

GREEN BRIAR COMMUNITY ASSOCIATION

BY – LAW NUMBER 1

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GREEN BRIAR COMMUNITY ASSOCIATION

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**BE IT ENACTED as a by-law of the
Green Briar Community Association (GBCA)
(Hereinafter referred to as the “Corporation”), as follows:**

ARTICLE 1

DEFINITIONS

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

Act means the Corporations Act and an Act that may hereinafter be substituted therefore, and as from time to time amended.

Board means the Board of Directors of the Corporation.

Chairman means the person in charge of conducting a meeting and in the case of meetings of both the Board of Directors and the Corporation is normally the president of the Corporation. If the president is not present, then the vice-president shall conduct the meeting. If neither is available, the voting members or directors present as the case may be shall appoint a chairman from those present.

Ordinary Member/Director means one and the same which is one representative from each condominium corporation of Green Briar.

Corporation means the Corporation without share capital incorporated under the Act by Letters Patent dated June 02 1994 Ontario Corporation Number # 1067687, and named the Green Briar Community Association.

Green Briar Community includes all of the units contained in the condominium corporations located in the Town of New Tecumseth lying south of the Nottawasaga Inn and situate in Lot 11, Concession XIV in the geographic Township of Tecumseth, in the County of Simcoe, Province of Ontario. The community consists of 16 Condominium Corporations containing a total of 497 units. The Condominium Corporations are Simcoe Condominium Corporations numbered 54,58,62,66,77,87,93,104,132,166,174,185,189,198,210,212.

Letters Patent means the letters patent incorporating the Corporation as from time to time amended and supplemented by supplementary Letters Patent.

ARTICLE 11

TRANSACTIONS OF THE AFFAIRS OF THE CORPORATION

2.1 Head Office

The Head Office of the Corporation shall be the Town of New Tecumseth, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

2.2 Seal

The Corporate seal of the Corporation shall be in the form impressed hereon.

2.3 Fiscal Year

The fiscal year of the Corporation shall be from the first day of November (November 01) until the last day of October (October 31) of the following year. It follows the fiscal year of the Green Briar Residential Service Organization (GBRSO) of which the Green Briar Community Center is an entity.

2.4 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two (2) persons, one of whom shall be the president, vice-president, or in the absence of both, a director and the other shall be either the secretary or the treasurer, or in the absence of both another director. Documents requiring the seal of the corporation must be signed by signing officers who are members of the Board of Directors.

2.5 Banking Arrangements

The banking business of the Corporation shall be transacted with such banks, trust companies, or other firms as may from time to time be designated by the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of powers as the Board from time to time prescribe or authorize. Any surplus funds may be invested in guaranteed securities at the discretion of the Board.

ARTICLE III

THE RIGHTS AND RESPONSIBILITIES OF MEMBERSHIP

3.1 Special Members

All the sixteen (16) condominium corporations within the community of Green Briar which are Simcoe Condominium Corporation (SCC) numbered 54, 58, 62, 66, 77, 87, 93, 104, 132, 166, 174, 185, 189, 198, 201, and 212 shall be special members of the Corporation. These special members are the Presidents of each condominium corporation listed. Special members will not be entitled to vote at any meetings of the Corporation, but in the event of dissolution of the Corporation, the assets of the Corporation will be divided amongst these special members in proportion to the number of units contained in each condominium corporation with the total number of units (497) contained in the entire community.

3.2 Ordinary Members/Directors

Immediately upon the issuance of Letters Patent for this Corporation, one (1) ordinary member (reference Article 1 Definitions) shall be selected by each of the condominium corporations within the Green Briar Community to represent these condominium corporations for a period of two (2) years. An ordinary member can be the president of a Simcoe condominium corporation within Green Briar. Each ordinary member will have the right to vote at all meetings plus annual and special meetings of the Corporation.

3.3 Non-Voting Members

All other residents of voting age of the Green Briar Community who are not ordinary members shall be non-voting members of the Corporation and shall not have any voting rights. Non-voting members shall be entitled to serve on all committees other than the Board of Directors and participate in all activities organized or directed by or under the auspices of the Corporation, including all approved and scheduled uses of the Community Center.

3.4 Membership Fees and Budget

Thirty (30) days or more prior to each year end, the Treasurer of the Corporation shall submit a budget for the approval of the Board indicating all anticipated expenses and revenues for the coming year. At least thirty three and one third percent (33 1/3%) of the total possible votes as defined in Sub-Section 5.7 (not 33 1/3 % of those present at a meeting) must approve the budget. Upon such approval being granted, each condominium corporation, as a special member of the Corporation, will contribute on a monthly basis its share of the necessary revenue which will be based on the proportion of the units in each condominium corporation with the total number of 497 units within the Green Briar Community.

ARTICLE 1V

THE CORPORATION

4.1 Objects of the Corporation

The objects of the Corporation are:

- (a) To promote, encourage, facilitate, and coordinate community social, recreational, and educational activities beneficial to the residents of the condominium corporations within the Green Briar Community, and
- (b) To operate a community center for the use of the residents of the condominium corporations within the Green Briar Community

ARTICLE V

DIRECTORS

5.1 Number of Directors and Quorum

The affairs of the Corporation shall be directed by a Board of Directors composed of one person representing each condominium corporation within the Green Briar Community. This can be the President or designate of a Simcoe Condominium Corporation within Green Briar. Twenty-five percent (25%) of the Directors constitutes a quorum. For simplification, with 16 condominium corporations in the Green Briar community, a quorum will be 4 directors.

5.2 Election of Directors and Terms of Office

At the first meeting of members there shall be an election for Officers of the Corporation. The ordinary member/director representing each of the condominium corporations within the Green Briar Community shall nominate at minimum four Directors to fill the Officer positions of President, Vice-President, Treasurer, and Secretary. They also may nominate Officers as House and Outside Committee Directors.(reference 6.1) Eight (8) Directors shall be elected to hold office until the second subsequent annual meeting and eight (8) Directors shall be elected to hold office until the next annual meeting. At each subsequent annual meeting, directors shall be elected in the same manner to fill the positions of those directors whose terms of office have expired, and each person so elected shall hold office until the second annual meeting after his election.

5.3 Powers of the Board of Directors

The Directors of the Corporation shall direct the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts as the Corporation is by its charter or otherwise authorized to exercise and do.

5.4 Vacancies on the Board of Directors

Any condominium corporation whose representative on the Board of Directors has vacated his position shall be notified immediately by the secretary of the Corporation and requested to select another ordinary member.

5.5 Meetings of the Board of Directors

The Board shall meet on a regular basis and not less than four times per year. At least ten (10) days prior to each regular meeting there shall be an agenda provided by the secretary /president to each director, along with the notice of the meeting indicating the date, time, and place. The agenda will indicate the matters to be discussed and provide any background information. The regular meetings will include approval of the minutes of the previous meeting, the presidents or executive committee's report, the treasurer's report, the secretary's report, reports from all standing and special committees and task forces, old and new business, and setting the date, time and place for the next meeting. The secretary shall be responsible for preparing the minutes of every meeting and submitting these minutes to all members of the Board within ten days of the meeting. Additional matters not included in the agenda may be added with the approval of the majority of the directors present.

5.6 Special Meeting of the Board of Directors

The President, on his own initiative, or any five (5) members of the Board, on their own initiative, may call a special meeting of the Board for any special matter. Notices shall be sent out in the same manner and with similar content as for regular meetings. At special meetings, only the special matter need be discussed. If insufficient notice is given, all members of the Board must waive notice or signify consent to such a meeting to validate the meeting.

5.7 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of votes cast on the question by all directors present, with the exception of resolutions on financial matters, resolutions to establish or disband committees, resolutions to amend terms of reference of Committees, and resolutions to establish, delete or amend any rules or policies, all of which require approval of minimum of thirty-three and one third percent (33 1/3 %) of the total number of directors on the Board. Each director has only one vote, regardless of the number of units in the condominium corporation that he may represent. The chairman may vote on matters where his vote would be the deciding vote.

5.8 Declaration of Interest

It shall be the duty of any director of the Corporation to declare any interest, directly or indirectly, that he may have in any contract or arrangement or proposed contract or arrangement with the Corporation, and refrain from voting on such contract or arrangement or proposed contract or proposed arrangement.

5.9 Remuneration

The directors shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office. The directors shall be paid any travelling or out of pocket expenses properly incurred by them in attending any meetings, or performing any functions on behalf of the corporation.

5.10 Removal of a Director

The office of a director shall be vacated upon the occurrence of any of the following events;(a) if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act, (b) if an order is made declaring him to be a mentally incompetent person or incapable of managing his affairs, (c) if a resolution of the Board of Directors of the condominium corporation which he represents so request his removal, (d) on death, (e) if the director is no longer a resident within the condominium corporation he represents, or (f) if by notice in writing to the secretary of the Corporation he resigns from office. Any such director shall be replaced in the manner described in sub –section 5.4.

ARTICLE VI

OFFICERS

6.1 Election of Officers

At the first meeting of the Board of Directors following each annual meeting, the directors present shall elect a president, a vice-president, a secretary, a treasurer, and such other officers as the directors may deem necessary. All officers must be directors of the Corporation. Officers may hold more than one position, except that the president cannot hold the position of vice-president, secretary, or treasurer. The officers of the Corporation shall hold office until the first meeting of the Board of Directors following the next annual meeting, or until such time that there is an election of officers.

6.2 Duties of President and Vice-President

The president shall, when present, preside at all meetings of the Corporation and of the Board of Directors. The president shall also be charged with the general management and supervision of the affairs and the operations of the Corporation. The president with the secretary or other officer appointed by the Board of Directors for the purpose shall sign all by-laws and membership certificates. During the absence of the president or the inability of the president to act, his duties and power may be exercised by the vice-president. If the vice-president is also not available or able to act, another director appointed by the Board for that purpose may perform the duties of president for the period necessary.

6.3 Duties of Secretary

The secretary shall keep or cause to be kept records of all meetings of the Board of Directors and of the Corporation, and shall enter or cause to be entered in the books kept for that purpose the minutes of all proceedings thereat, and shall give, or cause to be given, as and when instructed, all notices to members and directors. The secretary shall be the custodian of the stamp or mechanical device used to affix the corporate seal and shall be the custodian of the Corporations' books, records, documents and other instruments, other than the financial records.

6.4 Duties of Treasurer

The treasurer shall keep, or cause to be kept, all the financial records of the Corporation which shall include full and accurate books of account in which shall be recorded all receipts and disbursements of the corporation and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities, and the disbursement of funds of the corporation. GBRSO shall prepare Trial Balance ledgers from the invoices forwarded by the GBCA coordinator or treasurer. The treasurer shall render to the Board whenever required an account of all the financial transactions, and of the financial position of the Corporation. The treasurer shall prepare and submit to the Board for its approval, on an annual basis, a budget for the forthcoming year indicating all anticipated revenues and expenditures. The budget will then be forwarded to GBRSO for approval within the GBRSO total budget.

6.5 Duties of Other Officers

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

6.6 Terms of Office and Remuneration

The terms of office and remuneration of officers appointed by the board shall be settled by it from time to time, but, any directors holding the positions of president, vice-president, secretary, and treasurer will receive no remuneration and will serve in those positions for a term as indicated in Clause 6.1; however, the Board may remove at its pleasure any officer of the Corporation provided that there is a recorded vote of more than thirty-three and one third percent (33 1/3%) of the total votes of the Board in favour of doing so.

6.7 Variation of Duties

The Board may vary, add to, or limit the powers and duties of any office at its pleasure.

6.8 Agents and Attorneys

The Board shall have the power to appoint agents or attorneys to act on behalf of the Corporation.

6.9 Fidelity Bonds

The Board may require such officer, employees, and agents of the Corporation as the Board *may deem advisable to furnish for the faithful discharge of their duties*, in such form and with surety as the Board may from time to time prescribe.

ARTICLE VII

PROTECTION OF DIRECTORS AND OFFICERS

7.1 Limitation of Liability

No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer or employee, or for joining in any receipt of other act for conformity, for any loss, damage, 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 tortious act 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 judgement or oversight on his part, or for any other loss, damage, or misfortune whatever shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own wilful neglect or default.

7.2 Indemnity

In accordance with Section 80 of the Corporations Act, R.S.O. 1990, every Director and Officer of the Corporation and his 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 that such Director or Officer sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against him or for in any respect of any act, deed, matter or thing whatsoever made, done, or permitted by him in or about the execution of the duties of his office; and
- (b) All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Corporation.

EXCEPT such costs, charges or expenses as are occasioned by his own wilful neglect or default.

ARTICLE VIII

MEETINGS OF THE CORPORATION

8.1 Annual Meeting

The annual meeting of the Corporation shall be held at the Green Briar Community Center, mentioned aforesaid, or at such other place chosen by the Board of Directors, at such time and on such day in each calendar year as the Board may from time to time determine, for the purpose of;

- a) Hearing and receiving the reports and statements from the Board, the audit of Green Briar Residential Service Organization (GBRSO) re- the Green Briar Community Center, the Officers, and various committees as required under the Corporations Act and the by-laws of the Corporation;
- b) Electing Directors;
- c) For such other business as may be brought before the meeting. Not more than fifteen (15) months shall elapse between dates of two successive annual meetings.

8.2 Special Meetings

The Board or one third or 5 of the ordinary members of the Corporation by petition to the Board may call a special meeting of the Corporation for the transaction of any business, the nature of which shall be specified in the notice calling the meeting. Such meeting shall be held at the Green Briar Community Center or at such other place chosen by the Board of Directors, and at such time and on such day of the Board's decision to call the meeting or within sixty days of the Board's receipt of a petition requesting the meeting.

8.3 Notice of Meetings

Notices of all annual or special meetings must be in writing, and delivered by registered mail, by email or by hand to all special members (i.e. the Presidents of each Simcoe Condominium Corporation in Green Briar) and all ordinary members of the Corporation at their latest address of record with the Corporation at least ten days prior to the date of the proposed meeting. The notice must state the date, time and place that such a meeting will be held along with the purpose for the meeting. Notice of such a meeting may also be published in the Briar Crier or other such local news medium.

8.4 Chairman, Secretary, and Scrutineers

The president, or in his absence, the vice-president shall be chairman of any meeting of the Corporation. If neither of these people is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one (1) of their number to act as chairman. If the secretary of the Corporation is absent, the chairman shall appoint some person, who need not be an ordinary member, to act as secretary for the meeting. If desired, one or more scrutineers who need not be members may be appointed by a resolution or by the chairman with the consent of the meeting.

8.5 Rules of Order

At all meetings, including meetings of the Board of Directors, Robert's Rules of Order shall be followed, unless the chairman rules otherwise.

8.6 Persons Entitled to be Present

All ordinary members and non-voting members are entitled to attend all meetings of the Corporation. Only the ordinary members are entitled to vote.

8.7 Quorum for Annual and Special Meetings of the Corporation

In general, a quorum for any meeting for the transaction of business shall be twenty-five percent (25%) of the total ordinary members, either present in person or their proxies. For simplification, with 16 Corporations, a total of four (4) members form a quorum.

8.8 Right to Vote

At any meeting of the Corporation, every person shall be entitled to vote who is at the time of the meeting entered on the books of the Corporation as an ordinary member.

8.9 Proxies

At any meeting of Corporation, a proxy duly appointed by any ordinary member shall be entitled to exercise, subject to any restrictions imposed by the instrument appointing such proxy, the same voting rights that the ordinary member appointing him would be entitled to exercise if present at the meeting. A proxy must be an ordinary member or a non-voting member. The instrument appointing a proxy shall be in writing, signed by the ordinary member authorizing the proxy, and must state any restrictions to be imposed, and must be deposited with the secretary of the Corporation prior to the meeting.

8.10 Votes to Govern

At any meeting of the Corporation, the answer to every question, except those questions pertaining to financial matters and by-laws, shall be determined by a simple majority of votes cast on the question. In compliance with Section 125 of the Corporations Act, each ordinary member has one vote, regardless of the number of units contained in each condominium corporation. For resolutions involving financial matters and by-laws, the resolution only carries when thirty three and one third percent (33 1/3 %) or more of the total votes are cast in favour of the resolution. The chairman or presiding officer may participate in the voting in the event that his ballot would affect the outcome of the vote.

8.11 Show of Hands

Any question at a meeting of the Corporation shall be decided by a show of hands, unless a secret ballot or poll is requested by two or more ordinary members. When a vote is conducted by a show of hands the chairman of the meeting shall declare whether the resolution has been carried or defeated, and an entry to that effect in the minutes of the meeting is prima facie proof of the fact without any indication of the number of votes for or against the resolution, unless a request for a poll has been made. When a poll or secret ballot is requested, the chairman shall decide in what manner such a poll or secret ballot shall be taken and the votes counted.

8.12 Adjournment

The Chairman at a meeting of the Corporation may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

ARTICLE IX

COMMITTEES

9.1 Standing Committees

The Board of Directors may establish standing committees, by its own resolution introduced at one regular meeting and passed at a subsequent regular meeting. Such a resolution would include the name of the committee, its purpose, its terms of reference, the manner by which members are selected, and any other directions that the board may choose for the committee.

9.2 Special Committees and Task Forces

The Board of Directors may establish from time to time special committees and task forces also by its own resolution introduced at one regular meeting and passed at a subsequent regular meeting. Such a resolution would include the name of the special committee or task force, its specific purpose, terms of reference, the names of the chairman and members of the committee or task force, budgetary restraints, and the time period for the committee or task force to exist, and any other matters that the board may consider pertinent.

ARTICLE X

RULES AND POLICIES

10.1 Rules and Policies

The Board of Directors may establish rules and policies from time to time regarding any matters that come within its jurisdiction. Such rules and policies, and any amendments or cancellation thereof, must first be introduced at a regular meeting of the Board of Directors and discussed, and voted on at a subsequent regular meeting.

ARTICLE XI

AUDITORS

11.1 Appointment and Remuneration

The Green Briar Community Association (GBCA) is an entity within the Green Briar Residential Service Organization (GBRSO); hence the auditor and remuneration is determined by the Green Briar Residential Service Organization (GBRSO).

ARTICLE XII

BY-LAWS

12.1 Repeal and Amendment

The by-laws of the Corporation may be repealed or amended by By-Law enacted by the majority or fifty-one percent (51%) majority of the Board of Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least fifty-one percent (51%) of the ordinary members at an annual or special meeting called for that purpose, provided that the enactment, repeal, or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained, if necessary.

12.2 Letters Patent

Some of the sections in this by-law are also in the Letters Patent and are included in this by-law. Should the Letters Patent differ, then By-Law Number 1 and/or the Condominium Act shall govern.

ARTICLE XIII

INTERPRETATION

13.1 Interpretation

In these by-laws and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be and vice versa, and references to persons shall include firms and corporations.

Sanctioned by the Corporation and sealed with the Corporate seal, this

___ day of _____ 2015

President

Vice- President