



BIG RIDEAU LAKE ASSOCIATION

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF MEMBERS

Notice is hereby given that an Annual General and Special Meeting of Members of Big Rideau Lake Association (the "Association") will be held on Saturday, June 29, 2019 at 9:30 a.m. at the Portland Community Hall, 24 Water Street, Portland, Ontario for the following purposes:

1. To approve the minutes of the Annual General Meeting of Members held on July 8, 2018 (copy posted on the Association's website);
2. To receive a report from the Treasurer on the financial statements for the year ended December 31, 2018 (financial statements to be posted on the Association's website);
3. To appoint Wilkinson & Company LLP as Auditor for the ensuing year;
4. To confirm, with or without amendment, amendments to the General By-Laws of the Association, as more fully described in Schedule A to this Notice;
5. To receive an Overview of Activities of the Association;
6. To elect Directors; and
7. To conduct such other business as may properly come before the meeting.

DATED at Portland, Ontario on this 8th day of June, 2019

BY ORDER OF THE BOARD OF DIRECTORS

By:

Name: Grant Leslie

Title: President

SCHEDULE A

PROPOSED BY-LAW AMENDMENTS

Background and Rationale

BRLA was originally incorporated in 1968 at which time General By-laws were approved and adopted. To date, no amendments have been made to the General By-laws.

Given the passage of time and the desire to update the General By-laws to reflect current practices, the Board of Directors (the "Board") undertook a comprehensive review of the General By-laws over the last year. The original intent was to revise and update the entire General By-laws but it was decided that since a long promised new Ontario Not-for-Profit Corporations Act was still not in force, the Board would only proceed at this time with amendments to a few of the provisions which were problematic and defer a full revision until the new legislation is in place, given that many of the provisions of the General By-laws would require amendment to conform to the new legislation. When the new legislation is in place, it will also be necessary to "continue" the BRLA under the new statute which will also require member approval.

Based on the foregoing, the Board has approved several amendments to the General By-laws. Under the Corporations Act (Ontario), these amendments are required to be confirmed by the members by a resolution passed by a majority of the members voting on this matter.

The principal amendments to the General By-laws are as follows:

- i. To clarify that there will be one class of membership called a "Family Membership" which provides that all members of a family may participate in Association activities but will have one vote on matters requiring a vote;
- ii. To delete the category of Honorary Life Member which has not been granted to date;
- iii. To clarify that membership entitlement expands to the northerly limit of Poonamalee Lock. Currently, the "northerly" limit is the Rocky Narrows; and
- iv. To provide that the fiscal year end of BRLA shall be December 31, or such other date as may be approved the Board. The current General By-laws provide for a year end of March 31 which is no longer the case.

Form of Resolution

The form of resolution proposed to be passed by the members confirming these amendments is set forth below:

"WHEREAS the board of directors of Big Rideau Lake Association (the "Board") may make, repeal, amend or re-enact any by-laws that regulate the business or affairs of the Association;

WHEREAS the Board has amended certain provisions of the existing General By-Laws of the Association as set forth in Exhibit I;

WHEREAS the Board has submitted the amendments of the existing General By-Laws to the members of the Association for confirmation;

WHEREAS the members of the Association desire to confirm, by ordinary resolution, the amendments of the General By-Laws as set forth in Exhibit I;

RESOLVED THAT:

The amendments of the General By-Laws, as set out in Exhibit I, are hereby confirmed.”

An excerpt from the current General By-laws showing the sections which are to be amended is attached for your reference at Exhibit II.

EXHIBIT I

The General By-laws of Big Rideau Lake Association (the "Corporation") are hereby amended as follows:

- i. Sections 3, 5, 6, 7 and subsection 9(4) of the General By-laws are hereby repealed and replaced with the following:
 - (c) "Membership: The Corporation shall consist of one class of membership called a "Family Membership":
 - (i) Definition: Membership includes a family unit of up to two (2) adults and their respective children and grandchildren up to the age of 25 years.
 - (ii) Eligibility: Membership is attained upon payment of dues and the acceptance by the Board of the annual application for membership by seasonal or permanent residents or boaters of the Big Rideau Lake in Ontario, its bays and inlets, lying between the Narrows Lock and Poonamalee Lock of the Rideau Canal System.
 - (iii) Rights and Privileges:
 - A. Each Member shall have one vote at Annual or Special Meetings of Members. For clarity, regardless of the number of persons within a Family Membership, each Family Membership shall only have one vote. However, each person forming part of the Family Membership is entitled to participate in all BRLA social and recreation activities, to attend and participate in Annual or Special Meetings of Members and to hold office on the Board or committees.
 - B. Any Member, upon request, shall be provided with a copy of the approved financial statements, auditor's report and other financial information required by the Letters Patent or By-laws."
 - (e) "Intentionally deleted."
 - (f) "Intentionally deleted."
 - (g) "Intentionally deleted."
- ii. Section 10 of the General By-laws is hereby repealed and replaced with the following:
 - (j) "The fiscal year end of the Corporation shall be the twelve month period ending the 31st day of December in each calendar year, or such other date as may from time to time be approved by the Board.

EXHIBIT II

The following "blackline" highlights the proposed amendments to the General By-laws of Big Rideau Lake Association (the "Corporation"):

- iii. "Membership: The Corporation shall consist of one class of membership called a "Family Membership":
 - 3.1 Definition: Membership includes a family unit of up to two (2) adults and their respective children and grandchildren up to the age of 25 years.
 - 3.2 Eligibility: Membership is attained upon payment of dues and the acceptance by the Board of the annual application for membership by seasonal or permanent residents or boaters of the Big Rideau Lake in Ontario, its bays and inlets, lying between the Narrows Lock and Poonamalee Lock of the Rideau Canal System.
 - 3.3 Rights and Privileges:
 - (a) Each Member shall have one vote at Annual or Special Meetings of Members. For clarity, regardless of the number of persons within a Family Membership, each Family Membership shall only have one vote. However, each person forming part of the Family Membership is entitled to participate in all BRLA social and recreation activities, to attend and participate in Annual or Special Meetings of Members and to hold office on the Board or committees.
 - (b) Any Member, upon request, shall be provided with a copy of the approved financial statements, auditor's report and other financial information required by the Letters Patent or By-laws."

- ~~3. The Corporation shall consist of two classes of members, namely a) Active Members and b) Honorary Life Members.~~

...

- v. Intentionally Deleted ~~(1) the Active Members of the Corporation shall consist of the following persons and their spouses~~
 - ~~(a) the applicants for incorporation of the Corporation,~~
 - ~~(b) such persons, being members in good standing of an unincorporated organization heretofore known as the Big Rideau Lake Association, as may be granted Active Membership by Resolution of the Board,~~
 - ~~(c) such of the following persons as apply for Active Membership, pay the annual fee therefor and are granted Active Membership by the Board, namely,~~
 - ~~(i) seasonal or permanent residents of the environs of all that portion of the Big Rideau Lake in Ontario, its bays and inlets, lying between the Narrows Locks of the Rideau Canal System and the northerly limit of the Rocky Narrows,~~

- ~~(ii) — persons who own and maintain or are members of the crew of any sailing or power craft that is equipped with sleeping and living accommodation and that plies the waters of the said lake,~~
- ~~(iii) — members of the household or of the immediate family of the persons referred to in paragraphs (a), (b) and (c) of this Section.~~

~~(2) Applications for Active Membership be made in writing addressed to the Corporation signed by or on behalf of the applicant.~~

Honorary Life Members:

- vi. ~~Intentionally Deleted. Honorary Life Members of the Corporation shall be of such persons, not in excess of five (5) in number at any time, as in the opinion of the Board have served the Corporation or its unincorporated predecessor of the interests of the residents of the Big Rideau Lake with distinction and devotion for a period of years and to whom such membership is granted by the Corporation, at an Annual General Meeting thereof, upon recommendation of the Board.~~

Rights, Privileges:

- vii. ~~Intentionally Deleted. (1) Active Members and Honorary Life Members shall be entitled to attend and participate in meetings of the Corporation, shall have the right to vote thereat and shall be eligible for election to office in the Corporation.~~

~~(2) Unmarried members of the household or immediate family of Active Members or Honorary Life Members shall be entitled to attend meetings of the Corporation and to participate therein; but except as otherwise provided in these By-laws, shall not be entitled to vote at such meetings nor shall be eligible for election to office.~~

...

- ix. ~~(4) Honorary Life Members shall not be required to pay fees.~~

Fiscal Year:

- x. ~~The fiscal year end of the Corporation shall be the twelve month period ending the 31st day of December in each calendar year, or such other date as may from time to time be approved by the Board. The fiscal year of the Corporation shall be the twelve month period ending on the 31st day of March in each calendar year.~~