SANDYCOVE ACRES HOME OWNERS' ASSOCIATION

BY–LAW NO. 1

Section 1 – General

1.01 Definitions

In this by-law, unless the context otherwise requires:

a) "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario), commonly referred to as ONCA, and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
b) "Ad hoc committees" means temporary committees;
c) "Annual Meeting" shall mean the annual meeting of members held each year in accordance with this by-law;
d) "Articles" means any constituting instrument of the Association that incorporates a corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act;
e) "Association" means the Sandycove Home Owners' Association, a corporation originally incorporated by Letters Patent under The Corporation Act (Ontario), now governed by the Act;
f) "Board" means the board of directors of the Association;
g) "By-laws" mean this by-law of the Association as amended from time to time, and in force;
h) "Chair" means the Chair of the Board;
i) "Company" means the owner company of Parkbridge Lifestyle Communities, Inc., operating as Sandycove Acres;
j) "Director" means an individual occupying the position of director of the Association by whatever name he or she is called, and is elected by the Members at the General or Special Meeting of Members and/or appointed by the Board to fill a vacancy
k) "Electronic or Telephonic means" means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voicemail, email, computer or computer networks
l) "Executive sessions" is an "in camera" or closed or special meetings-within-a-meeting that provide an opportunity for the board to convene privately to handle sensitive and confidential issues, foster robust discourse, and strengthen trust and communication;
m) "Extraordinary Resolution" means a resolution passed by a majority of not less than 80% of the votes cast on that resolution;
n) "Good Standing" means that current membership dues have been paid and that the member has not been declared to be not in good standing by the Board of Directors
o) "Homeowner" means a person or persons who have entered into a Home Site Lease Agreement as the "Homeowner" with the Company during the term of such Agreement means an adult permanent homeowner shown on the Company Lease;
p) "Member" is a homeowner in good standing with the Association;

q) "Officer" means the Officers of the Association elected by the Board of Directors and these positions are: President, Vice President, Secretary and Treasurer;
r) "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
s) "President" means the director elected by the Board to oversee the administration of the Association;
t) "Resident" means a person or individual living in Sandycove Acres who is not a homeowner;
u) "Sandycove Acres" is a community of homes on land owned by the Company in Innisfil Ontario;
v) "Special Meeting of the Members" means a meeting of the Members called in accordance with 5.01 C. of the By-Laws;
w) "Special Resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.02 Interpretation

A. 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.

Section 2 – Execution of Documents

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 members/homeowners before the Landlord and Tenant Board.

Section 3 – Finances and Banking

3.01 Fiscal Year

The fiscal year of the Association shall be from May 1st 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.

3.02 Banking Arrangements

A. 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.

B. All monies received by the Treasurer in the form of membership dues or otherwise shall be deposited to the Association's bank account(s). 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.

C. 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.

3.03 – Financial Statements

A. A Financial Statement shall be prepared by the Treasurer as at the end of each fiscal year and approved by the Board. The Annual Financial Statements shall be presented and received by the Members at the Annual General Meeting. A copy of such statements shall be made available upon request by the Member.

B. Auditors shall be appointed annually. The Corporation shall appoint a Public Accountant unless the members resolve to dispense with such appointment in accordance with the Act, i.e. waived at a General Meeting of the Members by an extraordinary resolution.

C. The accounts of the Association will be reviewed by the Finance Committee comprised of two directors who are not a signatory of the accounts prior to the annual financial statements being approved by the Board. A Member in good standing may be invited to participate in the review of accounts.

D. The Treasurer will prepare monthly financial statements to be presented at each monthly Board Meeting.

E. Members are entitled to receive and review the annual financial statements and auditor or public accountant's report, if any, upon request, in accordance with the Act.

Section 4 – Membership

4.01 Membership

A. Membership in the Association is open to Homeowners who are shown on the Company lease. To become a member, an application form must be completed, submitted, and the dues paid for the current period.

B. For the purposes of the Articles and By-laws each individual as defined above shall be considered a member.

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

4.02 – Dues

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.

4.03 – Termination of Membership

A. Where the actions of a Member cause damage to, or bring the reputation of, Sandycove Acres, the Association, the Board or any Member of the Board, the community, or a fellow Homeowner into disrepute, the Board may declare a Member to be not in Good Standing upon which their Membership is terminated.

B. Such a declaration shall take effect after the member has received fifteen (15) days written notice of the Board's intent and has been given an opportunity, not less than five (5) days before the declaration is to take effect, to appeal it in person or in writing to the Board.

C. The former member who has been declared not in Good Standing 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.

D. Notwithstanding 4.01 A, the Board, in its sole discretion, may reject an application for Membership if the Homeowner's main purpose of becoming a Member is to request the Association's assistance in resolving a problem, issue, complaint or dispute ("problem") with the Company and the problem has arisen prior to the submission of the Membership application.

E. The Homeowner shall be given written notice of the reason for rejection of the application for membership, and shall be advised that he/she may re-apply upon advising the Board that the issue in question has been resolved.

F. A homeowner seeking membership may, at the sole discretion of the Board of Directors, be refused if the homeowner has demonstrated behavior which, under By-law 4.03 A, would result in a membership being terminated. The same notice and appeal in By-law 4.03 A shall apply.

<u>Section 5 – Meeting of Members</u>

<u>5.01 – Annual Meeting</u>

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

B. 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 shall call for nominations from the membership and to supervise the election thereof at the Annual Meeting.

C. The Board of Directors shall provide the Members with the Notice of the time and place of the Annual General Meeting to each member entitled to vote at the meeting, during a period of not less than 10 days and not more than 50 days before the day on which the meeting is to be held, by the following means:

a. by telephonic, electronic, mail, courier or personal delivery to each member entitled to vote at the meeting.

D. The business transacted at the annual meeting shall include:

a. receipt of the agenda;
b. ratification of the minutes of the prior Annual Meeting and any Special Meetings of the Members;
c. previous annual and any special meetings;
d. receipt of the financial statements;
e. election of Directors; and
f. such other or special business as may be set out in the Notice of Meeting.

E. 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 of the Members. If a member is not so notified for any reason or joins subsequent to the Record Date the member may still attend and vote.

F. No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Association of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

G. A meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act and the By-laws to be present at the meeting.

H. At the Annual Meeting, the Nominating Chair shall announce the slate of candidates for election.

I. Nominations for Director shall be accepted from the floor of the meeting and the Nominee states that he/she is aware of and accepts the responsibilities and expectations of a Director.

J. 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.

K. If the total number of candidates vying for the director position matches the number of available vacancies on the Board, the Nominating Chair shall request a motion from the Members to elect the proposed slate of candidates as it has been presented.

<u>5.02 – Special Meeting of Members</u>

The Board of Directors may at any time call a Special Meeting of the Members and provide notice as noted under 5.01 C.

The Notice of a meeting of the members at which special business is to be transacted shall**:**

(a) state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and

(b) state the text of any special resolution to be submitted to the meeting.

<u>5.03 – Voting at Member Meetings</u>

A. Each member shall be entitled to one vote at any meeting of members.

5.04 - Persons Entitled to be Present at Members' Meetings

The following persons are entitled to be present at a meeting of members: those entitled to vote as homeowner at the meeting; the directors; the auditor or public accountant of the Association, 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.

5.05 - Members Calling a Special Members' Meeting

A. A member shall have the right to requisition the Board to call a members' meeting in accordance with the terms and conditions of current ONCA legislation and the Board shall so do, notifying members in the form specified therein Section 5.01.

B. The Board shall have the right to refuse to call the meeting if the terms and conditions have not been met or if the stated purpose of the meeting is one for which the legislation permits refusal.

C. 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 and shall notify members in the form specified in Section 5.01 and in accordance with the legislation and bearing the costs thereof.

D. 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.

5.06 – Chair of Meetings

A. The President shall be the Chair of Member Meetings. In the President's absence the Vice President shall chair the Meetings.

B. In the event that the President and the Vice President are absent, the Board may appoint one of the other directors as chair.

5.07 – Quorum at Members Meetings

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

6.0 – Board of Directors

6.01 – Qualifications of Directors

A. Directors must meet the qualifications set out in the Act, including being at least 18 years of age, not bankrupt, and one who has not been declared incapable of managing property by any court in Canada. In addition, a Director must be a Member, and be aware of the responsibilities of being a Director.

B. Only one (1) person per household may be a member of the Board of Directors at one time.

6.02 Number of Directors

A. 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 at the Annual Meeting or as outlined in 5.01 L.

B. If there is not a quorum of Directors or there has been a failure to elect the minimum number set out in the Articles, the Directors in office shall, without delay, call a Special Meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member.

6.03 – Rolling Term and Election of Directors

A. Following approval of this by-law, the Board shall decide the term for each of the current directors: four (4) directors shall serve a term of three (3) years, three directors for a term of two (2) years, and three (3) for a term of one (1) year.

B. At the election of Directors (AGM 2026), three (3) directors shall be elected for a three (3) year term to fill the director positions who have completed their one (1) year term as assigned by the Board in Section 6.03 A.

C. At all subsequent Annual General Meetings, an election will be held to replace those directors whose terms have expired and will be elected for three (3) year terms.

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

6.04 – Vacancy in Board of Directors

A. The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Association, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law, or if, at a Special meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director’s term of office.

B. When there is a vacancy on the Board, it shall be filled by the Board appointing new Director[s] to complete the term of the director positions being replaced but such appointments shall not exceed one third of the number of Directors elected at the Annual Meeting.

C. The Board shall first approach the unelected candidate with the 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.

D. In the event that no such candidate exists, the Board, at their sole discretion, may appoint members to complete the term of the director positions being replaced. The Board shall not be obliged to fill vacancies when there are three months or less to serve in the current term of office.

6.05 – Remuneration

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.

6.06 –Board Meetings

A. 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. Members may attend Board Meetings as observers.

B. The Board of Directors may meet in person or through electronic means or a hybrid meeting. A person who, through Electronic or Telephonic means, votes at or attends a meeting of the Board is deemed for the purposes of the Act and the By-Laws to be present at the meeting or to have attended the meeting.

C. Special Meetings of the Board may be called in the event of emergency problems.

D. The Board may move into Executive Session to discuss and deal with confidential matters or sensitive issues or matters related to privacy matters. Prior to moving into executive session, a motion to do so shall be adopted by a majority vote of the directors present.

6.07 – Election of Officers

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 the Board. A director shall not be elected to more than one officer position:

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. All communications from the Office of the President shall be reviewed and approved prior to public release. Items needing immediate action, the Board will approve via Board email as a means of review and consent;

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. The Treasurer shall present monthly financial statements to the Board.

6.08 – 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.

6.09 – Committees

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

6.10 – Quorum

The minimum number of Directors required by the Articles, constitutes 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.

6.11 – Attendance at Board Meetings

A. 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.

6.12 – Indemnification

Giving full consideration to the terms of the Articles 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.

6.13 Conflict of Interest

A. Conflicts of Interest where a Director is party to a contract or has a material interest in a contract or transaction it must be declared by the Director concerned if and when events dictate and such declarations shall be recorded in the Minutes.

B. 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.

7.0 - SUPPORT FOR CANDIDATES

The Association shall not support or endorse any political party or candidate for public office at the Federal, Provincial, or Municipal level.

8.0 – CONFIDENTIALITY

A. Directors must not disclose any confidential or proprietary information about the Association, or any person or organization with which the Association has a current or potential business relationship, to any person or entity, either during or after service with the Sandycove Acres Home Owners' Association.

B. Restricted information includes confidential and sensitive information that is restricted to Members of the Board. Restricted information, whether communicated orally, electronically, or in writing should always be identified as "confidential".

C. Such disclosure may lead to disciplinary action, including removal from the Board. Directors leaving the Association Board will continue to be bound by their obligations of confidentiality after their service on the Board has ended.

9.0 Dissolution

The Association may be dissolved by a special resolution passed at a meeting of the Members duly called for the purpose. Upon dissolution, the remaining assets, after all debts and liabilities have been paid, shall be distributed equally among the Members in good standing in accordance with the Articles.

10.0 By-laws

A. By-law amendments take effect when approved by the Board and remain in effect until confirmed, amended, or rejected by the Members in accordance with the Act.

Approved by Members at Meeting held on February 8, 2026

Dated this 8th day of February, 2026

Chair/President __RoseMary Reid