



**CHRISTIE LAKE ASSOCIATION INC. ("CLA" or "the Association")
ANNUAL GENERAL MEETING OF MEMBERS ("AGM")**

Saturday, 13 July, 2019 at 9:30 AM
Tay River Tent and Trailer Park

MINUTES OF MEETING

1. Welcome to Members and Guests

The meeting was chaired by Gordon Hill, CLA's President. The Chairman welcomed one and all to CLA's 2019 AGM.

2. Meeting Properly Constituted

The Chairman noted that CLA's By-laws provide for a minimum of 14 days' notice for meetings of members [By-Law Section 7.04] and that "Ten members shall constitute a quorum for the transaction of business at a meeting of members" [Bylaw Section 7.05]. Notice of the meeting was given to members by the Newsletter and email Spotlight on 14 June 2019. As there were more than 10 members present, the Chairman declared that the meeting was properly constituted for the transaction of business.

3. Appointment of Secretary of the Meeting

The Chairman noted that our by-laws provide that the CLA Secretary shall act as secretary of each meeting of members [Bylaw Section 4.04]. However, we have been without a Secretary for the past year. S. 7.06 of our By-laws provides that in the absence of the Secretary, the Chairman shall appoint a person to act as secretary of the meeting. The Chairman then appointed Penny Nault as Secretary of the meeting and she accepted that appointment.

4. Thanks to Hans and Brigitta Gretener

The Chairman thanked Hans and Brigitta Gretener for their continued support by allowing us use of their meeting room during the busy time of the year. On behalf of CLA's members, Donna Walsh presented the Greteners with a gift in appreciation of their hospitality and kindness.

5. Introduction of Directors, Treasurer and Guests

The Chairman introduced the members of CLA's board of directors who were present at today's AGM, in alphabetical order, by first name, as follows:

Austin Swezey - Director since the 1980s - Past President, Chair Lake Stewardship Committee, a life-long scouter and supporter of scouting objectives, and one of our two liaisons to Camp Opemikon;

Brooke Briggs - a Past President; a Director for many years; captain of the fleet which ferries RCVA around the lake for water testing, and our newsletter reporter on water testing and water test results;
Diane Briggs – a Director since July 2013, a member of the Social Committee and Road Names Committee, served as Assistant-Treasurer and bookkeeper for the past year;
Donna Walsh, a Past President, a Director for many years, Co-Chair of our Social committee, Co-Chair of our Membership and Directory Committee, and our photographer extraordinaire;
Krystyna Williamson, a Director since 2018, and CLA Vice President;
Penny Nault, a Director since 2011, Chair of our Communications and Website Committee, our website and Spotlight guru, Co-Chair of our Membership and Directory Committee and a member of our Social Committee.

The Chairman then identified three directors who were not present at today's meeting, namely:
Bev Ferlatte, a Director since July 2018, a member of our Social committee;
Donald Shepherd, a Director since July 2015, and
Theresa Strickland, a Director since July 2015, who until very recently was the Warden of Camp Opemikon, and one of our liaisons to that Camp.

The Chairman then introduced Mark Walters C.A. who has served as CLA's Treasurer since 2012.

The Chairman advised that our guest speaker, Greg Saunders, Fire Chief – Drummond/North Elmsley Tay Valley Fire Rescue would be formally introduced just prior to his presentation.

6. Procedure – Questions and Comments

The Chairman stated that the proceedings were being recorded. He noted that a copy of the Agenda for today's meeting was being displayed on the video screen. A copy of the Agenda is attached to these minutes as Appendix 1. The Chairman stated that it was a full agenda and that he would attempt to stick to it closely as it was crucial that we were finished by 11:45 a.m. because:

- (a) the newly elected directors will meet in this room immediately after termination of this meeting to appoint officers for the ensuing year; and
- (b) our hosts need the meeting room at noon for their guests' activities.

The Chairman requested that those asking questions or making comments introduce themselves for the benefit of those attending the meeting and to ensure that the minutes properly reflect who asked which question or made which comment and that members keep questions and comments concise and to the point.

7. Approval of AGM Minutes of 2018 AGM

The Chairman reported that CLA circulated a Spotlight on June 28, 2019 advising that the minutes of CLA's July 14, 2018 AGM had been posted on CLA's website. The following motion was proposed by Dick Wilson and seconded by Krystyna Williamson:

RESOLVED THAT the draft minutes of the Annual General Meeting of the Christie Lake Association Inc. held on July 14, 2018 as posted on the CLA website in June 2019 be approved as the complete and correct minutes of that meeting.

The Chairman then asked if there was any discussion on the motion. There being none, the Chairman asked for a vote on the motion by a show of hands.

All in Favor (none opposing or abstaining)

Motion carried unanimously

8. Treasurer's Report

Mark Walters, the CLA Treasurer, presented CLA financial statements for the year ended December 31, 2018 by displaying them on the video screen and reviewing individual items. A copy of the financial statements for the year in question is attached as Appendix 2.

9. Motion for Approval of Financial Statements

The following motion was proposed by Bryan Wilcock and seconded by Brian Gold.

RESOLVED THAT the financial statements of the Association for the year ending December 31, 2018 as presented by the Treasurer be approved, and that a copy of the financial statements be attached to the minutes of this meeting.

The Chairman then asked if there was any discussion on the motion. There being none, the Chairman asked for a vote on the motion by a show of hands.

All in Favor (none opposing or abstaining)

Motion carried unanimously

10. Committee Reports

The Chairman advised that the directors were of the view that the various reports contained in the Spring/Summer 2019 Newsletter constitute adequate committee reports to CLA members, and that our limited time would be better spent taking questions and comments from members on any subject relevant to CLA's activities or purposes. However, if 4 or more members wished to hear a report from a particular committee or committees, the Chairman would call upon the appropriate committee chair or chairs to provide the requested reports. There were no requests for committee reports.

11. Members Questions and Comments

The Chairman reminded members that they should identify themselves before asking question or making comments.

Q1. Krystyna Williamson thanked Bruce McIntyre and the Water Level Committee for providing the lake community with updates on his meetings with Parks Canada. Bruce answered questions from Bernie Ingimundson and Austin Sweezey regarding the status and benefit of the new Bolingbroke Dam.

Q2. Bob Vergette asked a question regarding the status of repairs to the Christie Lake North Shore Road. Gordon Hill provided a description of the proposed work likely to be done in 2020.

Q3. Bernie Ingimundson asked why a representative of TVT was not in attendance. Gordon Hill indicated that there was a conflict with 4 other lake association meetings being held this morning and that invitations to those meetings were likely accepted before ours.

Q4. David Brown asked if there are any updates on Lyme disease. Randi Sherman stated that there are companies affiliated with Weedman (eg: Canadian Pest Control in Perth) that have organic tick spray for properties. Gordon Hill suggested contacting CANLyme to obtain a tick kit that includes instructions and materials – cost is approximately \$15. Krystyna William suggested we put their link on the CLA website. Apryle Patterson recommended a product called Kombat, a DEET-free spray for children – available at Home Depot. Ed Borza stated that there was a CBC medical report about a vaccine for dogs.

Q5. Peter Egan stated that a family of bears was spotted on Sleepy Hollow Road last week. Randi Sherman asked about the use of live traps for bears. Gordon Hill suggested she follow-up with Jeff Bendig, an MNR conservation officer who lives on Christie Lake. Alternatively, one could call the hot-line number provided on the Links page on the CLA website.

Q6. Brad Ronald asked if anyone has seen an increase in weeds. Krystyna Williamson stated there was an increase in milfoil. Mike Santos, on the lake for 60 years, provided comment on what he has seen.

Q7. Krystyna Williamson commented that the quality of our lake water is very high.

12. Retiring Directors, New Directors – Other Nominations

The Chairman advised the meeting that Bev Ferlatte, Diane Briggs, Donald Shepherd and Theresa Strickland had indicated that they would step down as directors and not stand for re-election. At the Chairman's request, the members, by generous applause, showed their appreciation to the retiring directors for their years of service and the outstanding efforts.

The Chairman reported that 3 members who are not currently directors have agreed to stand for election as directors, namely

- (a) Bryan Wilcock, who could not be present at today's AGM but had consented in writing to serve as a director for the ensuing year. Bryan has been a Christie Lake resident for the past 5 years. He is a retired civilian member of the RCMP where he was employed as Technical Authority for the installation and testing of computers and modems in RCMP vehicles nationwide. Prior to joining the RCMP, Bryan spent 27 years as an officer in the Canadian navy.
- (b) Mark Walters, CLA's Treasurer and
- (c) Ron Mitchell, a retired chartered professional accountant whose family has been on Christie Lake since 1947.

The Chairman reported that earlier this morning the directors had approved a slate of 9 candidates for election as directors for the ensuing year, including the 6 returning directors and the 3 who had agreed to stand for elections. He added that that slate of 9 candidates should be approved by the members, if they considered it appropriate to do so.

The following motion to nominate (but not to elect) the nine persons who had agreed to stand for elections as directors for the ensuing year was proposed by Bob Vergette and seconded by Ed Borza.

RESOLVED THAT following persons are hereby nominated to serve as directors for the ensuing year or until their successors are elected or appointed: Austin Sweezey, Brooke Briggs, Bryan Wilcock, Donna Walsh, Gordon Hill, Krystyna Williamson, Mark Walters, Penny Nault, and Ron Mitchell.

The Chairman then asked if there was any discussion or question on the motion. There being none, the Chairman called for a vote by a show of hands.

All in Favor (none opposing or abstaining)
Motion carried unanimously

The Chairman then asked if there were additional nominations as director. No other nominations were received.

13. Special Resolution To Change Number of Directors

The Chairman advised that CLA's Letter Patent (i.e. its constitution), its By-laws, and a Special Resolution passed on July 26, 2013, authorize CLA's members to elect 9 directors at each AGM until such number is changed by Special Resolution. Since 9 persons, and only 9 persons, have been nominated to serve as directors for the ensuing year, no action is required at this time to change the number of authorised directors.

14. Nomination and election of Directors

The Chairman reported that Section 6.05 of our Bylaw required directors to be elected annually. The following resolution was proposed by Dick Wilson and seconded by Brooke Briggs:

Whereas the number of directors of the Association has been fixed at nine;

And whereas only the following nine persons have been nominated as directors of the Association for the ensuing year, or until their successors are duly elected or appointed;

Austin Sweezey, Brooke Briggs, Bryan Wilcock, Donna Walsh, Gordon Hill, Krystyna Williamson, Mark Walters, Penny Nault, and Ron Mitchell;

RESOLVED THAT the secretary be directed to cast a single ballot for the election of those nominated.

The Chairman asked if there was any discussion on the motion. There being none, the Chairman called for a vote on the motion by a show of hands.

All in Favor (none opposing or abstaining)
Motion carried unanimously

15. Introduction of Guest Speaker

Brooke Briggs introduced Greg Saunders, Fire Chief – Drummond/North Elmsley Tay Valley Fire Rescue.

16. Presentation from Greg Saunders

Fire Chief Saunders introduced Deputy Fire Chief Paul Cameron. Chief Saunders gave an outline of their organizational structure and services provided to residents. He covered topics on: response time, call volume, training, funding, visibility of blue/white PIN numbers, road-side brush clearing, calling 911 from telephone

land line or cell phone, smoke and CO2 detectors, wood stoves/chimneys, open air burning, burning by-law, fire bans and medical response. Deputy Chief Cameron spoke on prevention and fire extinguishers.

17. Members' Questions / Comments to Fire Chief

Q1. Members from the floor asked about the life span of fire extinguishers, where to have them checked, cleaned and refilled. Chief Saunders indicated 6 years and to go to the Perth Fire Station.

Q2. Dick Wilson asked Fire Chief Saunders about the operations and quality of the 911 system and what about integrating security systems. Chief Saunders gave an overview on what to say when one calls 911 and described who responds to the type of emergency (fire, police, ambulance). Chief Saunders stated that alarm companies should have on file the number to call in the event of a fire. The number is (613) 283-1234.

Q3. Bob Vergette described an incident when his granddaughter called 911 and indicated a long delay in response time due to difficulty in finding PIN#. (non-emergency).

Q4. Colleen Fraser spoke about the dangers of paper fire lanterns being used close to her island property and described a lack of response from the fire department and asked what can be done about it. Chief Saunders described the response at that time. Gordon Hill suggested to Colleen that perhaps CLA could get involved and address the issue with the township.

Q5. Randi Sherman described an incident with police when she had a false alarm and the police went to the wrong address because of a similar road name and stated road names was an issue. Chief Saunders described the method for changing road names. Gordon Hill asked Chief Saunders if he found the current road naming system a public safety issue. Chief Saunders responded with not at this time.

Q6. Bernie Ingimundson asked about the status of the CLA fire water pump. Austin Swezey indicated that he was looking into that and gave some background on the acquisition of the pump.

Q7. Donna Walsh thanked the fire department for their quick response when the railroad tires caught fire on the north shore.

Q8. Apryle Patterson described a fire incident and the positive aspect of having a fire pump on a barge. Chief Saunders indicated that Bennet Lake has 3 pumps. Gordon Hill suggested we revisit this issue.

Q9. Brooke Briggs asked about the risk of forest fires. Chief Saunders stated there is a Fire Smart program available on-line that could be linked to our association for prevention tips. Chief Saunders recommended keeping brush piles and pine needles away from buildings.

Q10. Brian Saunders stated that at his end of the lake, their telephone system is Westport Telephone and is concerned with 911 response. Chief Saunders indicated he would visit him.

Following the question and answer session, Brooke Briggs presented Chief Saunders with a gift in appreciation of the time he spent with us on a summer Saturday and the information that he shared.

18. Other business and questions from members

Donna Walsh informed the meeting that she had a TVT swag bag and that those in attendance had their name in the draw. The drawn winner was Brad Reynolds.

The Chairman advised the meeting that until June 19, 2019, CLA By-laws required CLA to indemnify directors and officers against liability while acting for, or on behalf, of CLA, but they did not require CLA to indemnify members and volunteer workers against similar liability. CLA's insurance agent has recently advised that our liability policy provides coverage for "Any **volunteer, employee, "executive officer", or director** with respect to their duties as such; and Any individual who is a **member of the non-profit organization** with respect to the conduct of the business of the organization."

On June 19, 2019 the directors passed an amendment to the CLA By-laws which requires CLA to indemnify members and volunteers against liability while acting for, or on behalf, of CLA. However, S. 68 of the Ontario Corporations Act states that a by-law, or an amendment to a by-law, passed by the directors is effective only until the next AGM unless confirmed at that meeting. The directors recommend that that the members present here today confirm the bylaw amendment. The motion to do so was proposed by Gerry Gorham and seconded by Ed Borza. The text of that motion is attached to these minutes as Appendix 3.

The Chairman asked if there was any discussion on the motion. A question was asked as to whether a volunteer who was not a CLA member but was working on behalf of CLA or on CLA business would be covered by the indemnity and the insurance policy. The Chairman responded that, based upon policy wording, he was

of the opinion that the answer to the question asked was “yes”. There being no other questions or discussion, the Chairman called for a vote on the motion by a show of hands.

All in Favor (none opposing or abstaining)
Motion carried unanimously

The Chairman then asked if there was any other business for discussion. None was proposed.

19. Termination of meeting

The Chairman declared the meeting terminated at 11:15 a.m.

Schedule 3
to the Minutes of the meeting of Directors held on June 19, 2019

**CHRISTIE LAKE ASSOCIATION INC. ("CLA")
ANNUAL GENERAL MEETING OF MEMBERS ("AGM")**
Tay River Tent and Trailer Park
279 Christie Lake North Shore Rd, Perth, ON K7H 3C6
Saturday, July 13, 2019 at 9:30 a.m.

AGENDA

Notice of Meeting - By-Law No 1 - S. 7.04 - 14 days' notice; may be given in Newsletter sent by mail or email
Notice - Given 14 June 2019 by Newsletter sent via mail and email Spotlight on 14 June 2019
Chairman of the AGM - By-Law No 1 - Section 7.06 - CLA's President, if present, shall chair meetings of members
Secretary of the Meeting - By-Law No 1 - Section 4.04 CLA's Secretary shall be the secretary of all meetings of members
Section 7.06 provides that if the Secretary is absent, the chairman shall appoint someone to be secretary of the meeting
Quorum-By-Law No 1 - Section 7.05 - 10 members constitute a quorum; No. of members present at start of the meeting =

<u>Item</u>	<u>Description</u>	<u>Speaker</u>	<u>Start</u>	<u>Minutes</u>	<u>End</u>
1	Welcome to Members and Guests	Gordon Hill	9:30	0:01	9:31
2	Declaration - Meeting Properly Constituted	Gordon Hill	9:31	0:01	9:32
3	Appoint Secretary of the Meeting	Gordon Hill	9:32	0:01	9:33
4	Thanks to Hans and Brigitte Gretener	Gordon Hill	9:33	0:01	9:34
5	Introduction of Directors, Treasurer and Guests.	Gordon Hill	9:34	0:01	9:35
6	Procedure - Questions and Comments	Gordon Hill	9:35	0:05	9:40
7	Approval of minutes of 2018 AGM	G Hill, Members	9:40	0:02	9:42
8	Presentation of Financial Stmts & Treasurer's Report	Mark Walters	9:42	0:10	9:52
9	Motion for approval of Financial Stmts & Report	Mark Walters	9:52	0:01	9:53
10	Questions re Treasurer's Financial Stmts & Report	Members	9:53	0:05	9:58
11	Vote on Motion - Financial Stmts & Report	Members	9:58	0:02	10:00
12	Committee Reports	Committee Chairs	10:00	0:12	10:12
12	Members Questions and Comments - on any topic	Members	10:12	0:30	10:42
13	Retiring directors, new directors - other nominations	Gordon Hill	10:42	0:03	10:45
14	Special resolution to change number of directors, if fewer than	Gordon Hill	10:45	0:10	10:55
15	Nomination and election of Directors.	Gordon Hill	10:55	0:02	10:57
16	Introduction of Guest Speaker, Greg Saunders	Brooke Briggs	10:57	0:01	10:58
17	Presentation From Greg Saunders, Fire Chief,	Fire Chief	10:58	0:15	11:13
18	Members Questions / Comments to Fire Chief	Members	11:13	0:15	11:28
19	Other business and questions from members	Members	11:28	0:15	11:43
20	Termination of Meeting	Gordon Hill	11:43	0:15	11:58

Total Estimated Time 2:28 hours

**Christie Lake Association Inc.
Statement Of Revenue & Expenses
For the Period January 1 to December 31, 2018**



	<u>2018</u>	<u>2017</u>
<u>Revenue</u>		
Membership Fees Paid	3,969.50	3,626.44
GIC Interest Income	209.37	72.68
Dance	2,389.50	2,399.25
Donations Received	130.00	700.00
Total Revenue	6,698.37	6,798.37
<u>Expenses</u>		
Newsletter Printing & Postage	301.15	288.77
Membership Drive Packages	131.16	100.29
Web Site	158.20	621.50
Maintenance	-	847.50
Programming	-	97.92
Wine & Cheese	72.93	20.31
Social Committee Expenses	-	-
Dance	2,544.43	2,181.76
CLA Insurance	1,726.52	1,726.92
P.O. Box Rental	370.64	176.28
Bank fees	63.47	60.00
PayPal fees	47.28	35.58
Donations & Gifts	-	750.00
Camp Opemikon	-	750.00
CLC	-	100.00
Other	-	-
AGM Expenses	86.16	270.22
Total Expenses	5,501.94	8,027.05
Net Surplus (Deficit) For The Year	1,196.43	(1,228.68)
<u>Assets</u>		
Bank Account #1	4,166.94	2,692.73
Bank Account #2	3,865.36	3,295.36
BMO Term Investment GIC	5,000.00	6,000.00
Year End Total Bank and GIC Investment balance	13,032.30	11,988.09
Pay Pal balance not deposited to bank account	224.48	72.26
Total Assets	13,256.78	12,060.35

Motion – Liability

RESOLVED THAT the amendment to Sections 5.01, 5.02 and 5.03 of the Association's By-Law No 1 as passed by the directors on June 19, 2019 which repeals those sections and replaces them with the text set out below is hereby confirmed.

[Note: Only the text highlighted in yellow is new. Some formatting changes have also been made]

5.01 Limitation of liability. Every director and officer of the Association in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, **thefts, frauds,** neglects or defaults of any other director, officer, **member, volunteer worker** or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his or her office or in relation thereto unless the same are occasioned by his or her own **theft, fraud,** willful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

5.02 Indemnity. Subject to the limitations contained in the Act, the Association shall indemnify:

- (1) **each** director or officer, **and each** former director or officer,
- (2) **each** person who acts or acted at the Association's request as a director or officer of a body corporate of which the Association is or was a member or creditor,
- (3) **each employee with respect to acts within the scope of his or her employment;**
- (4) **each member in good standing and each volunteer while performing duties related to the conduct of Association business;** and
- (5) **and the heirs and legal representatives of each of them,**

against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which

he or she is made a party by reason of being or having been a director, or officer of the Association, or such body corporate, or an employee, member or volunteer worker of, or on behalf of, the Association, if:

- (a) he or she acted honestly and in good faith with a view to the best interests of the Association; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

The Association shall also indemnify such person in such other circumstances as the Act permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

5.03 Insurance. Subject to the limitations contained in the Act, the Association may purchase and maintain such insurance as the board may determine, for the benefit of any person referred to in section 5.02, against any liability incurred by the person in his or her capacity as a director or officer of the Association or of another body corporate where he or she acts or acted in that capacity at the Association's request, or by an employee, member in good standing and volunteer worker of, or on behalf of, the Association.

DRAFT