

**BY-LAWS OF  
SAND CASTLE COMMUNITY ASSOCIATION**

**ARTICLE I - NAME**

The name of this organization is "Sand Castle Community Association" or "SCCA"

**ARTICLE II - DEFINITIONS**

- (a) "**Act**" means the *Not-For-Profit Corporations Act*, 2010 S.O. 2010, Chapter 15;
- (b) "**Annual Meeting**" means the annual meeting of the Members;
- (c) "**Articles**" means the Articles of Incorporation or Letters Patent of the Association;
- (d) "**Association**" means the Sand Castle Community Association or "SCCA";
- (e) "**Board**" means the Board of Directors of the Association;
- (f) "**By-laws**" means the By-laws of the Sand Castle Community Association;
- (g) "**Chair**" means the Chair of the Board;
- (h) "**Director**" means a Director of the Association;
- (i) "**Director's Application**" means an application and agreement presented by the Board to any Member who wishes to seek election as a Director of the Board.
- (j) "**Emergency Expense**" means any unanticipated expense that the Board determines, in its sole discretion, is necessary to prevent imminent harm or risk to the operations of the Association and which is determined by the Board to be in the best interests of the Association;
- (k) "**Extraordinary Resolution**" means a resolution that is:
  - i. submitted to a special meeting of the members of the Association duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty (80%) per cent of the votes cast or;
  - ii. consented to by each Member of the Association entitled to vote at a meeting of the Members or the Member's attorney;
- (l) "**Guest(s)**" means a person(s) who has full and lawful access to a Member's lot. Guests may be "non- commercial", meaning that they have not paid consideration for this access or they may be "commercial", meaning that they have paid consideration to gain access to the Member's lot;
- (m) "**Member**" means a member of the Association;
- (n) "**Members**" means the collective membership of the Association;
- (o) "**Non-Member**" is a person who is neither a Member of the SCCA nor a guest of a Member;
- (p) "**Officer**" means an Officer of the Association;
- (q) "**Ordinary Resolution**" means a resolution of the Members passed by a majority of the votes cast on that resolution or consented to by each member of the Association entitled to vote at a meeting of the Members of the Association or the Member's attorney;
- (r) "**Parks Representative**" means a Member who has been approved by the Board, who is responsible for specific tasks within the parks and trails of the Association;
- (s) "**Rules and Regulations**" means any such rules and regulations of the Association as may be in force from time to time;

- (t) **“Special Resolution”** means a resolution that is:
- i. Submitted to a special meeting of the Members of the Association duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two thirds (2/3) of the votes cast; or
  - ii. consented to by each Member of the Association entitled to vote at a meeting of the Members or the Members attorney;
- (u) **“Subdivision”** means the subdivision known as Sandcastle Estate composed of registered plans #1482, #1527, and #1583, in the Township of Tiny in the County of Simcoe in the province of Ontario as developed by a private company known as Sandcastle Estate Ltd.; and
- (v) **“Trail maintenance fee”** is a charge that may be applied to a person who is not a member of the Association, but uses SCCA property.

### **ARTICLE III - INTERPRETATION**

Other than as specified in Article II, all terms contained in these By-laws that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

### **ARTICLE IV- DURATION**

The duration of the Association shall be perpetual or until it is dissolved as provided in the By-laws.

### **ARTICLE V - PURPOSES**

- (a) To care for and maintain property owned by the Association.
- (b) To set and collect adequate levies from the Members of the Association and fees from Non-Members using property of the Association in order to provide funds with which to carry on the objects of the Association.
- (c) To carry on the objects of the Association without the purpose of gain for the Members and therefore to use any profits or other accretions to the Association solely for the promotion of these objects.
- (d) To promote the non-commercial interests of persons owning property in the Subdivision.
- (e) To advance nature conservancy and biodiversity in properties owned and maintained by SCCA.
- (f) To establish By-laws and Rules and Regulations governing the conduct of the Members and others when using property of the Association.

### **ARTICLE VI - THE SEAL**

The Association shall have an official seal which shall be in the care of the Secretary Treasurer.

### **ARTICLE VII- FISCAL YEAR**

The fiscal year of the Association shall commence on the first (1st) day of June and terminate on the thirty first (31st) day of May.



### **ARTICLE VIII- BOARD OF DIRECTORS**

- (a)** The Association shall maintain a Board of not less than three (3) Directors, the number of which may be fixed by the Directors from time to time, which shall have charge of the affairs of the Association to the extent permitted by the Act.
- (b)** The immediate past President shall be appointed, without election, to the Board.
- (c)** Remuneration for Board members, if any, shall be voted on by Members at the Annual Meeting prior to the start of a Director's term.
- (d)** The Directors of the Association shall be elected at every second Annual Meeting of the Association, by Ordinary Resolution. Directors will be chosen from applicants who have submitted, to the Board, a completed Director's Application thirty (30) days prior to the election meeting. Subject to the Act, if Directors are not elected at a meeting of the Members, the incumbent Directors continue in office until their successors are elected.
- (e)** A Director must be a Member of the Association, at least 18 years of age with power under law to contract, and a registered owner on the title of a lot in the Subdivision. A Director may not be related to or co-habit with another Director.
- (f)** Directors shall serve for a term beginning from the date of the meeting at which they are elected or appointed and expiring on the close of the second Annual Meeting after their election or until their successor(s) are elected or appointed, whichever is earliest.
- (g)** A Director shall ordinarily not serve for more than four terms consecutively.
- (h)** The Board shall have the authority to declare vacant the position of any member of the Board who has missed three consecutive meetings of the committee.
- (i)** The office of a Director shall be vacated immediately:
  - i. if the Director resigns office by written notice to the Association, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later;
  - ii. if the Director dies or becomes bankrupt;
  - iii. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
  - iv. if, at a special meeting of the Members, the Members by Ordinary Resolution remove the Director before the expiration of the Director's term of office in accordance with the Act.
- (j)** Subject to the limitations on delegation set out in the Act, the Board has the authority to appoint any committee it determines necessary for the execution of the Board's responsibilities. Any committees appointed by the Board shall be accountable to the Board. The Board may dissolve any committee by resolution at any time.
- (k)** The Board is authorized to enforce the By-laws either by engaging legal counsel or by reporting true facts to officials or authorities.
- (l)** The Board shall comply with all applicable laws.
- (m)** All files and documents in the possession of any Board member relating to the Association are the property of the Association and must be returned to the Board immediately upon request by the Board.

### **ARTICLE IX- MEETINGS OF THE BOARD OF DIRECTORS**

- (a)** The Board shall meet a minimum of four times each year: once to prepare the agenda for the Annual Meeting and approve the financial statements for the previous fiscal year, once to determine a course of action and to allow transition following the Annual Meeting, and twice or more as is necessary to perform its duties.
- (b)** Meetings of the Directors may be called by the President or any two Directors at any time and any place in the Subdivision or at such other location as shall be agreed upon by all members of the Board on notice as required by this By-law.



- (c)** A majority of the Directors shall constitute a quorum at any meeting of the Board of Directors.
- (d)** Notice of the time and place for the holding of a meeting of the Board, shall be given in the manner provided in Article XXI of this By-law to every Director of the Association, and required Officer(s), not less than seven (7) days before the date that the meeting is to be held. Notice and location of a meeting is not necessary if all of the Directors, and Officer(s) are present, and none objects to the holding or location of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding and location of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first transition meeting with the previous Board immediately following the election meeting of the Association or within fifteen (15) calendar days after the last election meeting.
- (e)** The President shall preside at Board meetings. In the absence of the President, the Vice-President shall be the chair of the meeting. In the case of the absence of both the President and the Vice-President, those present may elect someone to chair the meeting. No one chairing a meeting shall have a vote at that meeting except for the election of Officers or for the purpose of breaking a tie. A regular meeting shall include a President's Report, a Treasurer's Report, and a Report on Membership. All meetings will have minutes recorded and these minutes will be made accessible, upon request, to any Member, provided that the Board may refuse to provide access to minutes for any meeting of the Board held *in camera*.
- (f)** Each Director has one vote on Board matters. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the President/Chair shall have a casting vote
- (g)** If all of the Directors of the Board consent, a Director may participate in a meeting of the Board or of a committee of Directors by one or more telephonic or electronic means that permits all participants to communicate simultaneously and instantaneously with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

#### **ARTICLE X- PROTECTION OF DIRECTORS AND OFFICERS**

No Director, Officer or committee member of the Association is liable for the acts, neglects or defaults of any other Director, Officer, committee member, employee or agent of the Association for any loss, damage or expense to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for the insufficiency or deficiency of any security in or upon which any of the money of the Association is placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Association with whom or which any moneys, securities or effects are lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- i. complied with the Act and the Association's Articles and By-laws; and
- ii. exercised their powers and discharged their duties in accordance with the Act.

#### **ARTICLE XI- LEVIES, CHARGES AND FEES**

- (a)** Levies, charges and fees payable by Members and Non-Members may from time to time be fixed by majority vote of the Board and approved by Ordinary Resolution. Such levies, charges and fees may include, but shall not be limited to:
  - i. An administration charge payable by Members and Non-Members to process necessary administrative, financial and legal matters related to the use of the SCCA trails and parks or as a result of disciplinary action taken by the Board, as set out in the Rules and Regulations and in accordance with the By-laws and the Act; and
  - ii. A trail maintenance fee payable by Non-Members for the use of SCCA trails and parks to offset maintenance costs for the trails and parks, as set out in the Rules and Regulations.
- (b)** The Secretary-Treasurer shall notify the Members at any time, of any fee, levy or charge, payable by the Members and if any are not paid within 90 days of the date of such notice, the Member(s) in default shall thereupon cease to be Member(s) of the Association. Any such Member may apply to be reinstated by the Board subject to payment of all unpaid levies and charges, including an administration charge.



## **ARTICLE XII- MEMBERSHIP**

- (a)** Subject to the Articles, there shall be one class of Members in the Association. Membership in the Association shall be limited to persons interested in furthering the objects of the Association and who own one (or more) lot(s) in the Subdivision.
- (b)** Any person(s) owning one (or more) lot(s) in the Subdivision is (are) required to:
  - i. maintain one full membership per lot owned so long as the lot(s) is (are) owned;
  - ii. pay levies associated with such membership each fiscal year; and
  - iii. comply with the By-Laws and the Rules and Regulations of SCCA.
- (c)** A membership in the Association, held in relation to the ownership of one (or more) lot(s) in the Subdivision may be transferred to the succeeding owner of the lot(s). Conversely, the owner of a lot(s) in the Subdivision who is a Non-Member may not make representation of the availability of membership in the Association to a prospective purchaser(s) of that lot(s).
- (d)** For clarity, memberships are intended to attach to lot(s) in the Subdivision and not to any particular persons associated with such a lot. There shall be one membership and one vote for each lot even if the lot is owned by multiple owners. No lot can have more than one membership. One person can, however, hold as many memberships as lots owned in the Subdivision.
- (e)** Members, their immediate family, relatives and non-commercial Guests, who may have full and lawful access to a lot(s) covered by these By-laws, may use the parks and trails belonging to the Association and shall abide by the By-laws, and the Rules and Regulations of the Association. Restrictions to the use of the parks and trails belonging to the Association, by commercial guests, may be imposed by the Board as described in the Rules and Regulations.
- (f)** Members are responsible for themselves, their immediate family, relatives, and Guests while they are using Association parks and trails. It is expected that all Members, their immediate family, relatives, and Guests, respect and co-operate with any safety or security measure(s) that are implemented by the Association.
- (f)** Rules and Regulations will be a separate document. A Rule or Regulation may be proposed by a Member or the Board and amended or approved by Special Resolution at any Member meeting duly called for that purpose.

## **ARTICLE XIII- TERMINATION OF MEMBERSHIP**

- (a)** A membership in the Association is automatically terminated without notice to the Member if:
  - i. The Member ceases to meet the criteria for membership as outlined in the By-laws; or
  - ii. The Association is dissolved under the Act.
- (b)** On termination of membership, the rights and privileges of the Member, including any rights in the property of the Association, automatically cease to exist.

## **ARTICLE XIV- DISCIPLINARY ACTION OR TERMINATION OF MEMBERSHIP FOR CAUSE**

- (a)** Upon fifteen (15) days written notice to a Member(s), the Board may pass a resolution authorizing disciplinary action against the Member(s) or the termination of their membership(s) for violating any provision of the Articles, By-laws or Rules and Regulations.
- (b)** The notice shall set out the reasons for the proposed disciplinary action or proposed termination of membership(s). The Member(s) receiving the notice shall be entitled to give the Board a written submission opposing the proposed disciplinary action or proposal of termination not less than five (5) days before the end of the fifteen (15) day period. The Board shall consider the written submission of the Member(s) before making a final decision regarding disciplinary action or termination of membership(s).



## **ARTICLE XV- MEMBERS MEETINGS**

- (a)** An Annual Meeting shall be held each year at a time and place fixed by the Board, but in no case less than ten (10) months or more than fifteen (15) months after the previous Annual Meeting.
- (b)** Special and general meetings may be called at any time by the Board. On being requisitioned in writing by at least fifteen (15) Members of the Association or such lesser number as required by the Act, the Board shall call a meeting of the Members for the purposes stated in the requisition in accordance with the Act. Notice of any such Members meetings must be accompanied by a complete agenda for all business to be conducted.
- (c)** Written notice of any Members meeting shall be provided to each Member, each Director, and the auditor or person appointed to conduct a review engagement of the Association, if any, no less than fourteen (14) days and no more than fifty (50) days prior to the meeting.
- (d)** The President shall preside at Members meetings. In the absence of the President, the Vice-President shall be the chair of the meeting. In the case of the absence of both the President and the Vice-President, the Members present may elect another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting. No one chairing a meeting shall have a vote at that meeting except for the election of Officers or for the purpose of breaking a tie.
- (e)** Ten (10%) percent of the Members of the Association present in person shall form a quorum at the Annual Meeting. Duly signed proxy votes will be accepted, provided such proxy shall be held by a Member of the Association. No more than five (5) proxy votes shall be counted towards quorum at the Annual Meeting.
- (f)** There shall be a President's Report, a Secretary-Treasurer's Report, an auditor's report (if applicable) at each Annual Meeting, as well as any other reports deemed necessary by the Board. The Board shall also place before the Members at every Annual Meeting a copy of the approved financial statements and any financial information required by the Articles or By-laws. Written reports may be issued either with the notice of meeting or at the time of presentation of the report. All reports require the approval of a majority of Members voting.
- (g)** All Members of the Association shall have the right to one (1) vote per lot at any Members meeting. Issues arising at any Annual Meeting shall be decided by a majority of votes unless otherwise required by the By-laws or the Act. In case of an equality of votes, the President shall have a casting vote.
- (h)** The Secretary-Treasurer shall at the Annual Meeting be in possession of a current list of all Members of the Association.
- (i)** The agenda for the Annual Meeting shall be sent with the written notice of the meeting, provided that any member entitled to vote at the Annual Meeting may add items by way of a proposal in accordance with the Act. These proposals must be presented to the Board at least 60 days prior to the meeting.
- (j)** If the Directors or Members call a meeting of the Members, the Directors or Members, as the case may be, may determine that the meeting be held entirely or partially by one or more electronic means that permits all participants to communicate adequately with each other during the meeting and to reasonably participate in the meeting.
- (k)** If all of the Directors of the Association consent, a Member may participate in a meeting of the Members or of a committee of Members by one or more telephonic or electronic means that permits all participants to reasonably participate and communicate adequately with each other during the meeting. A Member participating by electronic or telephonic means is deemed to be present at that meeting.

## **ARTICLE XVI- OFFICERS**

- (a)** The Association shall maintain offices of the President, Vice-President, Past President and Secretary-Treasurer and the Board may designate additional Officers (such as the Parks Officer, Membership Officer, Parks Representatives and other positions as the Board may designate from time to time). Officers shall be elected and appointed by the Board and shall be filled from among the members of the Board and, except as otherwise provided in the By-laws, such other



Members of the Association as applicable, provided that the office of Past President shall be held by the immediate past President for a term of two (2) years. If a Member who is not a Director is appointed as an Officer, they shall serve *ex officio* (without a vote at Board meetings).

- (b) Officers must be at least 18 years of age, with power under law to contract and a registered owner on title of a lot in the Subdivision.
- (c) Officers must act in the best interest of the Association.
- (d) Officers shall serve for a term of two years and shall ordinarily not serve for more than four terms consecutively.
- (e) Remuneration for Officers, if any, shall be voted on by Members at the Annual Meeting prior to the start of the Officer's term.
- (f) The Officers of the Association shall normally include the following:
  - 1. President
  - 2. Vice-President
  - 3. Past President
  - 4. Secretary-Treasurer
  - 5. Parks Officer
  - 6. Membership Officer

- (g) The duties of the appointed Officers are as follows:

The President shall be a member of the Board. The President/Chair shall preside at all meetings of the Board and shall be an *ex officio* member of all committees. The President shall, together with the Secretary-Treasurer, co-sign all cheques, or other negotiable instruments of the Association. The President shall also be the Chair.

The Vice-President shall preside at all meetings at which the President is absent.

The Past President shall service in an advisory role immediately after their term as President.

The Secretary-Treasurer shall keep a register of the names and current addresses of the Members of the Association, shall conduct the correspondence of the Association, shall prepare for the President an agenda for all meetings, shall annually collect the fees from the Members and provide Members with a record of payment upon request, shall have the care and custody of and be responsible for all records and funds of the Association and shall safe-keep the latter in a bank account in the Association's name. The Secretary-Treasurer shall, upon authorization of the Board, execute all payments by cheque, and shall have the same co-signed by the President; but if any bill is due before a meeting of the Board, any three members of the Board may make authorization for the payment. The Secretary-Treasurer shall record the minutes of all the Member Meetings, Board and Officer meetings. The Secretary-Treasurer shall update the Board quarterly as to the financial position of the Association. The Secretary-Treasurer, shall exhibit at all reasonable times, to any Officer, Director or Member of the Association, any books, accounts, or other records, and shall submit a Secretary's Report as well as a Treasurer's Report at each Annual Meeting of the Association.

The Parks Officer shall be responsible for the proper maintenance of all SCCA property and equipment. The Parks Officer will supervise the Parks Representatives who have been approved and appointed by the Board from time to time.

The Membership Officer shall be responsible for matters regarding the membership, communications and activities with the Members. The Membership Officer shall provide and update the names and the current addresses of the Members for the Secretary-Treasurer and shall present a copy of the By-laws and Rules and Regulations to new Members, when lots are transferred.

- (h) Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:
  - i. the Officer's successor being appointed;



- ii. the Officer's resignation or, if applicable, removal from the Board; or
- iii. such Officer's death.

#### **ARTICLE XVII - AUDITOR**

Subject to the Act and the annual revenues of the Association, at each Annual Meeting, the Members may, by Extraordinary Resolution, waive an audit or review engagement of the Association in accordance with the Act.

#### **ARTICLE XVIII- CONFLICT OF INTEREST**

A Director who is a party to a material contract or transaction, or to a proposed material contract or transaction, with the Association or is a Director or Officer of, or has a material interest in, any person who is a party to a material contract or transaction, or to a proposed material contract or transaction, with the Association shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

#### **ARTICLE XIX- BILLS, NOTES, BORROWING, RESERVES AND INVESTING**

All bills payable, cheques, or other negotiable instruments of the Association shall be made in the name of the Association and shall be signed by the President and the Secretary-Treasurer. No Officer or agent of the Association, directly or indirectly, shall have the power to make any bill payable, cheque, or other negotiable instruments, endorse the same in the name of the Association, or contract or cause to be contracted any debt or liability in the name of or on behalf of the Association except as herein expressly prescribed and provided. Borrowing by the Association is not allowed. Members shall be informed should any expense other than an Emergency Expense exceed 20% of expected gross annual revenue. Minimum reserve funds equaling the amount necessary to pay insurance and property tax of all real property owned by the Association shall be kept at all times. Investment by the Association must be approved by the Board and executed by the Secretary-Treasurer, with a financially regulated and insured party. The principal sum of such investment must be fully insured.

#### **ARTICLE XX- BY-LAW AMENDMENTS**

- (a)** By-law amendments may be proposed at any Annual Meeting or other special or general meeting of the Association at the initiative of the Board, provided notice of same complies with the Act.
- (b)** Subject to the Act, if at least thirty (30%) percent of those voting at the meeting mentioned above [XX(a)] give their consent to the proposal(s), the proposal(s) shall be submitted to all Members by a registered vote by mail.
- (c)** Subject to the Act, counting of the returned mail votes must not begin earlier than four (4) weeks after the mailing of the votes has been completed.
- (d)** Provided that at least fifteen (15) ballots are returned, at least fifty percent (50%) plus one (1) vote in favour of the proposal(s) is (are) required to advance the proposal to a vote by the Members at the next Annual Meeting. The proposal may then be passed by Ordinary Resolution.
- (e)** Unless otherwise required by the Act and except as otherwise provided in these By-laws, the proposed amendment(s) shall not be in force until ratified by simple majority vote at the Annual Meeting subsequent to the meeting at which the proposal(s) was (were) originally made.

#### **ARTICLE XXI- NOTICE**

- (a)** Any notice required to be sent to any Member or Director or to the auditor, as applicable, shall be delivered personally, sent by prepaid mail, or by email to any such Member at the Member's latest address as shown in the records of the Association; and to such Director at his or her latest address as shown in the records of the Association or in the most



recent notice or return filed under the Corporations Information Act, whichever is the more current; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

- (b) The accidental omission to give any notice in (a) above, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the By-laws, or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.
- (c) It is the responsibility of the Member to advise, in writing, to the Board, their preferred method and address of written communication.

#### **ARTICLE XXII - SALE OF LAND**

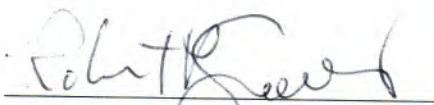
(a) The Board is not authorized to sell, lease, exchange or encumber any interest in land or real property owned by the Association unless:

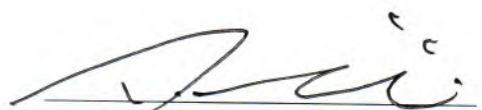
- i. the Board resolves to amend these By-laws, in accordance with ARTICLE XX, to authorize any such sale, lease, exchange or encumbrance;
- ii. the Board provides notice to the Members of a special meeting duly called to consider the proposal to sell, lease, exchange or encumber any interest held by the Association in land or real property in accordance with the Act;
- iii. the Members accept, by Special Resolution, the proposed amendment to the By-laws and the proposal to sell, lease, exchange or encumber the interest held by the Association, as the case may be.

#### **ARTICLE XXIII - DISSOLUTION**

- (a) Subsequent to the divestiture of all interest in land or real property held by the Association, the Association may be dissolved at any time by a Special Resolution passed at a meeting of the Members duly called for the purpose in accordance with the Act.
- (b) In the event that the vote is in favour of dissolution, the Board shall act as agent for the Members of the Association and shall dispose of all the Association's physical assets, by public auction, private sale, or otherwise in accordance with the Association's Articles, or the Act, as applicable. Subject to the provisions of the Act, any and all assets and liabilities of the Association shall then be prorated to the Members of the Association in proportion to the fees that have in actual fact been paid by the Member in the fiscal year(s) in which the transactions described in this Article were begun and completed.

**Enacted: September 1, 2024**

  
Robert Jones - SCCA President

  
Arkadius Skibicki - SCCA Secretary