

1. HEAD OFFICE

The Head Office of the Corporation shall be in the Township of Tiny, in the 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. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of seven directors, each of whom at the time of his/her election and throughout his/her terms of office shall be a member of the Corporation. Each director shall be elected to hold office until the first annual meeting after he/she shall have been elected or until his/her successor shall have been duly elected and qualified. The whole Board shall be retired at each annual meeting but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

4. INTEREST OF DIRECTORS IN CONTRACT

Subject to section 5, no director shall be disqualified by his/her office from contracting with the corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided nor shall any director so

contracting or being so interested be liable to account to the Corporation for any profit realized by such contract or arrangement by reason of such director holding that office or of the fiduciary relationship thereby established.

5. DECLARATION OF INTEREST

It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly interested in a contract or arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the applicable provisions of the Corporations Act for the time being in force and to refrain from voting in respect of the contract or arrangement or proposed contract or arrangement if and when prohibited by The Corporations Act.

6. REMOVAL OF DIRECTORS

Upon the failure of any director during his/her term of office to attend three consecutive meetings of the board, the Secretary shall give written notice of such failure to the relevant director. The director who has failed to attend the three consecutive meetings shall, unless he/she attends the next meeting of the Board, be removed as a director effective at the commencement of the meeting and the remaining directors may by a majority of votes cast at that meeting, elect any person in his/her stead for the remainder of the term of the removed director.

7. PROTECTION OF DIRECTORS AND OFFICERS

No director or officer shall be liable for the acts, neglect or default of any other director or Officer, or for joining in any act for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation, shall in

invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same shall happen through his/her own dishonesty or willful neglect or default.

8. INDEMNITY OF DIRECTORS AND OFFICERS

Every director or officer of the Corporation and his/her heirs, executors and administrators, and estate 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 which such director or officer sustains or incurs in or about any action, suit or proceeding which 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, in or about the execution of the duties of his/her office; and

(b) all other costs, charges, and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own dishonesty, willful neglect or default.

9. VACANCIES, BOARD OF DIRECTORS

Vacancies on the Board of Directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a

quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

10. QUORUM AND MEETINGS, BOARD OF DIRECTORS

A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors be present, or those absent have signified their consent to the meeting being held in their absence. Meetings of the board may be formally called by the President, Vice-President or by any three directors or by the Secretary on direction in writing of any of the foregoing. Notice of such meetings shall be delivered, telephoned, transmitted by facsimile or mailed to each director not less than fourteen(14) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of notice. The Board may appoint a day or days in any month or months for regular meetings, at an hour to be named and, of such regular meeting no notice need be sent. A meeting of the board maybe held, without notice, immediately following the annual meeting of the Corporation. The Board may consider or transact any business, either special or general, at any meeting of the Board.

11. ERROR IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such 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 may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

12. 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 Chair, in addition to his/her original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent, A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his/her duties may be preformed by the Vice-President or such other director as the Board may from time to time appoint for the purpose.

13. POWERS

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, save as hereinafter provided, generally, may exercise all such powers and all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Notwithstanding the foregoing, the directors of the Corporation may not dispose of or acquire real property except by approval of the membership at an annual or general meeting. Recommendations by the directors for the disposal of or the acquisition of real property or interests in real property shall require 90 days notice to the membership and approval by 90% of the total membership in good standing. The voting shall occur at an annual or general meeting of which notice specifying the intention to pass such resolution has been given.

Recommendations by the directors of the Corporation for amendments or changes to Section 13 of these by-laws shall require 90 days' notice to the membership and approval by

90% of the total membership in good standing.

14. RULES AND REGULATIONS

The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation, when they shall be confirmed, and in default of confirmation at such annual meeting of the members, shall, at and from that time, cease to have force and effect.

15. USE OF THE BEACH

The directors of the Corporation may not authorize the erection of structures on, the addition of amenities to, or the physical alteration of, any of the real property of the Association, excepting reasonably necessary cleaning and maintenance. Any authorization shall require the approval of the membership at an annual or general meeting held in accordance with section 30.

16. RENUMERATION OF DIRECTORS

The directors shall receive no remuneration for acting as such.

17. OFFICERS OF THE CORPORATION

There shall be a President, Vice President, Secretary and Treasurer, or a Secretary-Treasurer, and such other officers as the Board of Directors may determine from time to time. One person may hold more than one office except the offices of President and Vice President. The President, Vice President, Secretary and 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 such Board of Directors.

18. DUTIES OF THE PRESIDENT AND VICE PRESIDENT

The President shall, when present, preside at all meetings of the members of the Corporation and the board of directors, The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President, with the Secretary or other officer appointed by the board for the purpose, shall sign all by-laws and membership certificates. During the absence or inability of the President, his/her duties and powers may be exercised by the Vice President, and in the absence or inability of the Vice-President, by such other director as the Board may from time to time appoint for the purpose.

19. DUTIES OF THE SECRETARY

The Secretary shall:

- (a) attend all meetings of the board and members and record all facts and minutes of all proceedings in the books kept for the purpose.
- (b) give all notices to be given to members and to directors.
- (c) be the custodian of the seal of the Corporation and of all books, papers, records, contracts and other documents belonging to the Corporation which shall be delivered up only when authorized by a resolution of the Board and to such person or persons as may be named in the resolution, save and except for at the end of the Secretary's term, when the Secretary shall deliver the aforesaid

books, papers, records, contracts and other documents belonging to the Corporation to the newly elected Secretary forthwith and no later than 30 days following the said election; and

(d) perform such other duties as may from time to time be determined by the Board.

20. DUTIES OF THE TREASURER

The Treasurer shall;

(a) keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of accounts 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 from time to time be designated by the Board;

(b) disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor and shall render to the Board at regular meetings thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of the corporation;

(c) be the custodian of the financial books and records of the Corporation which shall be delivered up only when authorized by a resolution of the board and to such person or persons as may be named in the resolution, save and except for at the end of the Treasurer's term, when the Treasurer shall deliver the aforesaid financial books and records belonging to the Corporation to the newly-elected Treasurer forthwith, and no later than 30 days following the said election;

(d) (d) prepare written quarterly financial reports for the Board of Directors;

(e) prepare a written year-end financial report no later than 30 days after the fiscal year end of the Corporation and shall present the aforesaid report to the annual general meeting; and

(f) perform such other duties as may, from time to time, be determined by the Board.

21. DUTIES OF OTHER OFFICERS

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

22. EXECUTION OF DOCUMENTS

Any two of the President, Vice President, the Secretary and the Treasurer shall have signing authority on behalf of the Corporation. Signing may refer either to physical or electronic signature. Such transactions must be approved in advance and shall be recorded in accordance with the provisions of section 36 of these bylaws. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, any particular instrument, contract or obligations of the Corporation may or shall be executed.

23. MEMBERSHIP

Membership in the Corporation shall be limited to and available to, any person who is over 18 years of age and owns, alone or conjointly land within Plans 699, 826, 849, 915, 962, 1309, 1422, 1557, and all other lands contained within the geographic boundaries of the above mentioned eight (8) plans and the Road Allowance between Concession X and xl as shown within the heavy black line on the sketch attached to this By-Law as Schedule "A".;

or by a resolution passed by ninety per cent (90%) of the total membership in good standing outside such plans or area described above, but within Lots 17 and 18 Concession 11, Township of Tiny, County of Simcoe.

All applicants must sign an application for membership certifying that they so qualify Admission to membership shall be conditional upon signature by the applicant of an application in a form to be prescribed by a resolution of the Board of Directors and shall include agreement by the applicant to abide by the by-laws, rules and regulations established by the Corporation from time to time, such agreement being calculated to advance and promote the objects of the Corporation Membership shall cease when a member ceases to own such land alone, or conjointly.

The sole or conjoint ownership of land within the said Lots whether the land is contiguous or separate shall entitle the land owner(s) to one membership.

Each member in good standing shall be entitled to one vote on each question arising at an annual or general meeting.

Subject to the by-law rules and regulations in force from time to time and in the discretion of the Board of Directors, each member and his or her family, guests and tenants shall be entitled in common to make use of the real property of the Corporation.

Recommendations by the directors of the Corporation for amendments or changes to section 23 of these by-laws shall require 90 days notice to the membership and approval by 90% of the total membership in good standing.

24. PERCENTAGE OF MEMBERS

Reference herein to a percentage of members shall mean such percentage of members in good standing at the time of the notice.

25. MEMBERSHIP DUES

The annual dues shall be in the amount as determined by a resolution of the Board of Directors. Annual dues shall be paid ~~on or before the date~~ fourteen (14) days prior to the annual general meeting ~~in order~~ to maintain membership in good standing ~~for~~ and voting rights. Members in default shall cease to be members of the Corporation. A member may be reinstated upon payment of all outstanding dues and any other payments made by all members during the period in which the relevant member was in default in payment of annual dues.

26. ANNUAL AND OTHER MEETINGS OF MEMBERS

The Association shall hold an Annual Meeting and other meetings as called by the Board of Directors.

The Annual Meeting will be held on the last Saturday in July, or on a date to be determined by the Board. Written notice of the Annual Meeting shall be sent to each member's preferred address (electronic or permanent address) as recorded in the register of members no less than thirty (30) days prior to the meeting and such notice shall include an agenda, membership application, renewal forms and annual dues invoices.

Nominations to the Board of Directors must be delivered to the Board of Directors ten (10) days prior to the Annual Meeting. Each nomination shall be in writing and shall be supported by two (2) members. A list of nominees will be maintained by the Secretary and will be made available to members upon request and will be posted at the Church in the Pines and outside the residence of the Secretary at Cawaja Beach.

Any motion by a member to the Annual Meeting concerning major expenditures shall be submitted in writing to the Board of Directors at least sixty (60) days prior to the meeting at which the same is to be addressed. Such motions shall be voted upon by ballot.

Special meetings of the Association may be called upon 30 days notice by the President, a quorum of the Board of Directors or upon the written request of 10% of the members of the Association. The purpose of a special meeting shall be stated in the notice of the special meeting.

Meetings shall be governed by "Roberts Rules of Order", if they are not inconsistent with these by-laws and any special rules of order the meeting may adopt.

27. ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had threat.

For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his/her last address recorded on the books of the Corporation.

28. ADJOURNMENT

Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that quorum has not been met.

29. QUORUM OF MEMBERS

Subject to sections 13,13,26, and 30 and 38, a quorum for the transaction of business at any meeting of members shall consist of not less than twenty per cent (20%) of the total membership, which members must be present in person

30. VOTING BY MEMBERS

Each member of the Corporation shall at all meetings if members be entitled to one vote. Every member may by means of a proxy appoint a person, or one or more alternatives persons, who need not be members, as his or her nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. The person exercising such proxy must produce and deposit with the Secretary sufficient appointment in writing from his constituents. A proxy shall be executed by the member or his or her attorney authorized in writing shall conform with the requirements of the Ontario Corporations Act of Ontario as amended from time to time. Only

members in good standing shall be entitled, either in person or by proxy, to vote at meetings of the Corporation.

Subject to sections 3, 13, 23, 26 and 30, at all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation or by-law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be sufficient evidence of the fact without proof of the proportion of the votes accorded in favor of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn subject to sections 3, 13, 23, 26, 30, the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such a manner as the Chair shall direct and the results of such poll shall be deemed the decision of the Corporation in general meeting upon the matters in questions. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote.

31. FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall be from the first day of January to the 31st day of December each year.

32. CHEQUES, ETC.

All cheques, electronic or digital transfer requests or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be ~~signed~~ approved in advance by two of either the President, Vice President, Secretary or Treasurer and 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 effect deposit(s) by means of electronic or digital transfer. Any such approval shall be recorded in accordance with the provisions of section 36 of these bylaws. 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 bank's forms or settlement of balances and release or verification slips.

33. DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances.

34. NOTICE

Whenever under the provision of the by-laws of the Corporation notice is required to be given, unless otherwise provided herein, such notice may be given personally by electronic communication (i.e. email), post, or courier. A notice or other document sent by post or courier shall be deemed to have been received by the addressees six (6) days after the date it was postmarked, or at time of electronic communication.

For the purpose of sending any notice the address of the member, director or officer shall be the last address of such

person as recorded on the books of the Corporation. Address refers to a physical or electronic address (such as an email). Any person entitled to receive any such notice may waive such notice either before or after the meeting to which the notice refers. Use of community boards, social media and websites can be used by the Board to compliment official notice(s).

35. BORROWING

The Board of Directors may authorize any two of the President, Vice President, Secretary or Treasurer to:

- (a) borrow money on the credit of the Corporation.
- (b) issue, sell, or pledge securities of the Corporation,
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

36. BOOKS AND RECORDS

The Board 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.

37. 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, reference to persons shall include firms and corporations.

Passed by the Board of Directors and sealed with the corporate seal this 5th day of August 1995.

38. AMENDMENTS TO LETTER OF PATENTS AND BY-LAWS

With the exception of Powers and Membership, which are dealt with separately in sections 13 and 23 respectively any motion dealing with amendments to the letters patent or by-laws of the Association shall require approval by two-thirds (2/3) of the members attending in person, or represented by proxy, at an annual or any other general meeting, attended by a minimum of 50% of the members. Voting rights shall be exercised in accordance with sections 29 & 30.

39. Membership Eligibility

Corporations and business entities are ineligible for membership in the CPOA nor can represent proxy votes at meetings.

Membership is valid for the calendar year payment is received.

Voting eligibility at the AGM or other meetings where a vote is called shall be restricted to members in good standing on record 14 calendar days prior to the said meeting.

40. Dissolution of the Association

Upon dissolution on the Association (CPOA), the funds on account, less legitimate obligations, will be distributed equally among the members of the CPOA in good standing as of the date of dissolution. Any lands owned by the CPOA will be transferred to a successor organization or in the alternative to the Township of Tiny. Decisions shall be made in accordance with the CPOA by-laws.