

2021 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 APRIL 28, 2021

Report prepared on January 17, 2021

I. 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.

II. 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, and with member Geoff Anderson joined in 2020, worked throughout the winters to identify issues and develop them into possible constitutional amendments to be determined by the membership.

At AGM 2021, the Board is aiming to resolve such issues as: updating the objects of the CLPOA in its letters patent filed with the Ontario Government, the lack of quorum, the role of the immediate past president, capping community support at 10% of annual revenues, officer structure and duties.

Committee members remain available at members' disposal via phone or email info@clpoa.ca.

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.

III. COMPLIANCE WITH STATUTORY REQUIREMENTS

a. Timing of 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. Since we needed to move up the AGM, the board decided to move it to April to maximize members with access to wifi given summer cottagers would still likely be in their principal residences in April. The board avoided the weekend to avoid interrupting worship. The timing in April is also after the FOCA AGM in March in case there is anything to share with members from that event.

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 questions 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.

d. The CLPOA Constitution (letters patent and 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 is looking into 2019 amendments to the Fisheries Act which make it illegal to put any deleterious substance into any body of water where fish live. We are examining whether this affects the CLPOA fireworks program over Chandos Lake.

In the summer of 2019, the environment program hired some students to install benthic mats to counter the invasive aquatic plant, Eurasian Water-Milfoil. The board has a level of discomfort with being an employer and questioned whether the volunteer board had the capacity to meet all the statutory requirements involved. As such, we are looking at other options to complete the installation of benthic mats.

IV. COMPLIANCE WITH REGULATORY REQUIREMENTS

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

Pursuant to provincial states of emergency first declared on March 17, 2020 and again in January 2021, the Ontario Government issued an emergency order (O. Reg under the Emergency Management and Civil Protection Act) prohibiting organized public events and social gatherings of more than a few 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 held virtually on Sunday July 5, 2020. The board is monitoring the public health situation as it looks towards summer 2021.

b. Ontario Emergency Order – flexibility for meetings of Corporations

Pursuant to provincial state of emergency, 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. This by law was passed by the membership at AGM 2020.

V. CLOSE COLLABORATION WITH DIRECTORS RESPONSIBLE FOR MEMBERSHIP AND COMMUNICATIONS

The Secretary works closely with Directors responsible for Membership (Lyn Turnbull) and Communications (Craig Morrison). As there is a separate report on membership, we have added Craig's communications reports here.

Communications report – Craig Morrison

Craig Morrison took over CLPOA Communications & Media on Oct. 21, 2019. He works closely with Iain Gorman who handles curating the Facebook group, handling the general mailbox, and deploying email newsletters.

The Facebook group continues to grow at a steady pace, with over 2,700 members.

Email updates continue to be a great way to engage the membership and subscribers, with an open rate exceeding 70%.

The annual photo contest was a resounding success this year, with 1,300 submitted photos! The winning photo will be featured on the cover of the yearbook!

2020 was the first year that we used 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 our AGMs are now virtual.

VII. PLANS FOR THE COMING YEAR

It is hoped that whomever is appointed Secretary for 2021-22 will continue the above-noted work. The Secretary's role is essential to ensure the integrity of the governance framework and to ensure compliance with statutory and regulatory requirements.

Respectfully submitted to the CLPOA membership,

Brigette Walenius
CLPOA Secretary, 2020-2021