

SECRETARY'S REPORT TO THE MEMBERSHIP OF THE CHANDOS LAKE PROPERTY OWNERS' ASSOCIATION (CLPOA)

ON THE OCCASION OF THE CLPOA ANNUAL GENERAL MEETING 2020 TO BE HELD JULY 5, 2020

Report prepared on May 10, 2020

I. BOARD MEMBERS DEPARTING IN 2020

Gratitude is owed to Bill Rasberry, Clark Breuls, and Alana Langlois for their service as members of the CLPOA board. Despite Alana Langlois stepping down from the board, we are thrilled that she has agreed to accept an appointment by the board as Chair the 2021 Chandos Lake Regatta. Alana has delighted us all with her leadership in delivering past fun-filled Regattas. Clark Breuls, for his part, has served on the board since 2014 as First Vice-President, has always volunteered to help with events, and has been instrumental in multiple files including fiercely advocating for the health of Chandos Lake. And Bill Rasberry has served on the board for 12 years including seven years as President and more recently as Immediate Past President, where he shared his wisdom and guidance on various issues faced by the CLPOA board including how the CLPOA can assist in protecting the environment. Like Alana, both Clark and Bill have promised to keep volunteering their time and efforts to the CLPOA.

II. SECRETARY FUNCTION AND SUPPORT FROM BOARD MEMBERS

Within any organization, a Corporate Secretary's duties include ensuring the integrity of the governance framework and ensuring compliance with statutory and regulatory requirements. This cannot be done without the full support of all board members.

III. INTEGRITY OF THE CLPOA GOVERNANCE FRAMEWORK

a. Committee to Modernize the CLPOA Constitution

In terms of the CLPOA's governance framework, a committee was struck in August 2019 to review the CLPOA Constitution (corporate by-law) and make recommendations on amendments. This Committee, comprised of the Secretary, Director Lyn Turnbull, and Director Dave Taillefer, worked throughout the winter to come up with a first cut of issues. These issues have been developed into possible constitutional amendments to be determined by the membership. As such, voting instructions are being circulated to members as part of the AGM package. To note that any changes to the Constitution require 2/3 of votes cast.

Committee members remain available at members' disposal via phone or email info@clpoa.ca. We are aiming to resolve such issues as the lack of clearly enunciated directors' term, the need for an updated definition of member, and whether we should re-write the provision giving authority to the CLPOA board to object to property owner's requests for variance to the township's zoning by-law.

b. Guidance from the Federation of Ontario Cottagers' Associations

The CLPOA is a member of the Federation of Ontario Cottagers' Associations (FOCA), a not-for-profit organization based in Peterborough, representing volunteer associations and individual property owners all across Ontario. FOCA provides guidance and lessons learned to cottage associations like the CLPOA.

For example, FOCA provided the CLPOA with a draft by-law that supported the work of the Committee to Modernize the CLPOA Constitution.

FOCA held its AGM and spring seminar on Saturday March 7, 2020 at the Bayview Golf & Country Club in Thornhill. It was attended virtually by CLPOA Board members David Cooper, Alex Haney, and Craig Morrison, who reported back to the Board the guidance FOCA had provided such as how to proceed with a virtual AGM and the applicable provincial emergency orders (see below). FOCA usually holds a second seminar in the fall. Last year it was held on Saturday November 16, 2020 at the Boulevard Club in Toronto.

IV. COMPLIANCE WITH STATUTORY REQUIREMENTS

a. Timing of next year's AGM

Pursuant to the Ontario Corporations Act, not-for-profit Ontario corporations are meant to hold their AGM within six months of the previous year's fiscal year end. As the CLPOA fiscal year end is December 31, the CLPOA AGM should be held by June 30. The CLPOA Board plans to comply with requirement starting with AGM 2021.

b. Ontario Corporations Act including 2017 amendments applicable to not-for-profits

The CLPOA Board has made substantial efforts, as a non-share capital corporation incorporated in Ontario, to ensure compliance with the Ontario Corporations Act (OCA) and is watching whether the Ontario Government will bring into force the Ontario Not-for-Profit Corporation (ONCA). The ONCA was developed following extensive consultations with the non-profit sector and, as such, the text of the ONCA, which is available on-line, offers guidance to the CLPOA on issues not covered by the OCA.

In 2017, with the ONCA not yet in force, the Ontario legislature made changes to the OCA that apply to the not-for-profit sector. Some of the main changes include:

- Directors' standard of care; specifically that Directors shall act honestly, in good faith with the best interests of the corporation and exercise the care, diligence and skill that are reasonably prudent person would exercise in comparable circumstances.
- audit exemption if annual revenues less than \$100,000 and 80% of members agree;
- notice of members' meetings may be provided by email if by-laws enable it.
- Members may now remove a director (other than an ex-officio director) by a majority vote rather than the two-thirds vote that was previously required

These changes are reflected in the questionnaire being sent to members to update the CLPOA corporate by-law, commonly known as the CLPOA Constitution.

c. Ontario Corporations Information Act – Annual Returns

The CLPOA Board has also made substantial efforts to bring up to date the corporate filings of the CLPOA, which had not been done in some time. This included providing the Ontario government with names of current directors and dates appointed/elected, as well as providing the dates when former directors ceased to be on the CLPOA board. This involved three trips to the Ontario Compliance and Corporate Returns office in Toronto by the Secretary and some intensive research of past CLPOA Yearbooks by the President.

d. The CLPOA Constitution (corporate by-law)

The OCA also makes it an obligation for any corporation to comply with its by-laws. As such, the CLPOA board has made substantial efforts to comply with the CLPOA Constitution such as provisions dealing with the election of board members, officer appointments, and Committee Chair appointments.

e. Other applicable statutory requirements

The CLPOA complied with a request to cease and desist the use of the name and logo “Love your Lake” by asking members to choose a new name resulting in “Love Chandos Lake”. The CLPOA also responded successfully to a Labour complaint submitted to the Ontario government by a former employee who had been part of the crew hired to place mats on the bottom of the lake to counter Eurasian water-milfoil, an invasive aquatic plant.

V. COMPLIANCE WITH REGULATORY REQUIREMENTS

a. Ontario Emergency Order – prohibiting gatherings of more than five people

Pursuant to provincial state of emergency declared on March 17, 2020 (and subsequently renewed to May 19, 2020), the Ontario Government issued an emergency order (O. Reg under the Emergency Management and Civil Protection Act) on March 28, 2020, prohibiting organized public events and social gatherings of more than five people. The issuance of the order was on advice of Ontario’s Chief Medical Officer of Health.

As such, the CLPOA board held a special board meeting on April 18, 2020 and decided to cancel most CLPOA events with the exception of the AGM which will be held virtually on Sunday July 5, 2020 and the fireworks and corn roast, both of which may be held on Labour Day weekend.

b. Ontario Emergency Order – flexibility for meetings of Corporations

Pursuant to provincial state of emergency declared on March 17, 2020 (and subsequently renewed to May 19, 2020) the Government of Ontario implemented an Emergency Order (O. Reg. 107/20 under the Emergency Management and Civil Protection Act) on March 31, 2020 to provide flexibility to corporate meetings. The Emergency Order allows all corporations under the Corporations Act and Business Corporations Act to hold meetings of directors, shareholders, and members virtually (i.e., electronically or by telephone).

To this end, the CLPOA passed a temporary by-law at its special meeting held on April 18, 2020 to allow for virtual meetings and electronic notices for meetings.

Here is the wording of the temporary by-law:

“Notices for meeting of members or of board members may be sent electronically. A meeting of the members or of the board members may be held by telephonic or electronic means and a member or board member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed for the purposes of this Act to be present at the meeting.”

Please note that this wording has been included for members' ratification in the questionnaire on constitutional amendments. The questionnaire is being mailed on May 11th to those members without email addresses and will be emailed to all other members in good standing on May 22.

VI. CLOSE COLLABORATION WITH DIRECTORS RESPONSIBLE FOR MEMBERSHIP AND COMMUNICATIONS

The Secretary must work closely with all officers as well as the Directors responsible for Membership (Lyn Turnbull) and Communications (Craig Morrison). To this end, we have included membership and communications reports here.

a. Membership Committee Report as of May 6, 2020 – Chair Duncan Turnbull

Number of members paid for 2020: 602

Number of members paid for future years: 123

Number of members invoiced but not paid: 95

The Membership Committee would like to acknowledge the generosity of Clark Breuls as he continues to pay the first year of CLPOA memberships for people to whom he sells cottages. Other local realtors have also agreed to follow suit and we look forward to receiving their generous payments as well.

b. Communications report – Craig Morrison

The Communications & Media department has been a busy one this past year.

Joan Rocha left the role of Communications & Media Director on Sept. 6, 2019 and I took over on Oct. 21, 2019. We thank Joan for her extraordinary work on the CLPOA board and wish her all the best.

At the same time Iain Gorman has stayed on to help with many aspects of the work. Iain has been invaluable in bringing me up-to-speed, at the same time as curating the Facebook group, handling the general mailbox and deploying email newsletters.

For myself, in order to fully understand the role, I collected all the information about the various media items in use and consolidated them into a single document. It turns out there is quite a bit, 28 pages! This effort will serve the CLPOA well as years pass and the position changes hands.

The Facebook group continues to grow at a steady pace, passing the 2000 member mark on November 27, 2019. Over the past year there have been an average of 7 new posts and 40 comments every single day.

Email updates continue to be a great way to engage the membership and subscribers, just under 30,000 individual messages were sent over the past year with an open rate of exceeding 70%.

The annual photo contest was a resounding success this year, ultimately receiving 520 entries from 64 people, compared to 304 last year from 74 people. The winning photo will be featured on the cover of the yearbook!

Perhaps the biggest news is that 2020 will be the first year that we use electronic voting in advance of the annual general meeting. While this was planned prior to the COVID-19 crisis as a benefit to the membership, it is now vital as the AGM will not be held in-person this year.

VII PLANS FOR THE COMING YEAR

It is hoped that whomever is appointed Secretary for 2020-21 will continue the above-noted work, with the full support of board including the new President. The Secretary's role is essential to ensure the integrity of the governance framework and to ensure compliance with statutory and regulatory requirements. And there is still much work to be done by the Committee established to modernize the CLPOA Constitution to further improve the CLPOA's governing by-law.

Respectfully submitted to the CLPOA membership,

Brigette Walenius
CLPOA Secretary, 2019-2020