

# **HUDSON LAKES ASSOCIATION**

## **CONSTITUTION (July 2000)**

### **PREAMBLE**

The Hudson Lakes Association (HLA) has been founded for all property owners living along the shores of Twin Lakes (Hammond Lake), Fairy Lake (Frère Lake), Pike Lake (Hudfir Lake), and Bartle Lake who are interested in an organization to work for their common good: the maintenance and enhancement of the quality of life on the lakes for both seasonal and permanent residents through careful attention to such matters as water quality, shoreline development, and boating and swimming safety.

### **NAME**

The Association shall be called "Hudson Lakes Association".

### **JURISDICTION**

The Hudson Lakes Association (HLA) shall be representative of the area included within the following:

- All properties with frontage on Hammond Lake (Twin Lakes);
- All properties with frontage on Frere Lake (Fairy Lake);
- All properties with frontage on Hudfir Lake (Pike Lake); and
- All properties with frontage on Bartle Lake

within the boundaries of Hudson Township.

### **MEMBERSHIP**

- A. Membership is limited to one per property within the designated area.
- B. Each membership carries with it the right to two votes at any meeting of the members.
- C. Membership is represented by any of the following totalling two people:
  - (i) registered property owner in the jurisdiction; and/or
  - (ii) designate of the registered property owner. The designate(s) shall be identified in writing on the membership application. A designate shall be a regular user of the property registered to the owner making the designation.

These persons shall be referred to as "Voting Members".

- D. Application for membership shall be made to any Director, accompanied by the current years dues.
- E. The membership year runs from the date of the Annual Meeting in July or August to the date of the Annual Meeting in July or August of the following year.
- F. Membership renewal fees should be paid at the Annual Meeting or by cheque to the Association address. The directors shall set the Annual Membership fee by resolution.
- G. A member deemed in default shall automatically lose his/her membership until such time as dues have been paid in full.

### **FINANCIAL YEAR**

- A. The year shall commence July 1 and end June 30<sup>th</sup>.
- B. There must be an annual audit of the financial operation of the Association either by a chartered accountant or by signed statement from two members of the Association.

### **GENERAL MEETINGS**

- A. An Annual General Meeting shall be held on a date to be fixed by the Directors within the month of July or August in each year for the purpose of receiving reports and of electing the Directors for the ensuing term, and for the transaction of any other business.
- B. All elected Directors shall be nominated and elected at the Annual Meeting. The term of office is two years. Half of the total number of Directors will take office on an even year, the other half on an odd year. To implement the staggered terms, a full complement of Directors will be elected in 2000 and the Directors will decide at the first board meeting who will be one year Directors. All elections of Directors shall be made by simple majority of the quorum.
- C. At least 30 days prior notice shall be given to the members concerning the holding of the Annual General Meeting.
- D. Twelve (12) voting members shall constitute a quorum for the holding of an Annual General Meeting.
- E. Each voting member shall have one vote at the Annual General Meeting or any other general or special meeting, provided that, if it is a new membership, the membership has been in good standing for 45 days prior to the Annual General Meeting, or if it was an existing membership, that the membership is in good standing prior to the vote. Motions shall be determined by a simple majority of votes on a show of hands.

- F. In electing the Directors, where more than the required number of Directors are nominated and stand for election, the election shall be by secret ballot.
- G.
  - (a) Five members of the Association whose memberships are in good standing may requisition directors to call a general meeting of the members for any purpose connected with the affairs of the Association that is not inconsistent with The Corporations Act.
  - (b) The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited at the Association's head office.
  - (c) Upon deposit of the requisition the directors shall call forthwith the meeting of the members for the transaction of the business stated in the requisition.
  - (d) If within 35 days from the date of the deposit of the requisition the directors do not call and hold the meeting, any of the requisitionists may call such meeting, which shall be held within 60 days from the date of the deposit of the requisition.

## **DIRECTORS AND OFFICERS**

- A. The Board of Directors shall consist of ten Directors. Nine will be elected and one will be the immediate Past President.
- B. Directors must be registered property owners in the jurisdiction or their designate. There may only be one director per property.
- C. The Officers shall consist of a President, Past President, Vice-President, Secretary, and Treasurer. Instead of having separate positions for Secretary and Treasurer there may be a Secretary/Treasurer. The Board of Directors will appoint the Officers from members of the Board.
- D. Between Annual General Meetings, the general management and control of the affairs, funds and property of the Association shall be vested in the Directors, subject only to the Constitution and decisions taken by majority vote of the members at the Annual General Meetings, or at other general meetings on the same notice as for Annual General Meetings.
- E. 60 % of the Directors shall constitute a quorum for the transaction of business of the Directors provided a reasonable effort has been made to arrange a meeting of all of the Directors. Motions in the meetings of the Directors shall be determined by simple majority of the votes cast. In the event of a tie vote the President's vote can be used to break the tie. Any director may participate in a meeting of the board of directors by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other.
- F. The Directors shall make every effort to meet at least 3 times per year.
- G. A quorum of the Directors may replace Directors positions which have been vacated.

## **INDEMNIFICATION**

All Directors and officers of the Association and their heirs, executors, administrators and their estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Association from and against

- a) all costs, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for, or in respect of, any act, deed matter or things whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office,  
  
and
- b) all other costs, charges and expenses which the Director or Officer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

The Association may also indemnify any Director in such other circumstances as the Law may permit or require. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by Law.

## **FUNDS**

- A. The funds of the Association shall be in the keeping of the Treasurer who shall deposit these in a chartered Canadian Bank or Trust Company and shall make payments for the Association by cheque on the said bank account, with the exception of petty cash payments for which the Treasurer will account by voucher.
- B. The signing officers are the President, Vice-President and Treasurer or Secretary/Treasurer. All cheques must have two signatures, one of which must be the Treasurer or Secretary/Treasurer.

## **COMMITTEES**

The Directors may appoint Standing Committees and Special Committees as required, eg. Pollution Control, Regatta, Boating Safety, etc.

## **AMENDMENTS**

Amendments to the Constitution may only be made at the Annual General Meeting, or at any general meeting properly called, and members must be notified at least 30 days before the meeting. Any amendment to the Constitution must be passed by a two-thirds majority of members present at the general membership meeting.