

BY - LAW No. 1

A by-law relating generally to the  
transaction of the affairs of  
SAUGEEN COTTAGERS' ORGANIZATION INC.

BE IT ENACTED as a By-Law of SAUGEEN COTTAGERS'  
ORGANIZATION INC. as follows :

1. HEAD OFFICE

The Head Office of the Corporation shall be in the Town of Southampton, in the County of Bruce and Province of Ontario, and at such place therein as the Directors may from time to time determine.

2. SEAL

The Seal, an impression whereof is stamped in the margin hereof, shall be the Corporate Seal of the Corporation.

3. OBJECTS

Generally, the Corporation will promote, protect and represent the interests of persons and/or Cottage Associations whose members own leases on leased land on Saugeen Indian Reserve No. 29 and/or on Chiefs Point Reserve No. 28, in the County of Bruce and Province of Ontario.

Specifically, the Corporation shall act in those matters of common interest to its member groups and therein shall serve as a liaison between the Cottager Associations which the Corporation represents and the Saugeen Indian Band or its governing Authority ; and further, the Corporation shall be empowered, on behalf of the Cottage Associations which it represents, to negotiate all terms of leases, contracts and agreements with the Saugeen Indian Band or its governing Authority.

4. BOARD OF DIRECTORS

(a) The affairs of the Corporation shall be managed by a Board of nine (9) Directors, each of whom at the time of his/her election or within ten (10) days thereafter and throughout the term of his/her office shall be a member of the Corporation, and each of whom shall serve without remuneration.

(b) The immediate Past President of the Corporation shall be a member of the Board *ex officio* in lieu of election

and shall hold office, ~~without~~ voting privileges, as an advisor to the Board until a successor assumes that title.

(c) Members of the Board shall be elected by and from the four (4) local Cottage Associations which SAUGEEN COTTAGERS' ORGANIZATION INC. represents, namely :

Block "B" Cottage Association

French Bay Beach Association

South Sauble Indian Reserve Association

Chiefs Point Association.

(d) Each of the local Associations at its Annual Meeting shall elect two (2) Directors to sit on the Board of SAUGEEN COTTAGERS' ORGANIZATION INC.

The local Association of which the President is a member shall elect an additional representative to S.C.O.I., so that exclusive of the offices of President and Past President, each Association shall have two duly elected representatives with voting privileges on the Board of Directors. The President shall have voting privileges only in the event of an equality of votes, at which time he/she shall cast the deciding vote.

The election of the above-referred Directors shall be ratified by resolution at the Annual Meeting of the members of the Corporation.

Each such elected Director shall take office on the first day of January next following the Annual Meeting of the Corporation and shall hold office until December 31st of the year in which he/she took office or until a successor shall be duly elected. The whole Board shall be retired on December 31st of the same year that it took office, but each Director shall be eligible for reappointment, if otherwise qualified and if so re-elected by his/her local Association.

(e) The members of the Corporation by a resolution passed by at least 75% of the votes cast at a General Meeting, of which notice specifying the intention to pass such a resolution has been given, may remove any Director from office before the expiration of his/her term of office. In any such case, the local Association of which the removed Director is a member shall elect a replacement Director in his/her stead for the remainder of that term of office.

5.

VACANCIES, BOARD OF DIRECTORS

Vacancies on the Board of Directors, however caused,

shall be filled by new Directors, each duly elected by the local Cottage Association whose representation has been affected by such vacancies.

Where a replacement Director is not appointed by a local Association, after due and written notice of not less than fourteen (14) days the Board of Directors may appoint a Director chosen from among members of the Corporation. Any such appointed Director shall serve until the next Annual Meeting of the Corporation.

**6. QUORUM AND MEETINGS, BOARD OF DIRECTORS**

A majority of the Directors shall form a quorum for the transaction of business. It shall be the responsibility of each local Cottage Association to ensure that its representative Directors (or alternate representatives, when necessary) are present for meetings of the Board of Directors of the Corporation.

Except as otherwise required by law, the Board of Directors may hold its meetings in such place or places as it may from time to time determine.

Meetings of the Directors may be called formally by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two (2) Directors. Notice of such meetings shall be delivered, telephoned, or otherwise communicated to each Director not less than fourteen (14) days before the day on which the meeting is to take place, except that a meeting of the Directors may be held, without notice, immediately following the Annual Meeting of the Corporation, and except that formal notice of meeting need not be given to those Directors in attendance when a next meeting date is set.

**7. ERRORS IN NOTICE, BOARD OF DIRECTORS**

No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and any Director at any time may waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

**8. VOTING, BOARD OF DIRECTORS**

Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of

votes, the President or in his/her absence, the Chairman, shall cast the deciding vote.

9. **POWERS, BOARD OF DIRECTORS**

The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into, and except as hereinafter provided, exercise all such other powers and do all such other acts and things as the Corporation is by its Charter or otherwise authorized to exercise and do.

Without limiting the foregoing, the Directors may :

(a) Appoint and delegate power to such Committees as it may consider necessary to assist in the carrying out of the objects of the Corporation.

(b) Appoint and define duties and remuneration, if any, of such officers, agents or servants of the Corporation as it may think necessary to further the objects of the Corporation, except that remuneration to Directors shall be limited to reimbursement for lawful expenses incurred in carrying out their duties for the Corporation.

(c) Manage, control and dispose of the property and financial affairs of the Corporation.

(d) Select and appoint delegates of the Corporation to attend conferences and meetings of interest to the Corporation and the welfare of the College Associations which it represents.

(e) Hold a minimum of two (2) meetings of the Board of Directors annually.

(f) Be responsible for the planning and direction of the Annual Meeting of the Corporation.

10. **OFFICERS OF THE CORPORATION**

There shall be a President, a Vice-President, a Secretary and a Treasurer, or in lieu of the Secretary and Treasurer, a Secretary-Treasurer, and such other officers as the Board of Directors may determine by By-Law from time to time. One person may hold more than one office, except that the President and Vice-President shall each hold only one office.

The President, Vice-President, Secretary and Treasurer, or Secretary-Treasurer, shall be elected by the Board of Directors from among their number at the first meeting

of the Board after the annual election of Directors, provided that in default of such election, the then incumbents, being members of the Board, shall hold office until their successors are elected.

Only those Directors who have served for at least one year on the Board of Directors shall be eligible for election to the offices of President and Vice-President. The President may hold office for no longer than three (3) consecutive annual terms. The Secretary and Treasurer or Secretary-Treasurer, as the case may be, may be bonded by the Corporation during their or his/her term of office.

**11. DUTIES, PRESIDENT AND VICE-PRESIDENT**

The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors and shall be *ex officio* member of all committees of the Corporation. The President shall be charged with the general management and supervision of the affairs and operations of the Corporation

The President and Secretary, or other officers appointed by the Board for the purpose, shall sign all By-Laws and certificates.

During the absence or inability of the President, his/her duties and powers may be exercised by the Vice-President, or such other Director as the Board may appoint for that purpose from time to time.

**12. DUTIES, SECRETARY**

The Secretary may be a member of the Board of Directors, or he/she may be an appointed official of the Board acting without voting privileges.

He/She shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He/She shall give all notices required to be given to members and Directors. The Secretary shall be custodian of the Seal of the Corporation and all correspondence, papers, books, records, contracts and other documents belonging to the Corporation which he/she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named. He/She shall perform such other duties as may be determined from time to time by the Board of Directors.

**13. DUTIES, TREASURER**

The Treasurer may be a member of the Board of Directors, or he/she may be an appointed official of the Board acting without voting privileges.

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may be designated from time to time by the Board of Directors. He /She shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of him/her, an accurate account of all transactions as Treasurer, and of the financial position of the Corporation.

He/She shall perform such other duties as may be determined from time to time by the Board of Directors.

**14. DUTIES, OTHER OFFICERS**

The duties of any other officers of the Corporation shall be such as the Board of Directors requires of them.

**15. EXECUTION OF DOCUMENTS**

Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the Seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or any other person authorized by the Board.

Notwithstanding any provisions to the contrary contained in the By-Laws of the Corporation, the Board of Directors at any time by resolution may direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

**16. BOOKS AND RECORDS**

The Directors shall see that all necessary books and records of the Corporation required by the By-Laws of the

Corporation or by any applicable statute or law are regularly and properly kept.

**17. MEMBERSHIP**

The membership of SAUGEEN COTTAGERS' ORGANIZATION INC. shall consist of persons who own leases on leased land on Saugeen Indian Reserve No. 29 and/or on Chiefs Point Reserve No. 28, in the County of Bruce and Province of Ontario. Each member must hold a current and valid lease showing thereon Her Majesty The Queen in the right of Canada or an Indian Locatee as Lessor, and each must be a member in good standing of one of the local Cottage Associations of which SAUGEEN COTTAGERS' ORGANIZATION INC. is composed.

In order to qualify for membership in SAUGEEN COTTAGERS' ORGANIZATION INC., each such lessee must pay the annual membership fee as determined by the local Cottage Association of the geographic zone in which his/her lease is situate.

Membership in SAUGEEN COTTAGERS' ORGANIZATION INC. shall be non-transferable.

**18. MEMBERSHIP FEES**

An annual membership fee shall be paid to SAUGEEN COTTAGERS' ORGANIZATION INC. by each Cottage Association on or before the day of the Annual Meeting in the calendar year in which the membership is to be effective, or before such other date as the Corporation from time to time may determine.

The annual membership fee for the next calendar year shall be determined at the Annual Meeting of members and shall be recorded in the minutes of the meeting. This membership fee shall be collected by the Treasurer or Directors of each local Cottage Association of which SAUGEEN COTTAGERS' ORGANIZATION INC. is composed and shall be remitted to the Treasurer of SAUGEEN COTTAGERS' ORGANIZATION INC. prior to the Annual Meeting of members, or before such other date as the Corporation from time to time may determine.

Individual members shall be entitled to attend and speak at general meetings but no member shall be entitled to vote or to speak at the Annual Meeting of members if the appropriate membership fee is unpaid.

When a member leases more than one lot, representation

will be as though that member leased only a single lot, unless a fee is paid for each lot.

**19. ANNUAL AND OTHER MEETINGS OF MEMBERS**

The Annual Meeting or any other general meeting of members shall be held in the Town of Southampton, in the County of Bruce, or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

Prior to the Annual Meeting of members of SAUGEEN COTTAGERS' ORGANIZATION INC., each of the local Cottage Associations of which the Corporation is composed shall hold its annual general meeting and elect its appointed representatives to the Board of Directors of the Corporation so that the election of these representatives from the local Cottage Associations can be ratified at the Annual Meeting of members of the Corporation.

At the Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors for the previous fiscal year shall be presented, and the Board of Directors shall be elected, and the auditors for the ensuing year shall be appointed and their remuneration shall be fixed.

The members may consider and transact any business, either special or general except amendments to By-Laws, without any notice thereof at any meeting of members. The Board of Directors, or the President, or not less than one-tenth of the members of the Corporation by written request filed with the Secretary, may call a General Meeting of the members of the Corporation.

**20. NOTICE OF ANNUAL MEETING**

Written notice of the time and place of each Annual Meeting or general meeting shall be given at least ten (10) days before the date of the meeting to each member by prepaid mail to the last address of the member known to the Secretary or by delivery to the lessee's cottage; provided that any meeting of members may be held at any time or place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at Annual or general meetings may transact.

**21. VOTING RIGHTS**

The qualified members of the Corporation who are present in person or represented by proxy shall constitute a quorum at any such meeting of the members, provided that the number of such members in attendance, including members of the Board of Directors, shall be at least twenty-five (25) persons. Every question thereat shall be decided by a majority of the votes of such members present in person or represented by proxy, unless otherwise required by the By-Laws of the Corporation. Questions shall be decided in the first instance by a show of hands, unless a poll be demanded by any member. The Chair shall be entitled to one vote which may be cast only as the deciding vote in any case of an equality of votes.

**22. FINANCIAL YEAR**

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of December.

**23. CHEQUES, PAYMENT OF MONEY**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as from time to time shall be determined by resolution of the Board of Directors. Any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for that purpose.

Any one of such officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and release or verification slips.

**24. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each member of the Board of Directors, each Officer and each member of all Committees of the Corporation, and his/her heirs, executors and administrators, and estates

and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a) all costs, charges and expenses whatsoever that he/she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her, on or about the execution of the duties of his/her office;
- b) all other costs, charges and expenses that he/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.

The foregoing rights to indemnification contained in this By-Law shall not be exclusive of, but shall be in addition to other rights to which such members of the Board of Directors, Officers, and members of all Committees of the Corporation may be entitled as a matter of law.

25. AMENDMENTS

No alterations in these By-Laws shall be made except by an affirmative vote of three-quarters of the members present and entitled to vote at an Annual Meeting of the Corporation, the written notice of which has specified the proposed alteration.

Whenever amendments are made to these By-Laws, consequential editorial changes may be made where required.

26. INTERPRETATION

In these By-Laws and in all other By-Laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.