

SPECIAL RESOLUTION TO AMEND ARTICLE 21 – MEMBERSHIP

SPECIAL RESOLUTION OF THE MEMBERS OF Trout Lake Campers Association – Sudbury District

WHEREAS the *Ontario Not-for-Profit Corporations Act, 2010* (“ONCA”) requires that membership classes and voting rights be clearly defined in the Articles and bylaws;

AND WHEREAS the current wording of Article 21 – Membership does not fully align with ONCA requirements or with the Corporation’s current membership practices;

AND WHEREAS the Board of Directors has reviewed Article 21 and recommends amendments to clarify membership classes, confirm voting rights, and ensure compliance with ONCA;

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. **Article 21 – Membership** of the bylaws of the Corporation be deleted in its entirety and replaced with the following:

ARTICLE 21 – MEMBERSHIP

21.1 Membership Classes

The Corporation shall have two classes of membership: **Members** and **Associate Members**.

(a) Members

Members are individuals who own a seasonal and/or permanent dwelling on Trout Lake. For the purposes of membership, “owner” includes the individual’s spouse or partner residing with or jointly owning the property.

(b) Associate Members

Associate Members are individuals who have an interest in the affairs of the Corporation and wish to receive communications such as the Bulletin and other notices. Associate Members do not have voting rights.

21.2 Membership Fees

All Members and Associate Members shall pay an annual fee, the amount of which may be set from time to time by resolution at an Annual or Special General Meeting.

21.3 Termination of Membership

A Member's status automatically terminates when the individual ceases to own a seasonal or permanent dwelling on Trout Lake.

A Member may resign by submitting written notice to the Corporation. A resigning Member remains responsible for any fees or assessments levied prior to the acceptance of their resignation.

21.4 Voting Rights

Only Members, as defined in Article 21.1(a), have voting rights on matters of the Corporation.

21.5 Notice of Admission

Each Member shall be informed of their admission by an officer or director authorized by the Board.

Effective Date

This amendment takes effect immediately upon approval of this Special Resolution by the Members.

Authorization to Implement

Any director or officer is authorized to make any changes necessary to give full effect to this Special Resolution, including updating, consolidating, and filing the amended bylaws and any related documents as required under ONCA.

RATIONALE

The revised Article 21 brings the Corporation into compliance with ONCA by clearly defining membership classes and voting rights. The new wording reflects actual practice, simplifies the description of Associate Members, and removes operational details that do not belong in

bylaws. The update also replaces the reference to the Secretary with “an officer or director authorized by the Board,” ensuring continuity even when officer positions are vacant or responsibilities shift.