

# Crane Lake Association

## ARTICLES OF ASSOCIATION

(as originally drafted in 1968 and incorporating amendments up to and including July 7<sup>th</sup>, 2012)

1. NAME                      The Association shall be known as the CRANE LAKE ASSOCIATION (hereinafter referred to as the "Association")
  
2. PURPOSES              The Association is constituted for the following objects and purposes:
  - (i)    to promote the conservation of land, waters, fish and wildlife on Crane Lake and its surrounding small lakes and rivers;
  - (ii)   to encourage water and fire safety among its members;
  - (iii)  to represent its members in matters of mutual interest pertaining to their lands on Crane Lake;
  - (iv)  to encourage and organize social and recreational activities among its members.
  
3. MEMBERSHIP          

"*Property*" shall be defined as any legal lot of record with frontage or on any surrounding small lake

"*Membership*" shall be defined as any *Property* for which Association dues have been paid within the last three *Membership Years*.

"*Associate Membership*" shall be defined as a Non-Property for which Association dues have been paid in full. Associate Membership does not include the right to vote nor the right to serve as a director.

"*Member*" shall be defined as any owner of *Property* which has a *Membership*, and their immediate family or families aged 18 and over.

Any owner of a *Property* may apply for *Membership*. No property shall be entitled to more than one *Membership*.
  
4. ANNUAL  
GENERAL  
MEETING                  A general meeting of all *Members* of the Association, called the *Annual General Meeting* (AGM), shall be held each year in the vicinity of Crane Lake. The Board of Directors shall determine the date and location of each meeting. At least 30 days written notice shall be given to each *Membership* of any meeting of members.

5. SPECIAL  
MEETINGS

“*Special Meeting*” shall be defined as a meeting, other than the *Annual General Meeting*, in which the *Members* gather at a common location to conduct business of the Association.

“*Special Meeting by Correspondence*” shall be defined as a meeting in which the *Members* do not gather at a common location, but rather the business of the Association is conducted through mail, email, or other means as determined by the board. Except for amendment of these articles, any vote or other business conducted at a *Special Meeting by Correspondence* shall have the same authority as a vote or other action taken at an *Annual General Meeting* or *Special Meeting*.

A *Special Meeting* or a *Special Meeting by Correspondence* shall be called:

- (i) At such time as the officers or the board may decide;
- (ii) By a vote of the *Members* at the *Annual General Meeting* or at a *Special Meeting*;
- (iii) By the Secretary upon receipt by him or her of a request to do so from the number of *Members* which is equal to at least twenty-five per cent of the *Memberships*.
- (iv) Notice of such meetings shall contain sufficient information to permit an eligible voting *Member* to form a reasonable judgment on the decision to be taken

6. QUORUM

A quorum at the *Annual General Meeting* or at a *Special Meeting* shall be met if the number of *Members* in attendance and eligible to vote plus the number of *Members* eligible to vote who are represented by proxy is equal to at least fifteen percent of the number of *Memberships*

A quorum at a *Special Meeting by Correspondence* shall be met if the officers have made a reasonable attempt to contact all *Memberships* at the mailing address or email address on record, and if the number of votes returned to the officers is equal to at least fifty percent of the number of *Memberships*

7. RIGHT TO  
VOTE

Each *Member* present in person or represented by proxy at the *Annual General Meeting* or at a *Special Meeting* shall be entitled to one vote provided however:

- (i) That the dues for the *Memberships* under which they are a *Member* must not be *In Default*;
- (ii) That the appointment of a proxy must be by instrument in writing signed by the *Member*. The proxy may but need not be a *Member* of the Association.
- (iii) That no *Memberships* shall be entitled to more than two votes; and
- (iv) That no person in attendance at a meeting shall be entitled to cast more than two votes, including his or her own vote and any vote he or she may cast on behalf of another *Member* through a proxy.

At a *Special Meeting by Correspondence* each *Member* representing a *Memberships* for which dues are not *In Default* shall be entitled to vote using the method or methods prescribed by the board; however no *Memberships* shall be entitled to more than two votes.

8. MEETING  
GOVERNANCE

All meetings shall be governed by standard parliamentary procedure as described in Robert’s Rules of Order.

9. VOTING  
PROCEDURE

At *Annual General Meetings* and *Special Meetings*, votes shall be cast in the manner prescribed by the board, except that when deemed appropriate by the chair or upon request of a minimum of three members voting at the meeting a vote by ballot shall be held. The chair shall appoint three scrutineers to prepare, distribute, gather, and count the ballots.

At a *Special Meeting by Correspondence* voting shall be conducted as prescribed by the board. After the date and time by which any votes must be received, the board shall convene to scrutinize any vote or votes taken and to record the outcome of such vote(s).

10. DIRECTORS

“*Immediate past president*” shall be defined as the individual who served as president of the Association immediately prior to the current president, regardless of whether such individual shall be serving as a director.

“*Second past president*” shall be defined as the individual who served as president of the Association immediately prior to the *Immediate Past President*, regardless of whether such individual shall be serving as a director

The *Members* shall elect from among their number each year at the *Annual General Meeting* a maximum of 12 Directors. The immediate past president shall also serve as a Director. Additionally, the board may appoint the *Second Past President* to the position of Director for the first year in which such individual becomes *Second Past President* rather than *Immediate Past President*. Neither the *Immediate Past President* nor the *Second Past President* appointed by the board shall be included in the maximum of 12 directors which may be elected by the *Members*.

11. OFFICERS

As soon as practical after the *Annual General Meeting*, the newly-elected directors shall meet to elect the following officers for the following year.

**President:** The president shall preside at all meetings of the *Members* and shall be the chief executive officer of the Association

**Vice-President:** The Vice-President shall perform the duties and exercise the power of the President during the latter’s absence or inability to act.

**Secretary:** The Secretary shall be the custodian of all books, documents and records of the Association and shall record the minutes of each meeting of the *Members* and officers.

**Treasurer:** The treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Association and shall be responsible for collecting the annual dues of the Association *Memberships*.

12. ADMINIS-  
TRATION

The Board of Directors shall administer the business of the Association.

13. FINANCIAL  
STATEMENTS

The board will present the annual financial statements to a person(s), not a member of the board, with accounting knowledge for consideration and comment prior to the *Annual General Meeting*.

14. FINANCIAL YEAR
- The following rules shall govern the financial operations of the Association.
- (i) **Fiscal Year:** The fiscal year of the Association shall be the year ending on December 31 of each year.
- (ii) **Membership Year:** The annual dues paid for *Memberships* shall be for a period running from the start of an *Annual General Meeting* to the start of the next *Annual General Meeting*. The amount of those dues for future *Membership Years* shall be set from time to time by the *Members* at the *Annual General Meeting*. A *Membership's* dues shall be considered to be "*In Default*" if the annual dues for a *Membership Year* are not paid by the beginning of the *Annual General Meeting* which starts in that *Membership Year*.
15. AMENDMENT OF ARTICLES
- The Articles of Association may be amended by a vote of not less than two-thirds of the *Members* voting at an *Annual General Meeting*.
16. BANKING
- Any two of the President, Vice-President, Secretary, and Treasurer are hereby empowered to negotiate cheques on behalf of the Association. Any one of the Treasurer, President, or Vice-President, are authorized to invest surplus funds in the name of the Crane Lake Association in Term Deposits, Money-market or T-Bill Mutual Funds, on an account with ING DIRECT, and to transfer funds as necessary between the above and the Association's bank account.
17. CONTRACTS AND PURCHASES
- Any two of the President, Vice-President, Secretary, and Treasurer are hereby empowered to negotiate and execute contracts and purchases on behalf of the Association provided however that this authority shall be limited in the case of any one contract or purchase to eight hundred dollars (\$800.) without the approval of the *Members* expressed at a meeting of the Association with the following exceptions:
- (i) Insurance contracts for which no specific limit will apply;
- (ii) Purchase of a replacement for a fire pump, fire boat, or outboard motor for the fire boat, for which no specific limit will apply if an existing fire pump, fire boat, or outboard motor should be lost, stolen, burnt, or if such item should become inoperable to such an extent that it would be more practical to replace the item than to repair it.