

SANDYCOVE ACRES HOME OWNERS' ASSOCIATION

CONSTITUTION

Revised April 30th 2017

1. The name of the Association shall be SANDYCOVE ACRES HOME OWNERS' ASSOCIATION (hereinafter referred to as the Association). The owner company of the Sandycove Acres Park is hereinafter referred to as the Company.
2. The principal office of the Association shall be located in Sandycove Acres Park and the mailing address shall be P.O. Box 7151, Innisfil, Ontario, L9S 1A9.
3. Membership in the Association is open to adult permanent residents in good standing as defined in the By-laws and who are shown on the Company lease. For the purposes of the Constitution and By-laws each individual as defined above shall be considered a member. Each such member shall be entitled to one vote at any meeting of members. For the purposes of notifying members of meetings the Record Date for membership shall be 50 days prior to the date of the Annual or Special Meeting. If a member is not so notified for any reason or joins subsequent to the Record Date the member may still attend and vote at any meeting.
4. The objectives of the Association are to:
 - (a) Protect, as far as possible, the interests and investments of the members related to their equity in the home, the charges for operation and maintenance and the charges for land rental and taxes (consistent with existing agreements with the Company).
 - (b) Assist members of the Association in respect to major problems or complaints which may arise and cannot be resolved through direct communication between the member and the Company.
 - (c) Determine the interest of members in matters affected by legislation and regulation by all levels of government and make representation where appropriate to the governing body.
 - (d) Through direct communication and liaison with the Company, promote a relationship between members and the Company which is professional, constructive and satisfying and which results in members receiving maximum benefit from residence in Sandycove Acres.
5. The governing body of the Association shall be the Board of Directors elected annually and constituted in such a manner as the By-Laws provide.
6. The Board of Directors may, from time to time, enact, amend or repeal By-Laws of the Association. When any such action is taken by the Board of Directors a Special Meeting of the Association shall be convened within not more than fifty [50] and not less than ten [10] days to approve the enactment, amendment or repeal. This shall be by an affirmative vote of at least two-thirds of the members present at the meeting in respect of a change in conditions of membership, the number of Directors, method of notification of meetings or voting by members not present at a meeting and by a majority vote for any other change. The Board of Directors shall

notify members of the time and place of the meeting and details of the enactments, amendments or repeals proposed and proxy voting process via Canada Post.

7. The Constitution may be amended by an affirmative vote of at least two-thirds of the members present at a General or Special Meeting of the Association. The Board of Directors shall notify members of the time and place of the meeting and details of the enactments, amendments or repeals proposed and proxy voting process not more than fifty [50] and not less than ten [10] days prior to the meeting via Canada Post.

8. The Association shall not maintain a clubhouse or similar premises. The Association shall not support any political party or candidate for public office in the Federal, Provincial or Municipal field.

SANDYCOVE ACRES HOME OWNERS' ASSOCIATION

BY – LAWS

Revised March 25th 2018

1. The Board of Directors shall consist of no fewer than four (4) and up to ten (10) members of the Association in good standing who have agreed in writing to stand, have read and accepted, as established by the Board, the qualifications for Directors and the Confidentiality Declaration and who have been elected by secret ballot at the Annual Meeting. The term of office is one year. In the event that fewer than four (4) Directors are elected the elected candidates shall call a Special Meeting of members within ninety [90] days to fill the vacancy/vacancies. If the minimum number of Directors cannot be elected the Association shall be dissolved.

2. Regular meetings of the Board of Directors shall be held on the first Tuesday of each month or as close thereto as possible in the event that a quorum is not present or other conditions such as inclement weather or statutory holidays apply. Special Meetings of the Board may be called in event of emergency problems. Members of the Association may attend regular meetings of the Board as observers but may not participate unless invited to do so by the Chair of the meeting. At the sole discretion of the Board of Directors regular or special meetings may be closed in part to observers in respect of discussion of matters relating to members'/residents' privacy or information received from the Company under condition of confidentiality.

3. At the first regular meeting of the Board of Directors, four officers (President, Vice-President, Secretary and Treasurer) shall be elected by the Board from among its members with duties as follows:

(a) President - Shall be the chief executive officer of the Association responsible for the conduct and administration of the Association; act as Chair of all meetings of the Association and Board of Directors without voting power except in the event of a tie.

(b) Vice-President - Shall assist or act for the President in the performance of his (her) duties when so requested or in the absence of the President.

(c) Secretary - Shall record the Minutes of all meetings of the Association and the Board of Directors and attend to all correspondence.

(d) Treasurer - Shall maintain proper books of accounts of all financial transactions of the Association, deposit all monies received by the Association to the credit of the Association's bank account(s) and initiate payment of all monies owed by the Association.

4. The Board of Directors shall establish such committees as they deem necessary, define the roles of said committees, assign Directors thereto as appropriate and dissolve committees that are no longer required.

5. Four (4) Directors present at a Regular or Special Meeting of the Board of Directors shall constitute a quorum. If a quorum is not present, the meeting shall be adjourned to a future date.

No person shall act for an absent Director at a Directors' meeting nor may Directors participate by any method other than actual presence at the meeting.

6. A Director who fails to attend more than two (2) consecutive Board meetings and/or more than a total of three (3) Board meetings in the year of their term of office may be required to resign by the Board of Directors. Exceptions will be considered such as illness or other similar life events. Also a Director may be removed from office by a majority vote of members present at a Special Meeting. When there is a vacancy on the Board, whether as a result of the maximum number of Directors not being elected or due to resignation or removal from office, it shall be filled by the Board appointing new Director[s] to serve until the next regular election but such appointments shall not exceed one third of the number of Directors elected at the Annual Meeting. The Board shall first approach the unelected candidate with most votes from the most recent election and, if that person is not willing to serve, shall approach the remaining unelected candidates in order of votes cast until one is found who is willing to serve. In the event that no such candidate exists, the Board may appoint members to the Board at their sole discretion. The Board shall not be obliged to fill vacancies when there are three months or less to serve in the current term of office.

7. All Directors shall be eligible for re-election upon the completion of their term of office.

8. The President, if not re-elected as a Director, shall serve for one more term as Honorary Past President without voting privilege.

9. Directors shall serve without remuneration but may be reimbursed for out-of-pocket expenses incurred while performing special assignments for the Association, subject to approval of the Board.

10. The President, with approval of the Board, may engage legal or accounting advice but the Board of Directors may not involve or commit the Association in any legal or court-of-law action without the approval of a two-thirds majority of the members attending a General or Special Meeting except that they may, without such specific approval, engage legal representation in respect of hearings on behalf of residents before the Landlord and Tenant Board.

11. Conflicts of Interest where a Director is party to a contract or has a material interest in a contract or transaction must be declared by the Director concerned if and when events dictate and such declarations shall be recorded in the Minutes. If a conflict of interest is so declared, the Director concerned shall have neither voice nor vote on any relevant issues. A Director who fails to make such declaration and where the conflict is shown to exist shall resign.

12. Giving full consideration to the terms of the Constitution and By-Laws of the Association, any or all of the Directors shall be held harmless of actions or damages while performing their duties consistent therewith.

13. The fiscal year of the Association shall be from May 1st through to the following April 30th. If in any year these dates are amended that year shall be deemed to be from the current start date of the year until the amended end date.

14. The Annual Meeting of the Association shall be held during the month of June on a date and at a place set by the Board of Directors.

15. Membership dues, as determined by the Board, assessed per home, shall be reviewed by the Board prior to the Annual Meeting and if deemed necessary, adjusted to meet the financial needs of the Association.

16. At least 90 days prior to the Annual Meeting the Board of Directors shall appoint a Nominating Chair to prepare a slate of candidates for the new Board of Directors and to supervise the election thereof at the Annual Meeting and shall call for nominations from the membership. Not more than fifty [50] and not less than ten [10] days prior to the Annual Meeting the Board of Directors shall notify members via Canada Post of the time and place of the meeting, details of the meeting agenda, proposals to be made at the meeting, proxy voting process and nominations to the Board received.

17. At the Annual Meeting, the Nominating Chair shall announce the slate of candidates for election. To qualify for election to the Board of Directors, candidates shall be members of the Association in good standing, be aware of the responsibilities of a Director and agree to stand for election. Only one (1) person per household may be a member of the Board of Directors at one time. Nominations for Director shall not be accepted from the floor of the meeting unless the Nominee states that he/she is aware of and accepts the responsibilities and expectations of a Director.

18. Should more than ten (10) candidates be nominated for the position of Director then the Nominating Chair shall conduct an election by secret ballot and shall appoint sufficient persons from the membership to count and tabulate the vote. The Nominating Chair may, at his/her sole discretion, appoint two independent observers from the membership on behalf of, and nominated by, candidates to verify the count.

19. The Association shall transact its banking business with and keep one or more bank accounts at a convenient branch of a Canadian financial institution, as approved by the Board of Directors.

20. All monies received by the Treasurer in the form of membership dues or otherwise shall be deposited to either of the Association's bank accounts. All cheques and other orders for payment shall be signed in the name of the Association by any two of the following four officers: President, Vice-President, Secretary, or Treasurer. All cheques or orders for payment shall require the prior approval of the Board of Directors in the form of a resolution entered in the Minutes by the Secretary. A proper receipt or voucher shall be obtained for every expenditure made on behalf of the Association.

21. If normal revenues appear unable to meet the needs of special projects undertaken by the Association, the Board may levy a special assessment on members to cover such extra costs, but no undertaking to incur such costs shall be made without the approval of a two-thirds majority of the members present at a meeting called for the purpose.

22. A Financial Statement shall be prepared by the Treasurer as at the end of each fiscal year and presented at the Annual Meeting.

23. The books of accounts of the Association shall be audited annually by auditors appointed by the members at the preceding Annual Meeting and reported to the members.

24. In the event of any dispute as to the intent or meaning of the Constitution or By-Laws, the interpretation of the Board of Directors shall be final and conclusive.

25. Proxy voting shall be permitted in respect of the election of Directors and for motions to be moved at the Annual Meeting or at a Special Meeting; such motions having been notified to members via Canada Post. Proxy votes shall be counted as if members were present for purposes of establishing a quorum. A proxy vote will count in determining the percentage of votes cast to elect Directors or to approve or disapprove a resolution. The process for proxy voting shall be at the sole discretion of the Board of Directors but shall conform to the provisions of current legislation and shall be published with the notice of the meeting concerned. Mail or electronic voting shall not be permitted.

26. Ten (10) percent of the current membership must be present at a Regular or Special Meeting of the Association to constitute a quorum. If a quorum is not present the meeting shall be adjourned.

27. Good standing shall mean that current membership dues have been paid and that the resident has not been declared to be not in good standing by the Board of Directors. A member may be so declared and their membership terminated for actions bringing Sandycove Acres, the Association or the Board of Directors into disrepute or actions damaging to the community or fellow residents. Such a declaration shall take effect after the member has received 15 days written notice of the Board's intent and has been given an opportunity, not less than 5 days before the declaration is to take effect, to appeal it in person or in writing to the Board. The member may re-apply to the Board for membership after a period of one year from the effective date stated in the written notice but such application shall not be automatically granted.

28. At no time shall a publicly elected member (Municipal, County, Provincial and/or Federal) or any person employed by the Company, be a member of the Board.

29. A member shall have the right to requisition the Board to call a members' meeting in accordance with the terms and conditions of current legislation and the Board shall so do, notifying members via Canada Post in the form specified therein. The Board shall have the right to refuse to call the meeting if the terms and conditions have not been met or if, in the Board's opinion, the stated purpose of the meeting is one for which the legislation permits refusal. The Board shall notify the member in writing of the reason for refusal. If the Board does not, for any reason, call the meeting the member may call the meeting his or her self and shall notify members via Canada Post and in accordance with the legislation and bearing the costs thereof. The member may request reimbursement by the Association of the costs and this request shall, in accordance with the legislation, be subject to a majority vote by the members present at the meeting concerned.