

**BY-LAW NO. 1**

As amended at the Annual Meeting, G.C.O.A., **April 27, 2022**

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE  
GRINDSTONE PROVINCIAL PARK COTTAGE OWNERS ASSOCIATION INC.

(Hereinafter called the "Corporation", or "The Board", or "The Association", or "GCOA" or "G.C.O.A") as follows:

**1. DEFINITIONS:**

In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:

- (a) "Act" the Corporation Act of Manitoba, Statutes of Manitoba 1976, C.225 as from time to time amended, and every statute that may be substituted therefor and in the case of such amendment or substitution, any references in the by-laws of the Corporation shall be read as referring to the amended or substituted provision therefor,
- (b) "by-law" means any by-law of the Corporation, including any special by-law from time to time in force and effect:
- (c) All terms contained in the by-laws and which are defined in the Act shall have the meanings given to such terms in the Act.
- (d) Words importing the singular number only shall include the plural and vice versa: words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons, and
- (e) The heading used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provision thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- (f) "Member or Associate Member" means person/s who by joint use of a Grindstone lot share a common interest in reaching and maintaining the goals of the association. The terms member or associate member shall be interchangeable.
- (g) "Lessee / permittee" shall be as ascertained by list as provided by list provided by Real Estate Services Branch.

**2. MEMBERSHIP**

- (a) Members or Associate Members shall be those persons, who are lessees or permittees of a cottage lot or jointly lessees or permittees of a cottage lot, within GRINDSTONE PARK DISTRICT and who have paid their GCOA membership fees for the current year, or their membership is in good standing. Members shall have their names, contact information and mailing address kept in confidence with the board of directors for the purpose of association correspondence and may attend Annual/Special meetings and may hold a position or chair sub-committees.
- (b) A member/membership shall be considered in good standing if they have paid their membership fee for the current year, or prior to the Annual Meeting in the current year the fees have not been paid, but the previous year has been paid.

### 3. VOTING

- (a) Only members in good standing who have paid their membership fees for the current year may vote at the Annual meeting and only members who have paid their membership fees for the current year may vote at a special meeting, provided that no more than one person be registered as a voting member per cottage lot. The member may, in writing, appoint a proxy who need not be a lessee or permittee to attend and act at any meeting to the same extent as if the member were present.
- (b) No more than one voting member or proxy holder will be registered for any cottage lot to vote or may vote at any annual or special meeting.
- (c) No person attending any Annual/Special meeting shall be entitled to hold more than three proxy votes.
- (d) Board members, committee & sub-committee chair & vice-chair shall be considered non-voting members.
- (e) At all meetings of members of the Association a majority vote of the members present at such meeting shall be sufficient to pass any new resolution or by-law or to decide any question coming before such meeting; and an entry in the minutes to that effect shall be conclusive evidence of the fact. In the case of an equality of votes, the motion shall be lost.
- (f) Any proposed capital expense in excess of \$5,000, which is to be funded through Manitoba Conservation Fee-for-service must be presented, in the form of a motion, to the Executive sixty (60) days prior to the AGM; for any special meeting Thirty (30) days notice of motion must be given to all cottage owners prior to said meeting(s). These capital expenditures will require 65% majority vote, in favour of, or all members in good standing present at said meeting and providing there is a quorum present as set out in 4(d). For further clarification, this refers to all capital projects relating to the Grindstone Parks District which will form part of the formula used by Environment, Climate & Parks in calculation annual service fees or any other levies against cottage owners. These capital expenditures do not refer to other projects undertaken with monies, which have been raised by or donated to the Association. These funds have been set aside in a special account for improvement within the Grindstone Park district for the benefit of cottage owners.
- (g) In lieu of voting, in-person voting may be conducted using an alternate or electronic method if it can accurately tally or record the votes cast. It also must have a means of verification that votes were made by members in good standing. The method of voting shall also meet any other requirements of this By-Law as it pertains to voting.

#### 4. MEETINGS

- (a) The members of the Association shall meet annually; to receive the financial statements of the Association and report of the Directors for the preceding fiscal year; to officially appoint a Board of Directors, reappoint the current Board of Directors, or appoint or introduce any new directors for the current year. The directors are a non-paid volunteer position. The board may vacate or add additional board members throughout the year as needed to assist with the business and activities of the board and shall be comprised of no more than fifteen (15) members in good standing. These elected Directors shall then meet within thirty (30) days following the Annual Meeting and elect the Executive Officers from their own ranks for the ensuing year. The Executive Officers shall be comprised of President, Vice President, Secretary and Treasurer. The terms President and Chair or Vice President and Vice Chair are interchangeable and have the same meaning. Directors shall determine the annual membership fee and transact such other business as may properly come before the Annual meeting. The executive may arrange additional meetings for the executive and may extend invitations to other board members as needed to transact such business.
- (b) At all meetings of the members of the Association, the Secretary of the Association shall keep minutes of the proceedings electronically and/or a hard copy in a book to be kept for that purpose.
- (c) Other meetings of the Association may be called by the Executive. A special meeting of the Association may be called by the Executive at any time upon request and confirmed or acknowledged by at least (20) members of the Association in good standing.
- (d) A quorum at any special or general meeting shall consist of one quarter (1/4) or Fifty (50) voting members in good standing, whichever is lower.
- (e) Notice of the time and place of any meeting of the members of the Association;
- Shall be electronically messaged, e-mailed or mailed to each member to their most current address in the Association's contact list together with a brief agenda of the meeting; or,
  - Such notice shall be published in a newsletter of the Association, or electronically mailed (e-mailed), or via a generally available and accessible social media broadcast/bulletin at least ten(10) days before the holding of such meeting.
- (f) The Chair, with the consent of the meeting, may adjourn the same from time to time and from place to place, but every adjourned meeting shall be treated as a prolongation only of the original meeting and shall only be competent to transact business which might properly have been transacted at the original meeting.
- (g) Any or all Directors and/or members may participate in a meeting, annual or special meeting, of the Association, Board, Committee of the Board by any remote communication option that permit all persons participating in the meeting to effectively communicate with one another, as agreed by those present at the meeting. A Director and/or association member participating in a meeting by such means is deemed to be present at the meeting.

## **5. FINANCIAL/FISCAL YEAR**

- (a) The financial/fiscal year of the Association shall terminate on the thirty-first (31<sup>st</sup>) day of December in each year and the Annual Meeting of the members shall be held on such date as the Executive Officers may determine, provided that such meeting shall be held not later than April thirtieth (30) in the year following the termination of the Association's financial year.
- (b) Copies of the audited Financial Statement for the preceding year shall be available for inspection by all persons attending the Annual Meeting.

## **6. DUTIES OF THE DIRECTORS**

- (a) To appoint Committees from among the members of the Association as it may in its discretion deem advisable.
- (b) To elect an Executive Committee, namely a Chair/President, Vice-Chair/Vice-President, and Treasurer; and to appoint a Secretary. An election to appoint executive officers may be waived if it is unanimously accepted by all directors to maintain the same Executive Committee as the previous year.
- (c) The Chair or Vice-Chair shall fill by appointment from the Board of Directors, if it shall see fit, any vacancy on the Executive Committee provided that, if the Chair should cease to be a member of the Association or be unable or unwilling to act as Chair, then the Directors may elect a Director to fill such vacancy
- (d) To meet at least three (3) times a year, prior to and following the Annual Meeting

## **7. COMMITTEES**

- (a) "Committee" or "Board Committee" shall mean any person, group or team comprised of a single, or multiple board directors who shall manage a particular function or cause; as it may pertain to the improvement or enhancement of Grindstone Provincial Park, or improvement or enhancement of the operations of the association. The Association will provide financial support as mutually agreed and approved upon by the Board of Directors. The committee may utilize volunteers or assistance from non-members as required or necessary to achieve their tasks or objectives. The Committee may also choose a director to act as a Chairperson or Vice-Chairperson if desired, for the purpose of having a main administrative point of contact. The Association may assign several different types of committees and will be identified by a committee name. Example: "Trails Committee" or "Membership Committee"
- (b) "Management Committee" shall consist of the Chair/President, Vice-Chair/Vice President, Secretary and Treasurer together with any other Director, who have been elected by the Board of Directors. This shall constitute an Executive Committee of the Board of Directors with those powers accruing to the Board in order to carry out the routine affairs of the Association in a prompt and efficient manner. The Executive Committee shall submit a report of their activities at each meeting of the Board of Directors.
- (c) Meetings of the Executive Committee shall be called by the Chair with a quorum for such meetings being three-quarters (3/4) of the committee with a majority vote of the present

members to pass any new changes, resolutions or financial expenses or decisions. In the event of equality of votes, the motion shall be lost.

- (d) "Sub-Committee" shall mean any person, group, or team approved or appointed by the board of directors, who shall manage a particular function or cause as it may pertain to the improvement or enhancement of Grindstone Provincial Park. The association will endorse the sub-committee's endeavors as mutually agreed and approved upon by the Board of Directors, however the sub-committee shall financially operate separately from the board. It will be the board's discretion to adopt any or all the expenses or revenues proposed by the sub-committee and as approved by the board of directors. The sub-committee may utilize volunteers or assistance from non members as required or necessary to achieve their tasks or objectives. The sub-committee shall appoint a member of the association as a chair whose membership is in good standing, for the purpose of being a main administrative point of contact. The sub-committee shall have a committee name to identify and distinguish the sub-committee.

## **8. TREASURER**

- (a) The Treasurer shall cause to be kept true account of the business transacted, of the monies received and expended on the Association's account, and the manner in respect in which such receipts and expenditures take place, and of the assets and liabilities of the Association they shall keep or cause to be kept all Association funds in an account with a Chartered Bank, Trust Company, or Credit Union, as approved by the Management Committee. The Treasurer shall keep a duplicate receipt or maintain an electronic record or both, for such membership fees paid.
- (b) The Association may at least once in every year have the accounts of the Association be examined, and the correctness of the balance sheet be ascertained by one of more properly qualified auditors who shall be appointed each year by the Board of Directors

## **9. SECRETARY**

- (a) The Secretary, appointed by the Directors, shall cause to maintain a record of the proceedings, appointments and resolutions of the Directors, Executive Committee and of the Association meetings. The Secretary shall be the custodian of all books, records, papers, etc.; either physically, electronically, or both; belonging to the Association, which property they shall deliver when authorized to do so by resolution of either the Directors of the Association, Executive Committee, to such person or persons as may be named in such resolution. The Secretary shall perform such other duties as may from time to time be required of them by the Directors, or the Executive Committee or the By-laws and Rules of the Association.

## **10. SIGNING OF CHEQUES AND DOCUMENTS**

- (a) All withdrawals from the Association Bank Account shall be by cheque signed by two Directors, or by means of electronic payment or transfer given that the method of said transaction has capabilities of making a record of authorization of 2 Directors who have the same signing authority of a cheque.
- (b) All documents or agreement entered into on behalf of the Association shall be executed under the name of the Association and signed by such officers of the Association as the Directors may from

time to time by resolution appoint, except that any borrowing made as contemplated by paragraph eleven (11) hereof must be signed by the Chair, Vice-Chair and Treasurer.

### **11. BORROWING POWERS**

The members may, by majority vote, authorize the directors from time to time to:

- (a) Borrow money upon the credit of the Association
- (b) Limit or increase the amount borrowed;
- (c) Issue bonds, debentures, debenture stock or other security of the Association;
- (d) Pledge or sell such bonds, debentures, debenture stock or other securities for such sums and at such prices as may be deemed expedient.
- (e) Mortgage, hypothecate, charge or pledge all or any of the real or personal property, undertaking the rights of the Association, to secure any other bonds, debentures, debenture stock or other securities, or any money borrowed or any other liability of the Association provided that same must be executed under the name of the Association, and signed by the Chairman, Vice-Chairman and Treasurer.

### **12. ALTERATION OF BY-LAWS**

The amendment, or repeal, of any of the By-laws of the Association can be affected only on the vote of at least two thirds (2/3) of the members present at an annual or special meeting of the Association duly convened for the purpose of considering such amendment or repeal.

### **13. CONFLICT OF INTEREST**

Any interest an officer has in any contract or proposed contract with the Association or others as it relates to the **GRINDSTONE PARK DISTRICT**, shall be disclosed by the officer in accordance with the provisions of the Corporations Act.