

**By-Laws**  
Of  
The District of Kenora Unincorporated Areas Ratepayers Association  
(DoKURA)

First adopted July 21<sup>st</sup>, 2006  
Revised August 29<sup>th</sup>, 2019

Article 1  
NAME, OBJECTS AND PRINCIPLES OF THE CORPORATION

**Section 1.1 Name**

The corporation shall be known as The District of Kenora Unincorporated Areas Ratepayers Association, herein called the Association.

**Section 1.2 Objects**

The objects of the Association shall be:

- To provide a unified voice for the residents and ratepayers of the unincorporated areas in the Kenora District
- To promote communications between the unincorporated communities in the Kenora District
- To promote a better understanding of the unique problems that each unincorporated area faces.

**Section 1.3 Principles**

- All meetings are open and transparent.
- To endorse no taxation without elected representation.
- To endorse representation by population
- To promote fairness and equitability in taxation and governance issues.
- Whenever possible the executive shall meet at a central location.

The Kenora District Services Board representatives shall keep the Association informed of any issues they feel need the attention of the Association.

Any press releases shall be approved by 2 of the directors and shall reflect the goals and principles of the Association.

Article 2  
MEMBERSHIP

**Section 2.1 Members**

The members of the Association shall consist of those persons who, as of May 1 of each year, own property, or are the spouse of a property owner, or who reside in a dwelling located within the unincorporated territory of the District of Kenora, Province of Ontario.

Membership ceases upon death.

Members need not be permanent residents of the Province of Ontario or Canada.

**Section 2.2 Registration requirements**

In the case of any land being held in the name of a corporation, the secretary of that corporation shall file with the Association, not later than May 1 of any year, the name of the individual the corporation wishes to represent it at any Association meeting.

**Section 2.3 Mailing List**

A permanent *contact* list shall be maintained by the secretary comprising of all Local Roads Boards, Road Associations, Local Service Boards, recreation boards, dump associations, fire teams or *other boards or local community groups* that may *be known to the Association* in the unincorporated areas in the Kenora District. It shall be updated from time to time as changes are brought to the attention of the secretary. Individuals in the Kenora District who are not members of any of the above *noted* groups and wish to receive notices from time to time from the Association, shall register their "E" Mail address directly with the secretary.

Article 3  
BOARD OF DIRECTORS

**Section 3.1 Board of Directors**

The general management of the affairs of the Association shall be vested in the Board of Directors, who shall be elected as provided in Article 5 of these by-laws. The number of Directors shall be at least five and may not be reduced to less than five except by amendment to these by-laws. *The five Directors referred to in this section of the by-laws shall be in addition to the four individuals elected to the Kenora District Services Board, who serve as Directors of this Association.*

*There shall be no limit in the number of Directors who may be elected at an annual meeting..*

The four individuals elected to the Kenora District Services Board, or any replacement / successor thereof, representing the four unincorporated electoral areas of that Board, (Lake of the Woods North, Lake of the Woods South, Oxdrift and Lac Seul) shall serve as directors of the Association during their term in office.

**Section 3.2 Officers**

The officers of the Association shall consist of a President, a Vice-President, a Secretary and a Treasurer elected by the membership as provided by in Article 5 of this Constitution. The Secretary and Treasurer may be one person.

Article 4  
MEETINGS

**Section 4.1 Special meetings of the Board of Directors**

Special meetings of the Board of Directors may be called at any time by the President, or at the request in writing to the Secretary by a minimum of three Directors. Notice of the meeting shall be mailed to each of the current Directors at least thirty days prior to the meeting date.

**Section 4.2 Quorum for Board Meetings**

A quorum for all meetings of the Board of Directors shall be a majority of the *Directors present at that meeting*.

A quorum for all general meetings of the Association shall be a minimum of 5 members including a majority of the current Board of Directors. Members unable to attend a general meeting or a Director unable to attend a Board of Directors meeting, may be represented by proxy. The proxy shall be a written designation signed by the member or Director giving proxy to the person of the member’s or Director’s choice. Proxy holders need not be members and such proxy shall be filed with the Secretary prior to the start of any such meeting.

**Section 4.3 Annual Meeting**

The Annual General Meeting of the Association shall be held *no later than the 30<sup>th</sup> of September* each year, for the purpose of electing officers and directors and for the transaction of such other business as may properly be brought before the meeting.

**Section 4.4 Voting at Meetings**

Each individual member, as defined in Section 2.1 of these by-laws shall be entitled to one vote at meetings of the Association.

**Section 4.5 Nominating Committee**

The President shall be responsible for appointing a nominating committee of at least two persons from the current Board of Directors annually. The nominating committee will table its recommendations at the Annual General Meeting. Anyone wishing to nominate someone shall do so at least 21 days prior to the Annual General Meeting. Such nominations shall be in writing and addressed to the Secretary of the Association. No further nominations will be entertained thereafter.

Article 5  
ELECTIONS OF OFFICERS

**Section 5.1 Election of Directors and Officers**

Directors, and Officers, other than the four elected members to the Kenora District Services Board shall be elected for a term of two years.

The vote shall be done by a show of hands unless a poll is demanded, and if a poll is demanded, such election shall be by ballot. Directors and Officers may be nominated, as detailed in Section 4.5 of this Constitution, by any member.

For the purpose of the Board, to be established at the July 2006 Annual General Meeting, the Board of Directors and Officers shall be comprised of the following individuals who shall serve for a term of office as outlined below;

President	2 years
Secretary	2 years
Vice President	1 year
Treasurer	1 year

Kenora District Service Board Unincorporated Area Representatives	
Oxdrift Area	Dec 31, 2006
Lake of the Woods North Area	Dec 31, 2006
Lac Seul Area	Dec 31, 2006
Lake of the Woods South Area	Dec 31, 2006

Directors at Large:	
Oxdrift area	1 year
Lake of the Woods North area	1 year
Lac Seul area	2 years
Lake of the Woods South area	2 years

The elected Directors shall also serve as the officers of the Association.

After the expiry of the terms of office listed above, all positions of the Board of Directors, with the exception of the four Directors who are elected representatives of unorganized areas on the Kenora District Services Board, shall be for two years. The term of office for the four Kenora District Services Board elected representatives shall be concurrent with their term of office on the Kenora District Services Board.

**Section 5.2 Vacancies**

If a vacancy shall occur on the Board, the remaining Directors, by majority vote may appoint an individual to fill the vacancy without the requirement of a formal vote of the membership.

Article 6  
DUTIES OF OFFICERS

**Section 6.1      President**

The President of the Association shall be the chief executive officer of the corporation and, subject to the authority of the Board, shall have general supervision of the affairs and business of the corporation. *They* shall, when present, preside at all meetings of the Board and at all meetings of the general membership.

**Section 6.2      Vice President**

The Vice President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. *They* shall assist the President upon request by the President.

**Section 6.3      Treasurer**

The Treasurer, subject to the provisions of any resolution of the Board of Directors shall have care and custody of all funds and securities of the corporation and shall deposit same in the name of the corporation in such bank or banks or with other depository or depositories as the Board may direct. *They* shall keep or cause to be kept the proper accounting records of the corporation.

**Section 6.4      Secretary**

The Secretary shall attend and be the secretary of all meetings of the Board, Annual General Meeting and special meetings and shall enter or cause to be entered into the records kept for that purpose minutes of all proceedings thereat. *They* shall give or cause to be given notices of all meetings of the Board and members when directed to do so and shall have custody of the stamp or mechanical device generally used for affixing the corporate seal of the corporation and charge of the minute books of the corporation.

Article 7  
BUSINESS OF THE CORPORATION

**Section 7.1      Banking Arrangements**

The banking business of the corporation shall be transacted with such banks, trust companies or credit unions as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board may from time to time prescribe or authorize.

All cheques, drafts or orders for the payment of money and all notes and acceptances, and bills of exchange shall be signed by such person or persons and in such a manner as the Board may from time to time designate by resolution. All cheques must be signed by a minimum of two signing officers, consisting of the President, the Vice President, the Secretary, the Treasurer, or any designated Directors of the Association.

**Section 7.2      Execution of Instruments**

Contracts, documents or Instruments in writing requiring the signature of the corporation must be signed by any two signing officers. All contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The Board shall have the power from time to time by resolution to direct the manner in which any person or persons by whom any class of or specific contracts, documents and instruments in writing or contracts, documents and instruments in writing generally shall be signed on behalf of the corporation.

The Board may from time to time by resolution fix the head office of the corporation within the Province of Ontario designated as such by the articles of the corporation or by specific resolution of the corporation.

**Section 7.3      Seal**

The seal of the corporation may when required be affixed to contracts, documents and instruments in writing signed as aforesaid by resolution of the Board.

**Section 7.4      Powers and Duties**

All officers shall sign contracts, documents, or instruments of instruction in writing as require their signature and shall respectively have and perform all powers and duties incident to their respective offices.

**Section 7.5      Agents, Attorneys and Accountants**

The Board shall have the power from time to time to appoint agents, attorneys or accountants for the corporation with such powers of management or otherwise as may be thought fit.

Article 8  
COMPENSATION OF DIRECTORS AND OFFICERS

**Section 8.1      Compensation**

Neither the officers, directors, nor members serving on committees shall receive any salary or compensation for services rendered to the Association other than expenses approved by the Board.

Article 9

## APPLICATION FEES AND DUES

### Section 9.1 Application fees

The directors shall have the option to require all applications by persons for yearly membership in the Association to be accompanied by a fee of an amount to be determined by the costs annually, which shall become the property of the Association.

### Section 9.2 Time for payment of dues

The annual dues shall be payable by members on or before May 1 of each year and shall be paid to the Association.

## Article 10 NOTICES

### Section 10.1 Notices

All notices to members shall be given by regular Canada Post or *electronic means* to individual members registered with the Association's Secretary and to the addresses on file with the Association's Secretary of the local boards and associations in the Unincorporated Areas within the Kenora District. Such *notice* shall constitute presumptive evidence of service thereof.

## Article 11 AMENDMENTS TO THE CONSTITUTION

### Section 11.1 Amendments

These by-laws may be amended only by a majority vote of the members present at the Annual General Meeting or special meeting of the Association provided notice of the purport of the proposed amendment has been stated in the call for the meeting or in a special *notice sent* to all on the *contact list detailed* in section 2.3 at least 21 days prior to the meeting. *For the purpose of this section of the by-laws, notice may be sent by either Canada Post or electronic means, or any combination thereof.*

## Article 12 INTERPRETATION

### Section 12.1 Interpretation

In all articles of these by-laws where the context so requires or permits, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations, and the masculine shall include the feminine.

## Article 13 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

### Section 13.1 Limitation of liability

No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Association thru the insufficiency or deficiency of title to any property acquired for or on behalf of the corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the corporation 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 monies, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or which shall happen in the execution of the duties of his office or in neglect or default; provided that nothing herein shall relieve any officer or director from the duty to act in accordance with The Business Corporations Act, 1982, and regulations the reunder or from liability for any breach thereof.

### Section 13.2 Indemnity

Subject to the limitations contained in The Business Corporations Act, 1982, the Association shall indemnify a director or officer, a former director or officer or a person who acts or acted at the Association's request as a director or officer of a body corporate of which the Association is a shareholder or creditor (or a person who undertakes or has undertaken and liability on behalf of the Association or and such body corporate) and his heirs and legal representatives, against all cost, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect to any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Association or such body corporate, if:

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

### Section 13.3 Insurance

Subject to the limitations contained in The Business Corporations Act, 1982, the Association may purchase and maintain such insurance for the benefit of its directors and officers as such, as the Board may from time to time determine.