

MUNICIPALITY OF MAGNETAWAN RATEPAYERS ASSOCIATION CONSTITUTION AND BY-LAWS.

VISION

It is the vision of the Municipality of Magnetawan Ratepayers' Association to accomplish our mission through lawful influence upon members of the Municipality of Magnetawan council on such matters as are their responsibility. The objectives of the association shall be to foster and advance the interests of all the ratepayers of the Municipality of Magnetawan without favouring any single person.

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MUNICIPALITY OF MAGNETAWAN RATEPAYERS ASSOCIATION CONSTITUTION AND BY-LAWS.

NAME

1) The association shall be commonly known by the name of 'The Municipality of Magnetawan Ratepayers Association.

HEAD OFFICE

2) The head office of the association, shall be within the Corporation of the Municipality of Magnetawan, in the Province of Ontario, in the District of Parry Sound. The directors may, from time to time, determine the specific location of the head office.

MISSION STATEMENT

3) The Municipality of Magnetawan Ratepayers Association exists to foster and advance the interests of the residents and ratepayers of the Municipality of Magnetawan, by:

* representing the ratepayers of the Municipality of Magnetawan pertaining to infrastructure development, environmental issues and matters that impact on the day to day life of the community ratepayers.

* supporting community initiatives that enhance the quality of life and safety of the Municipality of Magnetawan Ratepayers.

* bring new opportunities to local business through support of the development of new infrastructure and other community attractions.

* disseminating timely information to the Municipality of Magnetawan ratepayers regarding initiatives that may have a potential impact on the community at large. This will be undertaken through regular, annual and special meetings, published announcements in the media, and/or web-page postings. The association's regular meeting minutes summary and other articles of interest will be posted on the web site and distributed as widely as possible.

* maintaining communication pathways with local government representatives and community organisations and leaders.

FISCAL YEAR

4) The fiscal year of the association shall begin on July 1ST of each year and end on June 30th of the following year.

MEMBERSHIP

ELIGIBILITY Tax payers, their spouse, property owners, tenants, and both seasonal and permanent residence of the Municipality and shall be at least 18 years of age.

5) Membership fees are set as One (1) year membership \$10.00 per calendar year. The directors may from time to time set another amount by resolution of the board of directors, subject to approval by annual meetings or general meetings.

6) Every person who is a member in good standing, and who has paid the applicable annual membership fee for that calendar year is entitled to:

- (A) attend any meeting of the association,
- (B) hold any office of the association, and to
- (C) vote in any election of officer.

7) Every property owner who is a member in good standing and who has paid the applicable membership fees for that year, shall be entitled to discuss and vote at a meeting of the members.

8) Each eligible member that is entitled to vote on any matter shall be limited to one (1) vote. The chair of the meeting is entitled to a casting vote in the event of a tie on any matter before that meeting that has been voted upon by the members.

- 9) Each member who is in good standing may vote at a meeting of the association by proxy in writing or by means of the Internet. His or her ballot or proxy shall be delivered to the secretary and/or chair no later than forty-eight (48) hours prior to the meeting.
- 10) Membership shall cease IF
- (A) the member has not renewed his or her annual membership and paid the applicable membership fee prior to, or at the Annual general meeting.
 - (B) if the member resigns by written notice and given to the secretary
 - (C) if the member no longer qualifies for membership in accordance with the constitution.

MEETINGS

- 11) The annual general meeting of the association shall be held within the Municipality of Magnetawan in the month of July.
- 12) The following business shall be conducted at the ANNUAL GENERAL MEETING
- (A) reading of the financial reports
 - (B) election of the directors
 - (C) appointment of auditors and fixing or authorising the board to fix and the remuneration of the auditor and
 - (D) any business that may properly be brought before the meeting.
- 13) The directors may, from time to time, call a special meeting of the association.
- 14) The secretary shall give notice of the ANNUAL GENERAL MEETING or of a GENERAL MEETING to the members, at least fourteen (14) days before the date of the meeting.
- 15) At the ANNUAL GENERAL MEETING the membership shall be permitted to propose nominations for election to the board of directors, in addition to those listed in the notice of the ANNUAL GENERAL MEETING, provided that any such nomination is proposed prior to the election of directors being held. Each such additional nomination shall be brought as a motion by a member and be supported by at least twelve (12) other members who are present at the meeting.
- 16) A Quorum for the ANNUAL GENERAL MEETING of the association shall be twenty-five (25) voting members of the association present in person at the meeting.
- 17) The only business that is properly brought before any meeting, shall be conducted at said meeting of the members. Matters which have not been specified in the notice of the meeting, or properly added to the agenda of the meeting, shall not be discussed at the meeting of the members. Personal business not related to the operations of the association and not properly placed on the agenda of the meeting, shall not be conducted or discussed during any ANNUAL GENERAL MEETING or GENERAL MEETING. Any additional business desired to be conducted or discussed at any ANNUAL GENERAL MEETING or GENERAL MEETING not specified in the notice of the meeting, may be properly added to the agenda of the meeting by a motion made by a member and supported by at least one (1) other member present **in** person at the meeting.

NOTICE

- 18) Any notice required to be given herein by a member, director, officer or auditor shall be deemed to have been given if it is :
- A) Delivered personally to the person whom it is to be given.
 - B) Mailed to the person's address as recorded in the associations records by pre-paid ordinary mail or
 - C) Sent to the person's address as recorded in the associations records by any means of pre-paid transmittal, including e-mail, or fax.

A notice shall be deemed to have been given when it is delivered personally, or to the persons address, or electronic transmission or three(3) days after it was mailed or transmitted.

- 19) Notices shall specify the nature of the business to be attended to at the Annual General Meeting.
- 20) During the months of MAY and JUNE any notice required to be given herein in relation to an Annual General Meeting being held, shall be deemed to have been given if it is posted in plain and obvious view at areas

throughout the Municipality where such notices might reasonably be expected to appear. Such notices shall be posted not less than fourteen (14) days prior to the date of the meeting and shall be in form easily viewed. Any notice required to be given in relation to an Annual General Meeting to be held during any month of the year shall be deemed to have been given only in accordance with paragraph 17.

DIRECTORS AND OFFICERS

BOARD OF DIRECTORS

- 21) A board of directors shall manage the affairs of the association
- 22) The number of directors of the association shall be set at nine (9) and one (1) at large.
- 23) The board of directors shall appoint from among themselves a president, vice president, secretary, treasurer and any other such officers as the board of directors may determine be required from time to time. They shall serve for two (2) years or until he or she is removed from office by resolution of the board of directors. Vice president will succeed the president for a two (2) year term or until he or she is removed from office by resolution of the board of directors.

REMUNERATION OF DIRECTORS.

- 24) The directors of the association shall serve without remuneration. No director shall directly or indirectly receive any profits from his or her position as such, provided that a director may be paid reasonable expenses incurred by him or her in the perform of his or her duties, and shall not exceed fifty dollars (\$50.00). Prior approval for amount exceeding \$50.00 is required by the board of directors.

CONTRACTS

- 25) Every director shall declare his or her interest, direct or indirect, in any contract or arrangement or proposed contact or arrangement with the association and refrain from voting in respect to the contract or arrangement or proposed contract or arrangement if and when prohibited.
- 26) Every director who has any direct or indirect interest in a contract or proposed contract with the association shall,
 - (A) declare his or- her interest at the first meeting of the directors after which he or she became interested or aware of any such interest.
 - (B) request that his or her declaration be recorded in the minute of the directors meeting, and
 - (C) not vote on any resolution or participate in any discussion with respect to the resolution concerning the contract or proposed contract.
- 27) The directors may, on behalf of the association, exercise all the powers that the association may legally exercise unless the directors are restricted by law or by the members from exercise in those powers. The powers include, but are not limited to , the power
 - (A) to enter into contracts or agreements,
 - (B) to make banking and financial arrangements,
 - (C) to execute documents,
 - (D) to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the association,
 - (E) to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the directors may consider
 - (F) to purchase insurance to protect the property, rights and interests of the association and to indemnify the association, it members, directors and officers from any claims, losses or costs arising from or related to the affairs of the association,

(G) the maximum individual commitment or expenditure to any of the above shall not exceed the sum of one thousand dollars(\$1,000.00) without approval by membership during the ANNUAL GENERAL MEETING.

28) Each director shall be a member of the association at the time of his or her election or appointment and shall remain a member throughout his or her term of office in accordance with paragraphs 5-10.

ROTATING DIRECTORS

29) The director shall be elected, and retire and rotation as follows,

(A) directors shall be elected to hold office for a term of two(2)years from their election, or until the annual general meeting of the association, after expiration of the two (2) year term.

(B) retiring directors shall be eligible for re-election to the board of directors for a second term if otherwise qualified. At the conclusion of the second term, a director shall not be eligible for re-election or appointment until one (1) full year has elapsed following the said second term.

(C) For purposes of the first election to the board, 1/2 of the board shall serve for one year only. They are to retire at the end of the first year, but are eligible for re-election in accordance with the terms of the constitution.

VACANCIES

30) The directors may appoint a director to fill a vacancy, provided that a quorum of directors remains in office. The name of any such nominee shall be provided to all the directors in writing at least two(2) weeks prior to the meeting at which the appointment of such individual to the board of directors is to be considered. If there is no quorum of directors, the remaining directors shall call a general meeting of the association to fill the vacancies.

ELECTIONS OF DIRECTORS

31) The members of the association may elect a director and/or directors, as the case may be, by a show of hands or by secret ballot if requested by a member at the Annual General Meeting.

REMOVAL OF DIRECTORS

32) The members of the association at a general meeting may remove, a director, by a resolution passed by at least two-thirds of the votes cast. Proper notice of the general meeting must be given. By a majority of votes cast at that general meeting any person who is qualified to be a director may be elected for the duration of the removed director's term.

MEETING OF THE DIRECTORS

33) A quorum for a meeting of the board of directors shall be five (5) directors. The board may hold its meetings at any place within the Municipality of Magnetawan as it may from time to time determine.

34) Meetings of the board of directors may be called by the chair, vice chair, secretary or any three(3) members of the board.

35) No formal notice of any meeting of the board shall be necessary if all the elected directors are present, or if those absent have indicated their consent to the meeting being held in their absence.

36) The board may appoint a day or days in any month or months for regular meetings at any hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of directors may also take place without notice immediately after an annual general meeting or a general meeting to transact any business.

37) No error or omissions with respect to notice for a meeting of the board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.

38) The directors shall vote on any resolution arising at any meeting of the board. A majority of votes shall decide the resolution.

- 39) Any director who is absent from three(3) consecutive meetings without reasonable cause or notice, shall be terminated and shall be served notice of such termination by the chair of the board of directors.
- 40) The secretary must record all resolutions presented to meetings. The fact a resolution has been accepted or rejected must be recorded. Further any person present may request a recorded vote, the numbers in favour or against are to be recorded.

OFFICERS

- 41) The officers of the association shall have the following duties,
- (A) Chairman to chair all the meetings of the association and of the board, when present in person and able, have general supervision of the affairs of the association, sign and execute any documents with the secretary, perform any other duties which the board may, from time to time, assign.
 - (B) Vice chairman exercise any or all of the duties of the chairman in the absence of the chair, or if the chair is unable for any reason to perform those duties, and perform any other duties which the board may, from time to time assign.
 - (C) Secretary to keep and maintain the records and books of the association, including the registry of officers and directors, the registry of members, the minutes of the annual general meeting, the general meetings and meetings of the board, the by-laws and resolutions, certify copies of any record, registry, by-law, resolution or minute. Give any notices required for the annual general meeting, general meeting or /and meetings of the board of directors and perform any duties which the board may from time to time assign.
 - (D) Treasurer to receive and account for all the monies of the association, pay all expenses incurred by the association, keep and maintain the financial records and books of the association, counter sign all cheques or other payments with the chair, vice chair or secretary, as the case may be. Assist the auditor in the preparation of the financial statements of the association, and perform any other duties that the board may from time to time assign
 - (E) Other Officers The duties of all other officers of the association shall be such as are called for in the terms of engagement or as required by the board of directors.

NOMINATING COMMITTEE

- 42) A nominating committee of at least three(3) members and consisting of no less than one(1) director, shall be established for the purpose of the preparation of a slate of prospective directors to be submitted at each annual general meeting, to be voted upon by the members at the election of directors. The responsibilities of the nominating committee shall include the recommendation of persons to fill any vacancy of the board of directors.

OTHER COMMITTEES

- 43) The board of directors may from time to time establish such other committees as it deems necessary and shall prescribe the duties and responsibilities of such committees.

MISCELLANEOUS

MINUTES

- 44) MINUTES shall include:
- (A) The dates, time and place of meeting,
 - (B) The name of the person in the chair, and any changes in the chair,
 - (C) The number of members and/or directors present,
 - (D) Any errors or omissions from the previous meeting,
 - (E) All rulings made by the chair and the nature and results of any appeals that arise from these rulings,
 - (F) All motions properly moved, including the name of the mover and seconder,

- (G) The results of all votes taken,
- (H) A list of all reports and/or documents introduced during the meeting with copies of these reports being attached to the official copy of the minutes,
- (I) A summary of significant points raised during the debate of motions,
- (J) Where any vote passed at a meeting of the board of directors or a committee there of, is not passed by unanimous assent, the view expressed by any dissenting director shall be summarised in the minutes of the meeting along with the name of the dissenting director.
- (K) Any commitments made by any other persons present at the meeting,
- (L) The time of adjournment, and.....
- (M) The signature of the meeting secretary.

PUBLICATIONS

45) Any article, publication or advertisement intended to be distributed by, or on behalf of the association, including publications to be distributed by electronic means (the internet), must be reviewed by a majority of the directors, or a committee there of established for this purpose. If any director expresses a conflict or disagreement with the content of the article, publication or advertisement, a statement to the effect that the views expressed in the article are not shared by the dissenting director. It then shall be recorded in the minutes of the directors meeting, or the next news letter of the association following the publication or advertisement.

INDEMNIFICATIONS

- 46) The association shall indemnify and save harmless the directors, their heirs, executors and administration, estates and effects, respectively from time to time and at all times from and against:
- (A) All costs, charges and expenses what so ever that he or she sustains or incurs in or about any action, suit, or proceedings that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing what so ever made, done or permitted by him or her in the execution of the duties of his or her office, and
 - (B) All other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs ,charges or expenses there of as are occasioned by his or her own wilful neglect or default.

AMENDMENTS

47) The bylaws of the association may be enacted, repealed, amended added to or re-enacted by the directors in accordance with the provisions of the associations act, subject to approval by the membership during the annual general meeting.

PASSED by the board of directors this day of 2004.

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CHAIRMAN

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RECORDING SECRETARY

PROPOSED BUDGET
MAGNETAWAN RATEPAYERS ASSOCIATION
FOR THE YEAR 2004
YEAR END DECEMBER 31,2004.

BUSINESS EXPENSES

Incorporation	\$590.00 (one time fee)
Office expenses (Paper, envelopes, etc.)	\$2000.00
Accounting	\$1500.00
Hall rental	\$500.00
Directors insurance	\$1200.00
Telephone	\$200.00
Newspaper ads	\$500.00
Reserves (for legal advice, travel, etc)	<u>\$10,000.00</u>
TOTAL ESTIMATED EXPENSES	\$16,490.00

REVENUE

Reserves from previous ratepayers association.	\$128.00
Memberships	\$500.00
Donations and fund raising	<u>\$15682.00</u>

ESTIMATED TOTAL **\$16490.00**