

REDSTONE LAKE COTTAGERS ASSOCIATION
NOTICE OF ANNUAL GENERAL MEETING

DATE: Saturday July 14, 2018—8:30 a.m. registration
LOCATION: Haliburton Forest and Wildlife Reserve—Seminar Room

TO: MEMBERS OF REDSTONE LAKE COTTAGERS ASSOCIATION

FROM: Richard Luger, President and Director; Bob Cole, Vice President and Director; Cathy Meades, Treasurer and Director; Donna Luger, Membership Coordinator and Director, Laurie Kerr, Director; Barbara LeVasseur, Secretary

REMINDER: If you cannot attend the AGM you can still have your vote counted by giving a proxy to a member in good standing who is attending the AGM

AGENDA FOR ANNUAL GENERAL MEETING

Updated June 20, 2018

08:30	Registration	
09:01	Welcome / Announcements / Motion to approve Agenda	Steve Danko
09:05	President's Message	Richard Luger
09:10	Introducing the RLCA Board of Directors	Richard Luger
09:20	Ontario Onsite Wastewater Association: Cottage Country Septic Systems Solutions	Jane Zima
	Sutton Environmental Services: Shoreline Re-naturalization Designer	Julia Sutton
	Natural Shorelines / Ground Covers / Native trees, shrubs for healthy shorelines	
	Lake Steward Report: water quality / phosphorus / clarity / algae / oxygen Update:	Bob Cole
	Love Your Lake program (Cottage Lake Shore Survey)	
	Eco Ethic - order drop off and quick introduction	Rob Davie
	Haliburton Forest Update	Malcolm Cockwell
	Ski Mazing Watersports School in Haliburton	Craig Bowker
10:40	BREAK / coffee / meet the speakers, Directors, Officers	Steve Danko
10:50	Business part of the 2018 RLCA AGM	
	• Motion to approve the 2017 AGM Minutes	Richard Luger
	• Membership report	Donna Luger
	• Treasurer's report - financial statement and 2019 budget	Cathy Meades
	• Motions to approve charitable donations to:	Richard Luger
	o CHA	
	o Haliburton Highlands Hospital Foundation	
	o Fish Hatchery	
	• Motion to Elect Directors	Richard Luger
	• Amendment to By-Law No. 1 and motion to approve	Laurie Crocker
	• Extraordinary Resolution – not appointing auditor—motion to approve	Laurie Crocker
11:45	Motion to end the 2018 AGM	Richard Luger

REDSTONE LAKE COTTAGERS ASSOCIATION (RLCA)
SUMMARY OF MAJOR CHANGES TO RLCA BY-LAW No. 1

ENACTED BY AMENDMENT TO BY-LAW NO. 1 MADE MAY 27, 2018

RLCA is a not-for-profit corporation incorporated under the Ontario *Corporations Act*. The only bylaw enacted by RLCA is By-Law No. 1 dated July 29, 1961. A copy of this original 1961 By-Law No. 1 is posted on the RLCA website: https://www.redstonelake.com/pdf/RLCA_By-laws_29_July_1961.pdf. Recently the board of directors of RLCA reviewed the 1961 By-Law No.1 and made a series of recommendations for change, to modernize the way RLCA operates and to better reflect how RLCA carries on its business.

The much talked about proposed not-for-profit legislation (“ONCA”) is not yet and may never become the law in Ontario. However, some changes to the Ontario *Corporations Act* as it applies to not-for-profit corporations were made and came into effect late last year and early in 2018. The RLCA board of directors passed an Amendment to By-Law No. 1 on May 27, 2018, which makes some of the by-law changes recommended previously by the board and permitted by the recent legislation. The Amendment to By-Law No. 1 (the “**Amendment**”) is posted on the RLCA web site: https://www.redstonelake.com/pdf/Revised_By-law_Final.pdf. Capitalized terms used in the short summary below are as defined in the Amendment.

A short summary of the important changes made by the Amendment follows. **THE BOARD OF DIRECTORS URGES YOU TO READ THE AMENDMENT IN ITS ENTIRETY, AS THE SUMMARY IS NOT MEANT TO BE A SUBSTITUTE FOR THE AMENDMENT.** If you cannot access the RLCA website, please contact the Secretary at 705-754-4867, leave a message if necessary and ask that a copy of the 1961 By-Law and/or the Amendment be mailed to you. Please leave your name, mailing address and telephone number in the message.

The changes made by the Amendment are in force, subject to approval by the members of RLCA at the annual general meeting (“**AGM**”) scheduled for July 14, 2018. If the members do not vote to approve the Amendment it will no longer be effective. The purpose of this summary is to inform you of the most important changes to the RLCA By-Law No. 1 made by this Amendment so that you will be able to vote for or against the approval of the Amendment at the July 14, 2018 AGM. Here is the short summary:

Changes affecting directors:

By-Law No. 1 Para #	Existing Provision	Amendment Para #	New Provisions
2 (in part)	--board of 5 directors each of whom is a general member	A	--board of 5 directors each of whom is a member in good standing
4	--general procedures for directors meetings	B	--detailed procedures added for directors meetings: <ul style="list-style-type: none"> • notice of meeting may be given as set out in paragraph 25 at least one Business Day before meeting; notice can be waived by directors • directors may participate in meetings by telephonic or electronic means • directors can enact Policies as long as the Policies do not conflict with the Governing Documents of the Association

Changes affecting officers:

By-Law No. 1 Para #	Existing Provision	Amendment Para #	New Provisions
9	--Mandatory officers: Pres., VP, Treas., Sec.	C	--Membership Coordinator added as a mandatory officer
11	--Secretary duties	D	--duties of Secretary re: (i) records and notices exclude the records kept by Membership Coordinator and Treasurer; and (ii) notices exclude providing notices to members
	--none	E (new 12A)	--duties of Membership Coordinator re membership records and notices to members are added

Changes affecting membership:

By-Law No. 1 Para #	Existing Provision	Amendment Para #	New Provisions
16	--general member and associate member categories of membership	F	--detailed provisions added re: membership: <ul style="list-style-type: none"> • general member and associate member categories of membership remain • one general member and unlimited number of associate members for each Qualified Property; only general members vote • each member must complete an application for and be accepted for membership • all rights of all members of the same property are suspended, including the right to vote, if the annual membership fee for a year is not paid by September 30th for that year of membership • membership of the general member and related associate members of the same property terminates if the annual membership fee for a year is not paid by June 30th of the year following the applicable year of membership • membership also terminates when a member ceases to have a property interest in a Qualified property, dies or gives notice to the Membership Coordinator of resignation
18	--meetings of members	H	--detailed provisions added re: membership: <ul style="list-style-type: none"> • provisions for calling and holding of meetings are set out • the type of business to be transacted at meetings of members is described • 10 days notice of a members meeting is required unless notice is waived • 1/10th of all members may in writing requisition meeting to be held for any purpose connected with affairs of Association
21	--different voting rights	I	--all members get notice of meetings --only general members in good standing can vote --proxy voting allowed

Changes in the way notice is given to members and directors:

By-Law No. 1- -Para #	Existing Provision	Amendment Para #	New Provisions
25	Notice by: --personal service, telegraph, mail --deemed service at time of delivery to post office or telegraph company	L	--Notices can be sent by personal service, courier, mail, facsimile, email or other electronic means --Deemed delivery: <ul style="list-style-type: none"> • personally or courier—delivery date or next Business Day if not delivered on a Business Day • mail—3rd Business Day following mailing date • facsimile, email or other electronic means—on the day of transmission if before 5:00 p.m. EST on a Business Day; if not, then on first Business Day after transmission

Changes to the financial provisions—dues, fiscal year and auditor provisions:

By-Law No. 1—Para #	Existing Provision	Amendment Para #	New Provisions
17	--annual dues specified but can be changed by board, as confirmed by members	G	--membership year means Jan 1 to Dec 31, except for 2018 it is April 1 to Dec 31 --membership fee set by board and confirmed by members; not payable by associate members --annual membership fee notice to be sent November 1 for the following year to each general member and is due January 1 in each year for that membership year
22	--must appoint an Auditor	J	--accountant may be appointed to audit or do a financial review, on the recommendation of board --no accountant shall be appointed at an AGM if the members by extraordinary resolution exempt from requirements of the Act to appoint an auditor or person to conduct a financial review **
23	--fiscal year	K	--fiscal year is Jan 1 to December 31, except for 2018 it is April 1 to December 31

Changes to the limitation of liability, indemnification and insurance provisions:

By-Law No. 1—Para #	Existing Provision	Amendment Para #	New Provisions
	--none	M (new section 29)	--no director, officer or committee member is liable for the acts of any other, as long as they have complied with the Act and the Governing Documents and exercised their powers and performed duties in accordance with the Act
	--none	M (new section 30)	--directors, officers, committee members, and volunteers (and all formers) are indemnified for costs etc. incurred in a law suit arising out of RLCA duties, and for all other costs in connection with their duties, except for gross negligence or wilful misdeed.
	--none	M (new section 31)	--board can purchase and maintain directors' and officers' insurance, commercial general liability insurance and such other types of insurance determined reasonably necessary by the board

**** (NOTE: Extraordinary Resolution to exempt RLCA from appointing an auditor or person to do a financial review for the 2018 and 2019 fiscal years will be presented at the AGM for approval by the members (requires approval by 80 % of members entitled to vote at the meeting))**