

BY-LAW NO. 1.1

A by-law relating generally to the transaction of the affairs of the SANS SOUCI AND COPPERHEAD ASSOCIATION and repealing and replacing all previous by-laws of the said SANS SOUCI AND COPPERHEAD ASSOCIATION.

BE IT ENACTED as a by-law of the SANS SOUCI AND COPPERHEAD ASSOCIATION as follows:

Head Office

1. The head office of the Corporation shall be at Post Office Box 40, Station J, Toronto, Ontario, M4J 4X8, or at such other place as the Directors may from time to time determine.

Seal

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

Board of Directors

3. (a) Number

The affairs of the Corporation shall be managed by a Board of fifteen (15) Directors, who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws of the Corporation or by statute expressly directed or required to be done by the Corporation at general meetings of the members.

(b) Qualifications

Each director, at the time of his election and throughout his term of office, shall be an ordinary member of the Corporation.

(c) Term of Office and Filling of Vacancies

The Board of Directors of the Corporation (subject to the provisions, if any, of the Letters Patent and of the By-Laws of the Corporation) shall be divided into three classes to be known respectively as classes "A", "B", and "C" to be composed of five (5) directors each, with provision that at the first general meeting of the members of the Corporation for the election of Directors after the confirmation of this By-Law fifteen (15) directors shall be elected in classes as aforesaid; the class "A" directors shall be so elected at the out-set for a term of three (3) years; the class "B" directors shall be so elected at the out-set for a term of two (2) years; the class "C" directors shall be so elected at the out-set for a term of one (1) year;

at each annual general meeting of the Corporation subsequent to the first general meeting as aforesaid, one class of the directors so created, and to be elected as aforesaid, shall retire from office pursuant to the expiry of the term for which such class shall have been elected in accordance with the foregoing provisions, and as each class of directors retires from office, as aforesaid, the directors of such class to be elected to replace the directors so retiring shall be elected for a term of three (3) years. A person appointed by such directors as remain in office to fill a vacation on the Board shall hold office (subject to the provisions aforesaid) for the unexpired portion of the term of the director who is

ceasing to be a director caused such vacancy.

The provisions of the preceding sub-paragraph of this paragraph three shall be without force and effect until such time as supplementary letters patent providing for a rotating Board of Directors shall be granted to the Corporation.

(d) Vacation of Office

The office of a Director may be vacated:

- (i) If he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent;
- (ii) If he is found to be a mentally incompetent person or becomes of unsound mind;
- (iii) If by notice in writing to the Corporation, he resigns his office, provided that such resignation shall take effect at the time specified therein, or if no time be specified at the time of its receipt by the Corporation;
- (iv) If he ceases to meet any of the requirements specified herein to be an ordinary member of the Corporation.

(e) Election and Removal

Election of directors shall not be by ballot unless demanded. Those directors who shall retire at the annual meeting at which directors are to be elected shall be eligible for election if otherwise qualified; provided always that the members may, by resolution passed by at least two-thirds of the votes cast at a general meeting of the members 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 ordinary member in his stead for the remainder of his term. A retiring director shall retain office until the dissolution or adjournment of the meeting of members at which his successor is elected.

(f) Vacancies

Vacancies in the Board may be filled for the remainder of its term of office from among the qualified ordinary members of the Corporation, either by the members at a general meeting called for the purpose or, by the remaining directors if constituting a quorum; otherwise, such vacancies shall be filled at the next meeting of the members at which directors are elected. If the number of directors is increased a vacancy or vacancies in the Board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.

Quorum and Meetings, Board of Directors

4. Six of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meeting at such a 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 by waiver of notice that they consent to the meeting being held in their absence. A meeting of directors may be called by the

President or any Vice-President or by the Secretary on direction of the President or any Vice-President or by the Secretary on direction in writing of any two directors. Notice of meetings of directors shall be delivered, telephoned or telegraphed to each director not less than 48 hours before the meeting is to take place or shall be mailed to each director by ordinary first class mail not less than seven 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 a regular meeting of the Board at an hour to be named and of such regular meeting 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.

Errors in Notice, Board of Directors

5. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

Voting, Board of Directors

6. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or 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 Chairman that a resolution has been carried and an entry to that 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 favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other director as the Board may from time to time appoint for the purpose.

Powers

7. 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 herein-after provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms, and conditions as they may deem advisable.

Remuneration of Directors

8. The directors shall receive no remuneration and no director shall directly or indirectly receive any profit

from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties and professional fees may be paid to a Director who acts as counsel or solicitor to the Corporation or otherwise serves it in a professional capacity.

Submission of Contracts or Transactions to Members for Approval

9. The Board of Directors in their discretion may submit any contract, act, or transaction for approval or ratification at any annual meeting of the members or at any special meeting of the members called for the purpose of considering the same and any contract, act or transaction that shall be approved by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by The Corporations Act, or by the Corporation's letters patent or any other by-law) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved or ratified by every member of the Corporation.

For the Protection of Directors

10. Every Director or 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 which such Director or officer sustains or incurs in or about any action, suit or proceeding which is brought commenced or prosecuted against him, for or in respect of any

act, deed, matter or thing whatsoever, made, done or permitted by him in good faith, in or about the execution of the duties of his office;

- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or wilful default.

No Director or officer for the time being 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 receipts or act for conformity or 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 of Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damages arising from the bankruptcy, insolvency, or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects of the Corporation shall be lodged or deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful act or wilful default.

Indemnities to Directors and others

11. The Directors of the Corporation are hereby authorized from time to time to cause the Corporation to give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and to secure such Director or other person against loss by mortgage and charge upon the whole or any part of the property of the Corporation by way of security and any action from time to time taken by the Directors under this paragraph shall not require approval or confirmation by the members.

Officers of the Corporation

12. There shall be a President, a First and Second Vice-President, a Secretary, and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and/or a Vice-President. The President 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 incumbent, being a member of the Board, shall hold office until his successor is elected. The other officers of the Corporation shall be appointed by the Board on the recommendation of the President, but need not be members of the Board, and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board.

Duties of the President and Vice-President

13. 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. During the absence or inability of the President, his duties and powers may be exercised by the First Vice-President, and if the First Vice-President, the Second 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.

Duties of Secretary

14. The Secretary shall be ex officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors, where possible, and shall ensure that a record is prepared and maintained of all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation 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.

Duties of Treasurer

15. 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 monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor 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. He shall also be entitled in the ordinary course of business to invest funds of the Corporation for the benefit of the Corporation up to, but not exceeding the amount of cash deposits or cash equivalents on hand at that time; said investments to be limited to those appropriate for a reasonably prudent man.

Duties of Other Officers

16. 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.

Execution of Documents

17. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the

President or one of the Vice-Presidents and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, or by any person authorized by the Board.

The President, Vice-Presidents, the Directors, Secretary or Treasurer, or any two of them or any person or persons from time to time designated by the Board of Directors may make, execute and deliver under the corporate seal any and all instruments in writing necessary, including the appointment of an attorney or attorneys.

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 obligations of the Corporation may or shall be executed.

Books and Records

18. 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.

Membership

19. Membership shall be open to any individual over the age of eighteen (18) years of age, the spouses of such individuals, any corporation, partnership, association or other person who

owns or leases property within the community and all other persons who are invited to become members by the Board of Directors provided that any person shall not in fact become a member of the Corporation until such time as the proposed membership has been approved by the Board of Directors as evidenced by a resolution passed by them to that effect.

Membership of any person in the Corporation may be terminated for just cause upon a majority of the entire Board of Directors passing a resolution to that effect. Any person whose membership has been terminated in this manner shall have no recourse or appeal therefrom and shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to the passing of the resolution terminating his membership.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his resignation.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

Each member on his request shall promptly be informed by the Secretary of his admission as a member.

Dues

20. The annual membership fee shall be such sum as is defined by the Board of Directors and approved by the members at the annual meeting of members.

The Secretary shall notify the members of the dues or fees at any time payable by them, and, if any are not paid within sixty (60) days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.

Community

21. The Corporation shall draw its membership in general from the islands and shoreline area of Georgian Bay fronting on the Townships of Cowper and Conger, but shall not be restricted thereto.

Annual and other Meetings of Members

22. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general which may properly

be brought before the meeting except that amendments to the Charter or by-laws of the Corporation may only be considered at a meeting of members for which proper notice was given or waivers obtained. The Board of Directors or the President or, failing him, the Vice-Presidents shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members' meeting, annual or general shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice, together with a brief agenda of major matters to be discussed, by prepaid mail or telegraph 21 days before the time fixed for the holding of such meeting; provided that any such notice if a quorum of the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

Error or Omission in Notice

23. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer of any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

Adjournments

24. 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. Such adjournment may be made notwithstanding that no quorum is present.

Quorum of Members

25. A quorum for the transaction of business at any meeting of members shall consist of not less than thirty (30) members present in person or represented by proxy; provided that in no case can any meeting be held unless there are ten (10) members present in person.

Voting of Members

26. Subject to the provisions, if any, contained in the letters patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation,

or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman 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 accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed to be the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

Financial Year

27. 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.

Banking

28. The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board of Directors 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 Corporation's behalf by such one or more officers and/or other persons as the Board of Directors 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 Corporation'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 Corporation; 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 of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

Borrowing

29. The directors may from time to time
- (a) borrow money on the credit of the Corporation; or
 - (b) issue, sell or pledge securities of the Corporation; or
 - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions

and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

Notice

30. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or telegraphed 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 on 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 a post office or public letter-box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Corporation.

Interpretation


31. 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 and the feminine gender, as the case may be and vice versa, and references to persons shall include firms and corporations.

Passed by the Board of Directors and sealed with the corporate seal this 27th day of July, 1977. 1991.



President



Secretary