meeting or through proxy.

(h) **Committees** - The Board may from time to time appoint such committee or committees, as it deems necessary or appropriate for such purposes and with such powers, as it shall see fit.

(i) **Confidentiality** – Every Director of the Association shall respect confidentiality of matters brought before the Board.

(j) **Conflict of interest** – Any Director who has an interest directly or indirectly in any transaction with the Association shall declare their relationship and absent them selves from the room during discussion of the transaction.

(k) **Indemnification** – Every Director, Committee member or Officer of the Association or any other person who undertakes any act or liability on behalf of the Association and their heirs, executors and administrators, shall from time to time and at all times be indemnified and saved harmless out of the fund of the Association, from and against:

- All costs, charges, and expenses whatsoever which such Director, Committee member, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for in respect of any act, deed, matter or thing whatsoever made, done, or permitted by him/her in or about the execution or intended execution in good faith of the duties of his/her office in respect of any such liability.
- All costs , charges and expenses which he/or she sustains or incurs in or about, or in relation to the affairs thereof, except such costs, charges, and expenses as are occasioned by his/her own wilful neglect or default.

No Director, Officer or Committee member for the time being of the Association shall be liable for the acts, receipts, neglects, or defaults of any other Director, Officer or Committee members, or for the joining in any receipt or act for conformity or for any loss, damage, or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of the association have been invested, or arising from the bankruptcy, insolvency, or 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 whatsoever which may happen in the execution of the duties of his/her respective office or trust in relation thereto unless the same shall happen through gross negligence or gross misconduct..

## 9. Officers

The Directors shall appoint the Officers. The association has the following Officers:

(a) **President** - As part of the succession program for officers of the Association, the President of the Association normally assumes his/her role after being Vice President for at least two years. The President's term of office is normally two years. The President is the Chief Executive Officer of the Association and has all the responsibilities associated with that position. He/she is responsible for the overall performance of the Board of Directors. Specific responsibilities of the President include the following:

- He/she is a signing officer of the Association.
- Establishes the dates of the meetings of the Board of Directors.
- Chairs all meetings of the Board. In his/her absence, the Vice President will chair the meetings.
- Establishes the date for the annual meeting and presides over such meeting. The President will also establish the date of any special meetings of members and will preside over any such meeting.
- Is an ex-officio member of all Association committees.
- Responsible for the development of the Vice President and the orderly transition of President's responsibilities to that person.

- Appoints all Association Committee chairs.
- Works with the Vice President to propose the annual budget for review and approval by the Board.

(b) **Vice President** - The Vice President is selected by the President with the expectation that he/she will assume the position of President following the President's term of office. The Vice President is the second executive officer of the Association and has all the responsibilities associated with that position. In the absence of the President, he/she is responsible for the overall performance of the Board of Directors. Specific responsibilities of the Vice President include the following:

- The Vice President is a signing officer of the Association.
- Acts as a sounding board to the President and helps him/her with the Board and Association matters.
- Responsible for acquiring the necessary experience to effectively assume the President's responsibilities.
- Is an ex-officio member of all Association committees.

(c) **Treasurer** - The Treasurer is selected by the President after consultation with the Vice President. The Treasurer is the Chief Financial Officer of the Association and has all the responsibilities associated with that position. Specific responsibilities of the Treasurer include:

- The Treasurer is a signing officer.
- Reports on the year-end financial statements at the Annual Meeting of members.
- Is responsible for ensuring the financial integrity of the Association.
- Maintains all financial records of the Association and prepares regular financial statements of the Association.
- Reviews and approves the annual financial statements of the Association prior to submission to the Board for their review and approval.
- Monitors the Association's compliance with regulatory and government authorities.

- Reviews policy changes having a potential financial impact to the Association.
- (d) **Secretary** - The Secretary shall keep a correct record of all meetings of the association, both general and Board. The Secretary shall be responsible for all correspondence of the Association, including notification of meetings and the preparation of agendas. The Secretary shall be the custodian of the minute book, documents and registers of the Association including the annual financial statements, minutes of meetings, copies of correspondence as well as all documents necessary to record the operations of the association. The functions of the Secretary may be carried out by one or more members of the Board of Directors.

## **10. Disposition of assets**

- (a) The business of the association shall be carried on without monetary gain to its members or directors.
- (b) All assets of the association shall be used in promoting the objectives of the association and no member or director shall have any claim to such assets.
- (c) If the Association were to dissolve, all of its assets shall be directed to a local recognized environmental agency.

## **11. Rules of order**

The authority for resolving disputes regarding procedures in meetings shall be Robert's Rules of Order.