

WHITEOAKS LORNE PARK COMMUNITY  
ASSOCIATION CONSTITUTION

1. DEFINITIONS

In this by-law, all other bylaws and all special resolutions of the Association:

- a. "Association" means Whiteoaks Lorne Park Community Association;
- b. "Board" means the Board of Directors of the Association;
- c. "Director" means Director of the Board;
- d. "Officer" means President, Vice President(s), Treasurer, and/or Secretary;
- e. "the Act" means the Business Corporations Act, 1982 (Ontario), as amended from time to time or any Act that may hereinafter be substituted therefore;
- f. "Letters Patent " includes Supplementary Letters Patent";
- g. "By-Laws" means this by-law and all other by-laws and special by-laws of the Association from time to time in force and effect;
- h. The singular means the plural and vice versa;
- i. The masculine shall mean the feminine and vice versa.

2. GENERAL PROVISIONS

2.01 NAME

The name of this organization shall be Whiteoaks Lorne Park Community Association.

2.02 PURPOSE

The purpose of this organization shall be to promote the interests generally of residents within its territorial limits. It shall encourage the idea of citizen participation in community affairs and shall be a vehicle for collective action on matters of concern to its members.

2.03 TERRITORIAL LIMITS

The territorial limits of the Association shall be within the City of Mississauga. The area covered shall be described by a line drawn from Lornewood Creek east along the southern side of the C.N.R. tracks, south along the easternmost property lines of the properties on the east side of Raintree Lane, east along the south side of Lakeshore Road West to the western side of Rhododendron Gardens, west along the shoreline of Lake Ontario, north along the east side of Richard's Memorial Park, east along the north side of Lakeshore Road West, north along the west side of Birch Glen Park to the C.N.R. tracks, west to the eastern border of Birchwood Park, south to Lakeshore Road West, west to the north/south train rail at the easternmost property lines of the properties on the east side of Walden Circle, north to the C.N.R. tracks, east to Clarkson Road North, north along the westernmost property lines of the properties on the west side of Clarkson Road North, east along the South Service Road, south along the eastern most property lines of the properties on the east side of Saginaw Crescent to east along the northern most property lines of the properties on the north side of Streambank Drive, south along the eastern most property lines of the properties on the east side of Streambank Drive, west along the southern most property lines of the properties on the south side of Streambank Drive to Lornewood Creek to the starting point.

2.04 AFFILIATIONS

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The Association may not be connected with, or affiliated with, any political party or religious institutions whose programs are limited to members of a specific religious denomination. However, non-denominational programs by religious groups intended for the general good of the community may be considered. The Association may establish and maintain relationships with other citizen or community organizations provided that no controls are imposed on the Association.

2.05 HEAD OFFICE

The head office of the Association shall be in the City of Mississauga, in the Regional Municipality of Peel, in the Province of Ontario.

2.06 FISCAL YEAR

The fiscal year of the Association shall terminate on such day in each year as the Board may from time to time by resolution determine.

2.07 NON-PROFIT

The Association shall be carried on without purpose of financial gain for its Members.

3. MEMBERSHIP

3.01 ELIGIBILITY

Any person having reached the age of eighteen (18) residing within the territorial limits of the Association shall be eligible for membership in the Association.

3.02 CRITERIA

The membership shall be comprised of those eligible persons who have sign up or have previously signed up to receive email from WLPCA.

3.03 INELIGIBILITY

Any Member who ceases to be eligible for membership in the Association shall automatically cease to be a Member. Any Member who unsubscribes from Association emails shall automatically cease to be a Member.

3.04 VOTING

At all Member meetings, each Member household shall have one vote only.

3.05 CONDUCT

All Members shall be bound by the By-Laws and regulations of the Association. It shall be a condition of membership that Members at all times conduct themselves in a reasonable manner at meetings, on Association social media, and in premises used by the Association. Inappropriate language or behaviour is not tolerated. Respect for the rights and dignity of others must be maintained; demeaning actions or behaviour along any lines is not tolerated. Any members may be excluded for breach of this condition or for any other conduct contravening the objectives of the Association, by a majority of those present and voting at any Member meeting. Any Member so excluded shall have the right of appeal at the following Member meeting.

4. FEES AND DUES

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4.01 ANNUAL DUES

Annual dues are not a requirement for membership in the Association.

4.02 SPECIAL ASSESSMENTS

Special assessments may be levied by a two-thirds vote of a General Meeting, provided that at least ten days' notice of such proposed assessment shall have been delivered to each member.

5. MEETING OF MEMBERS

5.01 ANNUAL GENERAL MEETING

The Annual General Meeting of the Association shall be held within ninety (90) days of the fiscal year end. The Annual General Meeting shall be for the election of Directors and for the consideration of such other business as may properly come before it. The Treasurer shall present an annual statement of accounts at the Annual General Meeting. At least twenty-one (21) days' notice of the Annual General Meeting shall be delivered to each member.

5.02 SPECIAL GENERAL MEETINGS

Special General Meetings of the Association shall be called by the President, or by the Secretary at the request of a majority of the Directors.

5.03 NOTICE OF MEETING

Notice of meeting shall be deemed to have been given to all Members in good standing when dispatched by regular mail or electronic mail.

5.04 PLACE OF MEETING

Meetings of Members shall be held in the City of Mississauga, in the Regional Municipality of Peel, in the Province of Ontario at a location determined by the Board.

5.05 PERSONS ENTITLED TO BE PRESENT

The only persons entitled to attend a meeting of Members shall be a Member in good standing and invited guests (as observers only).

5.06 QUORUM

At all meetings of Members, 10% of the Members or 10 Members, whichever is less, shall constitute a quorum.

5.07 PROCEDURE FOR CONDUCT OF MEETINGS

Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the Constitution of this Association.

6. DIRECTORS

6.01 POWERS OF DIRECTORS

The Board of Directors shall have the power to determine policy and to make rules and regulations for the Association and for the management of its affairs consistent with the Constitution. Such matters of policy, rules and regulations may be established, amended, or abolished by a two-thirds vote of the members of the Board of Directors present at any meeting of the Board of Directors.

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6.02 NUMBER OF DIRECTORS

The government of the Association shall be vested in a Board of Directors, the members of which shall number at least three (3).

6.03 TERM OF OFFICE

The Board of Directors shall hold office for a period of one year and each Director shall be entitled to serve as an Officer (as defined herein) and/or Director for a period of time not exceeding six consecutive years. For the purposes of this Section 2, "consecutive years" means the period commencing after the director is elected or appointed as a Director and ending at the time of the Annual General Meeting of the Association held in September of the following year.

6.04 ELECTION OF OFFICERS

The Officers of the Association shall be elected from among the Directors and shall be a President, one or more Vice Presidents, a Treasurer, a Secretary, along with the Immediate Past President (if available). The Immediate Past President shall be an ex-officio member of the Board of Directors, with full rights to attend and participate in all meetings of the Directors but shall have no voting privileges.

6.05 RESIGNATION OR TERMINATION OF DIRECTOR

Directors may tender his/her resignation to the Board upon giving written notice of his/her intention to resign. All circumstances surrounding the termination of a Director will be reviewed. Absence related terminations are managed under the Attendance Policy. Any member whose actions or words may be considered counter to the best interests of the Association may be asked to resign by the President. This includes behavior outlined in Article 3 Section 5 herein. Should the member fail to resign then his/her membership as a Director may be revoked by unanimous vote of those members present at the meeting where the resolution is presented. A Director shall automatically cease to hold office if he/she otherwise ceases to be eligible as a Member under the terms of Article 3.

6.06 VACANCY

Replacements for vacancies on the Board of Directors or the office of President shall be appointed by the remaining members of the Board of Directors, the appointees to serve until the next regular election.

6.07 OFFICER REPLACEMENT

Replacements for vacancies in other offices shall be appointed by the President, subject to approval of the Board of Directors

6.08 REMUNERATION OF DIRECTORS

The Directors shall receive no remuneration for action as such.

6.09 CONTRACTS AND AGREEMENTS

The Board of Directors alone shall make and approve any agreement or contract with any person, firm, or corporation, which then shall be signed by any two of the following three Officers: President, Vice President, or Secretary.

6.10 PROTECTING CONFIDENTIAL INFORMATION

Directors may from time to time be exposed to different types of sensitive information requiring considered use and confidentiality. Directors must ensure that they fully understand their obligations and maintain this information in confidence.

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6.11 BOARD DECISIONS

The decisions of the Board of Directors in all Association matters shall be final, subject only to an appeal to the Association. The Board of Directors shall have general control over all Officers and committees and may, for good cause, declare any office vacant. It shall constitute a Board of Appeal from the rulings of all Officers and action of all committees. Appeal may be taken from any decision of the Board of Directors to the Association at an Annual General Meeting.

6.12 DUTIES

6.12.01 DUTIES

The duties of each Office shall be such as ordinarily pertain to and are indicated by the title thereof.

6.12.02 TREASURER

The Treasurer shall issue notice of dues payable and be responsible for the collection thereof, keep the books of the organization, disburse funds at the direction of the Board of Directors, and shall report in detail at the annual meetings and at such other times as directed on the financial condition of the organization.

6.12.03 NON-OFFICER DIRECTORS

Each Director who is not also an Officer shall be appointed Chair of at least one Committee, and any Committee struck by the Directors shall have a Director as the Chair of that committee.

6.13 COMMITTEES

6.13.01 COMMITTEES

The Board of Directors shall determine the Committees deemed proper and necessary to fulfil the purposes of the Association.

6.13.02 NOMINATION COMMITTEE

The Nomination Committee shall be established and managed per Article 7, Section 7.01 herein.

6.13.03 COMMITTEE CHAIRS

All Committee Chairs shall be appointed by the President, subject to the approval of the Board of Directors.

6.13.04 FINANCIAL RESPONSIBILITY

All Committees handling funds of the Association shall submit a detailed financial report which will be audited by the Treasurer and submitted to the Board of Directors for approval.

6.14 CONFLICT OF INTEREST

Directors will declare a potential conflict of interest and refrain from discussion and voting when a true, potential or perceived conflict of interest exists. All Directors are responsible for maintaining transparency.

Applicable Directors will make decisions fairly, impartially, and promptly, considering all available information, legislation, policies and procedures, and will declare a conflict of interest and refrain from voting when a conflict of interest occurs, even if it is perceived.

A Director who is in any way directly or indirectly interested in a contract or transaction with this

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Association shall make the disclosure and no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction where there is a conflict of interest.

All Directors, volunteers, and contractors are required to perform their duties and functions impartially, responsibly with integrity and in a manner that will withstand public scrutiny. No Director will solicit or accept, for personal or financial benefit, a fee, gift or benefit that could influence decisions or affect their duties or functions. All Board Directors, volunteers, and contractors may only use equipment, services or materials for the stated purpose. No Director may pursue personal gain over the well-being or needs of people supported by the organization.

#### 6.15 BOARD MEETINGS

##### 6.15.01 REGULAR BOARD MEETINGS

Regular meetings of the Board of Directors shall be held at least quarterly, the time and place of which shall be set by resolution of the Board of Directors.

##### 6.15.02 SPECIAL BOARD MEETINGS

Special meetings of the Board of Directors shall be called by the President, or by the Secretary at the request of a majority of the Directors.

##### 6.15.03 QUORUM

At all meetings of the Directors, a simple majority of the Board of Directors shall constitute a quorum.

##### 6.15.04 PROCEDURE FOR CONDUCT OF MEETINGS

Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the Constitution of this Association.

##### 6.15.05 CALLING OF BOARD MEETINGS

The Board may appoint a day or days in any month or months for regular meetings at any hour and place to be named and for such regular meetings, no notice need be sent. Ten (10) days' notice of every special meeting so called shall be given to each Director, except that no notice of a meeting shall be necessary if all the Directors are present, or if those absent waive notice or otherwise signify their consent to such a meeting being held.

##### 6.15.06 PLACE OF BOARD MEETINGS

Meetings of the Board shall be held City of Mississauga, in the Regional Municipality of Peel, in the Province of Ontario at a location determined by the Board. Directors may call in to meetings, per the Attendance Policy.

##### 6.15.07 PERSONS ENTITLED TO BE PRESENT

The only persons entitled to attend a meeting of the Board shall be a Board Member in good standing and invited guests (as observers only). Immediate Past President may attend but does not have voting rights.

##### 6.15.08 RATIFICATION BY E-MAIL

A timely item may be presented to the Board by email for ratification. Responses will be sent to the Secretary. The item will then be placed on the agenda of the subsequent meeting for official ratification

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and insertion into the minutes.

#### 6.15.09 MINUTES

Minutes will be taken by the Secretary at all meetings and distributed to all Board members in advance of the subsequent meeting. If the Secretary is absent, his/her duties may be performed by such other Director as the Board may, from time to time, appoint for the purpose.

### 7. ELECTIONS

#### 7.01 NOTICE TO BOARD OF NOMINATING COMMITTEE RECOMMENDATIONS

Not less than sixty (60) days prior to the Annual General Meeting the Nominating Committee shall present its recommended slate of Directors and Officers to the then Directors for their approval. The Nominating Committee will be comprised of the Vice President, the Immediate Past President (if available), and two other Directors selected at a properly constituted meeting of the Board of Directors. The chairperson of the Nominating Committee shall be the Vice President (or if there are two Vice Presidents, the Directors shall designate a chairperson from among the Vice Presidents). If there is no Vice President, the chairperson shall be selected from Directors.

#### 7.02 DIRECTORS AND OFFICERS

The Nominating Committee shall select nominees for Directors; in addition, the Nominating Committee shall recommend to the Directors a slate of Officers for the following year. Any individual recommended by the Nominating Committee to serve as an Officer must have served as a Director for the year prior to their assuming an Officer's position on the Board of Directors. The President and Vice President shall not serve in each of those offices for a period of time exceeding four consecutive years. Nominees for the Board of Directors must include not less than two and not more than four persons who have not served on the Board of Directors during the term of office immediately prior to their proposed nomination.

#### 7.03 NOTICE TO MEMBERS OF NOMINEES AND MEMBER PROPOSALS

Not less than twenty-one (21) days prior to the annual election, the Nominating Committee shall decide upon and publish to the members in writing, the names of the candidates for election as Directors and Officers. Members wishing to propose another person(s) to be elected as Director(s) must do so by way of notice, in the form described in the notice for the Annual General Meeting, to the Secretary, not less than five calendar days prior to the Annual General Meeting.

#### 7.04 USE OF SECRET BALLOT

In the event that there are more persons nominated to serve as Directors than provided for in Article 6, Section 6.01 herein, voting shall be by secret ballot and no person shall cast more than one ballot. Proxies will not be recognized. The candidates receiving the largest number of votes shall be duly elected and shall assume Office immediately following the elections. If the Secretary receives no nominations pursuant to Article 7, Section 7.03 herein, the chair of the Annual General Meeting may, with the approval of a majority of those present at the Annual General Meeting, dispense with a secret ballot and ask those in attendance at the Annual General Meeting to approve the recommendation of the Nominating Committee as presented.

#### 7.05 POST ANNUAL GENERAL MEETING BOARD MEETING

At the first meeting of the Board of Directors, which must be held within 30 days of the Annual General Meeting, those persons identified as being nominated as Officers and duly elected at the Annual General Meeting shall be confirmed by the Directors. In the event a person is nominated but not elected at the Annual General meeting, the Directors shall elect a replacement Officer.

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7.06 SUCCESSION

In order to ensure an orderly leadership succession for the Association, the Vice President shall customarily assume the office of President when the then President has served his/her maximum term of office.

8. PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS

No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto.

Every Director or Officer of the Corporation and his/her heirs, executors and administrators, and estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges, and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office; and
- (b) all other costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs thereof.

9. BANKING ARRANGEMENTS AND INSTRUCTIONS

9.01 BANKING ARRANGEMENTS

The banking business of the Association, or any part thereof, shall be transacted with a Chartered Bank as the Board may designate, appoint or authorize from time to time by Resolution and all such banking business, or any part thereof, shall be transacted on the Association's behalf by one or more Officers and/or other persons as the as the Board may designate, direct or authorize from time to time by Resolution and to the extent therein provided, including but without restricting the generality of the foregoing, the operation of the Association's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Association; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any Officer or such banker to do any act or thing on the Association's behalf to facilitate such banking business.

9.02 DEPOSIT SAFEKEEPING

The funds of the Association shall be deposited for safe keeping with one or more Chartered Banks to be selected by the Board. Any and all funds so deposited may be withdrawn from time to time only upon written order of the Association signed by such Officer or Officers, agent or agents of the Association and in such manner as shall be from time to time determined by Resolution of the Board and such authority may be general or confined to the specific instances. In absence of any other Resolution, the persons authorized to sign cheques or bills of exchange, et cetera, shall have power to sign for this purpose also. The instructions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the Directors and shall in no event be liable for the due application of the funds so withdrawn from deposit or the proceeds thereof.

9.03 DISSOLUTION



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In the event that the Whiteoaks Lorne Park Community Association is to be dissolved, any two of the signing officers will be responsible for closing out the Association bank account(s) after all outstanding bills have been paid. Any money remaining will be donated to a charitable or community organization that carries on their work in the City of Mississauga, as decided by a majority vote of the Board of Directors.

10. NOTICES

10.01 ERRORS AND OMISSIONS

The accidental omission to give notice to any Member or Director or the non-receipt of any notice by any Member or Director or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.02 WAIVER OF NOTICE

Any Member or Director may waive any notice required to be given under any provision of the Letters Patent or By-Laws of the Organization or of the Business Corporations Act, 1982 (Ontario), and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

11. AMENDMENTS

This Constitution may be amended by a vote of two thirds of the members present at a General Meeting, a quorum being present, provided that ten days' notice of such proposed amendment shall have been delivered to each member.

The Constitution was amended and ratified at the Annual General Meeting of Whiteoaks Lorne Park Community Association on November 17, 2021.

Approved: November 17, 2021