

BE IT ENACTED as a by-law of THE JOSHUA CREEK RATEPAYERS INCORPORATED, also doing business as JCRI or Joshua Creek Residents Association, as follows:

0. EFFECT OF THESE BY-LAWS

These by-laws constitute the basis for governance of Joshua Creek Ratepayers Incorporated and supersede all prior agreements, understandings, negotiations and discussions, whether oral or written.

1. THE OBJECTS FOR WHICH THE CORPORATION IS INCORPORATED

To promote generally the common interests of the community and in particular to ensure that the planning, zoning and development of the East Oakville Community proceeds in an orderly, well-guided fashion thus enhancing and maintaining the said area as a residential community and without limiting the foregoing to carry out the following functions:

- (a) To represent the views of the ratepayers of the area on any subject of general concern to a significant number of the ratepayers;
- (b) To support and communicate with municipal councilors and the Town of Oakville staff, and monitor the activities of same, as they affect the interests of the ratepayers;
- (c) To express viewpoints to the municipal council which broadly represent the views of the ratepayers;
- (d) To assist other groups of ratepayers in the Town of Oakville in obtaining satisfactory service from the Town of Oakville when the other ratepayer groups are unable to do so on their own; and
- (e) To support the school council within the ratepayers' area on matters of mutual concern such as the use of school facilities by the public, vandalism, and other areas of concern to the ratepayers.

2. 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 or corporations.

3. HEAD OFFICE

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

4. SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

5. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of no fewer than six and no more than eighteen Directors, each of whom at the time of his election or within 10 days thereafter and throughout his term of office shall be a member of the Corporation. Each Director shall be elected to hold office until the first annual general meeting after he was elected. The whole Board shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot is demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast, at that meeting, elect any person in his stead for the remainder of his term.

6. VACANCIES, BOARD OF DIRECTORS

Up to three (3) vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so. Otherwise such vacancy shall be filled at the next annual general meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a special general meeting of the members to fill one or more of the existing vacancies. If the number of Directors properly elected at a general meeting of members is less than the maximum number (18) of Directors allowed, the Directors cannot without election at a properly called general meeting of members increase the number of Directors from the number elected at such general meeting.

7. QUORUM AND MEETINGS, BOARD OF DIRECTORS

Six Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President, Vice-President(s), or the Secretary. Notice of such meetings shall be delivered via e-mail or via hand delivered notice to the residence of each Director not less than two days before the meeting is to take place or shall be mailed to each Director not less than five

business days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board where a quorum is present.

8. ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such notice for a meeting of the Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, PROVIDED that any Director not present at such meeting shall (i) waive notice of such meeting OR (ii) ratify and approve of any and all proceedings taken or had thereat.

9. VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of Directors shall be decided by a majority of votes. The Chairperson of the meeting will vote only when there is an equality of votes, in which case, the Chairperson shall have the casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to the effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of, or against such a resolution. The President shall act as Chairperson. In the absence of the President his duties may be performed by a Vice-President or such other Director as the Board may from time to time appoint for the purpose.

When circumstances require a decision to be made by the Directors without it being practically possible to convene a meeting as set forth herein, a valid decision may still be made via e-mail correspondence, PROVIDED THAT

- 1 the President, any Vice President, the Secretary or the Treasurer confirm per e-mail to all Directors that a decision is requested without it being practical to convene a meeting of the Board of Directors, and
- 2 at least a period equal to the notice period required to convene a Board meeting is observed as deadline for e-mail responses requested from the Directors, and
- 3 all Directors are presented with a clear decision request to which a yes/ no response is possible.

Any decision reached using this procedure will be noted in the minutes of the next Board of Directors meeting along with other incoming correspondence referenced therein.

10. POWERS

The Directors of the Corporation may administer 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 and things as the Corporation is authorized to exercise and do.

11. REMUNERATION OF DIRECTORS

The Directors shall receive no remuneration for acting as such.

12. OFFICERS OF CORPORATION

There shall be a President, one or two Vice Presidents, a Secretary and a Treasurer and such other officers as the Board of Directors may determine by by-law from time to time. The President, Vice President(s), Secretary and Treasurer shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. A Director may hold a maximum of two offices.

13. DUTIES OF PRESIDENT AND VICE-PRESIDENTS

The President shall, when present, preside at all meetings of the members 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 operations of the Corporation. The President with the Secretary or other Officer appointed by the Board for the purpose shall sign all by-laws and minutes of meeting. During the absence or inability of the President, his duties and powers may be exercised by a Vice-President or such other Director appointed by a majority of the Board to assume the duties and powers of the President during his absence or inability, and if a Vice-President, or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

14. DUTIES OF SECRETARY

The Secretary shall be a Director. He shall record all facts and minutes of all proceedings in the books kept for that purpose. He shall give, or cause to be given, all notices required to be given to members and to Directors. He shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation (other than records specifically per a resolution of the Board to be maintained by other designated Directors) which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he

shall perform such other duties as may from time to time be determined by the Board of Directors.

15. DUTIES OF TREASURER

The Treasurer shall be a Director. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks or similar financial institution as may from time to time be designated by the Board of Directors. He shall invest Corporation funds as directed by the Board. He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

16. DUTIES OF OTHER DIRECTORS

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

17. TERM OF DIRECTORS

Any member of the Corporation shall be qualified to be elected as a Director of the Corporation. In the event that there are more than 18 director candidates, those individuals whom have served for a minimum period of three consecutive years, whether by virtue of election or appointment or partly both shall be deemed ineligible for re-election. At any Annual General Meeting, the members of the Corporation may wave this ineligibility by a simple majority vote.

18. EXECUTION OF DOCUMENTS

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any two of the President, Vice Presidents, Secretary, Treasurer or any person authorized by the Board. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

19. BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

The Board shall appoint the Treasurer and two of its other members to a Finance Committee. The Finance Committee shall complete a review of the Corporation's financial position and scheduled presentation thereof at any General Meeting of

Members. The Finance Committee shall report its findings to the Board latest at the Board of Director's meeting immediately preceding the General Meeting at which such presentation is scheduled to be delivered to the Members.

20. MEMBERSHIP

The membership shall consist of individuals meeting the eligibility criteria set forth below. Members may resign by resignation in writing prior to the end of any fiscal year. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

Eligibility for membership is defined as any resident who has attained the minimum age of 18 and resides in Oakville, within the residential area bounded on:

North - Cornwall Road

South - The shore of Lake Ontario

West - Maple Grove Road

East - Winston Churchill Road

If a member's immediate family resides with him in the same dwelling, then they are also members, without extra charge. Membership commences with the payment of the annual fee (dues).

Any personal information collected by the Corporation from members shall be kept confidential at all times and shall only be used for general communication matters between the Corporation and its members. The Directors shall use reasonable efforts to store personal information properly and securely and ensure that appropriate physical, technological and organizational measures are in place to protect the personal information against unauthorized or unintended access, use or disclosure.

21. ANNUAL DUES

There shall be dues payable by members at a rate of \$ 25 per annum per residence, or such other amount as shall be approved at an annual general meeting of members. Changes in annual dues, approved at any annual general meeting shall become effective for the then current year.

22. ANNUAL AND OTHER SPECIAL MEETINGS OF MEMBERS

The annual general meeting of the members shall be held at a place in the Town of Oakville as designated by the Board on such day and at such time as the Directors may determine not more than three months following the December 31 year-end of the Corporation. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors and the financial statement shall be presented and a Board of Directors shall be elected for the

ensuing year. The members may consider and transact any business either special or general without any notice thereof, at any meeting of the members. The Board of Directors or the President or Vice-President(s) shall have power to call at any time a general meeting of the members of the Corporation. Notice of the time and place of every such meeting shall be given to all members, by either (i) depositing the notice in a public mailbox and sending it by prepaid mail ten (10) days before the time fixed for the holding of such meeting or (ii) hand delivery, or to members for which an e-mail address is available via e-mail, six (6) days before the time fixed for the holding of such meeting. This information shall also be posted on the Corporation's website where the notice is accessible for all residents eligible for membership in the Corporation as described in "Membership" above.

At every annual meeting, in addition to any other business, the following will be considered (i) The Presidents Report, (ii) The Treasurer's Financial Report and Election of the new Board of Directors.

23. ADJOURNMENTS

Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

24. QUORUM OF MEMBERS

A quorum of members for the transaction of business at any members meeting shall consist of not less than six members present in person who shall represent no less than four separate residences.

25. VOTING OF MEMBERS

Subject to the provisions, if any, contained in the Letters of Patent of the Corporation each member of the Corporation shall at all meetings of members be entitled to one vote. Subject to the provisions of paragraph 20, no member shall be entitled to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him and has been admitted by Directors.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided by a show of hands unless a poll thereon is required or demanded. Upon a show of hands, every member having voting rights shall have one vote.

If a poll is required by the Chairperson of the meeting, or is demanded by a member who is present in person and entitled to vote on the question (whether the poll is required or demanded either before or after a vote has been taken upon the question by a show of hands), and such requirement or demand is not withdrawn, a poll upon the question shall be taken by ballot. Upon a poll, each

member who is present shall be entitled to one vote. A demand for a poll may be withdrawn.

A declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes in favor of or against such resolution.

In the case of an equality of votes at any meeting of members, either upon a show of hands or upon a poll, the Chairperson of the meeting shall be entitled to a second or casting vote in addition to the vote to which he is otherwise entitled.

26. OPERATING YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of December in each year.

27. CHEQUES, ETC.

The President, the Vice Presidents, the Treasurer and the Secretary shall be authorized signing officers of the Corporation. Any two of them shall be authorized to sign cheques and any other documents required in the normal course of operating a bank account without overdraft privileges.

28. NOTICES

Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally, telephoned, via e-mail or by depositing same in a post office or a public letter-box, in a prepaid, sealed wrapper addressed to the Director, Officer or member at his or their address as the same appears in the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in the post office or public letterbox as aforesaid. For the purpose of sending any notice the address of any member, Director or Officer shall be his last (e-mail) address as recorded on the books of the Corporation.

29. CHANGES AND AMENDMENTS OF THESE BY-LAWS

Any further additions, deletions or amendments to these by-laws, require approval by the Board of Directors and shall only become effective after confirmation in a duly called meeting of Members where a majority of 2/3rds shall vote in favor of the proposed additions, deletions or amendments for such changes to become effective.