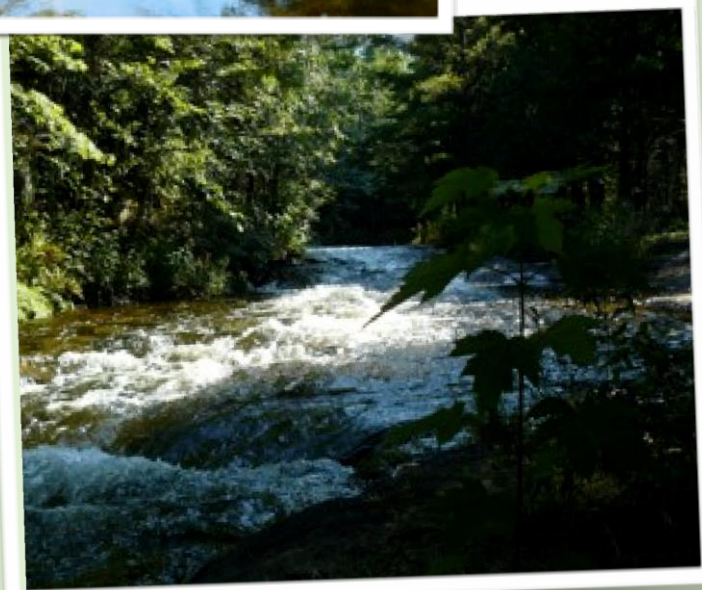


# PHOA Property Owners' Reference Guide



*Photos by Ron Hodgson*

## **Preface**

There have been numerous property sales and ownership transfers over the past several years within our community. We generally rely on the Real Estate agent to pass along the rules or guidelines that concern collective ownership of PHOA common lands but your PHOA Board believes that an update and consolidation of these guidelines as a reference guide would be beneficial both to new and existing property owners.

### **1) History of the PHOA**

In 1983, the late Arnold Carson, Palmerston Highland's developer, submitted a **Plan of Subdivision** to The Corporation of the Townships of Palmerston and North and South Canonto, which was duly accepted and registered at the Ontario Registry Office in Kingston. Details and agreement schedules are on file with the PHOA Secretary. As well, 6 additional unnumbered and adjoining lots that would use the subdivision roads for access to their properties were subsequently added. As property was sold, deeds contained clauses referring to owner's responsibilities to share in the upkeep of roads in the subdivision.

In 1993, the property owners agreed that incorporation as a Homeowners Association would be the best way of collectively assuming these commitments. Thus the Palmerston Highlands Owners Association (PHOA) was incorporated in October, 1993 to promote the best interests of the roads, bridge and common areas.

The PHOA by-laws form **Attachment 2** to these guidelines and generally deal with duties of the Board and Board Members, execution of documents, PHOA membership requirements, dues, annual meetings, finances, notices etc. They do not cover the responsibilities of property owners concerning common lands.

The **Plan of Subdivision** itself covers ownership, lands, streets and rights-of-way, water frontage, property limits and so on. It should be considered the definitive reference document for any questions concerning building plans, space management, permits, zoning, inspections etc. It is a legal document registered as Township By-Law No. 673 and accessible through the Township office in Plevna.

### **2) The Common Lands**

In general there is a continuing need to ensure that the common lands are properly maintained within our limited budget and to the benefit of all property owners.

The map (**Attachment 1**) showing lot numbers, ownership and common lands is updated approximately once a year and made available to all either at the **AGM** or by request through the PHOA Secretary. The common lands include road allowances, footpaths, private recreation areas and beach areas. The map also shows the unnumbered properties that were not included in the original plan of subdivision but subsequently officially added when the PHOA was incorporated.

## **2-1) Roads**

Carson Trail (including the bridge), Palmerston Peaks Rd and Crescent, Hilltop Rd on the island are 'public roads' but 'unadopted' by the Township and therefore maintained by our community. The McLaren Depot Rd on the north side of the Snye has the same status. Jessie, Chelsea and Island roads are 'private' with the right of usage limited to property owners because the roads pass through privately-owned blocks of land. However, there is a Right-of-way granted to owners across the unnumbered lot marked 'A' on the map. The Association has also granted canoeists the right to portage across that lot and along Jessie Lane.

In the interest of increased security, most property owners don't object to neighbours walking across their land when they are not there but otherwise the walkers should obtain prior consent.

Maintenance of the roads is managed by the PHOA Roads Director through a local contractor who can also be hired for winter driveway clearance or grading during the summer.

## **2-2) Recreational Areas**

Several blocks of land have been set aside for Property Owners primarily for recreational activity such as swimming, picnicking, walking, boat launching and so on. These blocks are shown on the plan of subdivision as Blocks 42 through 47. Blocks 42 & 43 consist of the shoreline on the North side of the Picnic Island pool where some canoes are stored. Block 44 is on the south side of Carson Trail between the bridge and Lot 1 and includes a beach area, small kayak or canoe launching dock and two privately-owned canoe/kayak racks. Block 45 is a right-of-way below the escarpment at the end of Palmerston Peaks Drive which provides access to the Snye adjacent to Mississippi Valley Conservation Land north of lot 31. Blocks 46 and 47 constitute Picnic Island.

## **2-3) Other Common Lands**

There are three other pieces of Common Land, namely blocks 48, 49 and 50. Block 50 provides a path for river access at the west end of Carson Trail whereas blocks 48 and 49 are small pieces of land that are adjacent to an unused N/S road allowance on Howie Island.

## **2-4) Common Land Ownership**

With the exception of Picnic Island each numbered lot owner owns 1/41st of the common lands for each lot that they own. i.e. If a property owner owns 2 lots they would own 2/41 of the common lands. Owners of unnumbered lots do not have this ownership position.

Picnic Island is owned by the PHO Association as Private open space.

### **3) Financing & Management**

Annual dues are based on the number of lots registered to the property owner. At time of writing the annual dues are \$350 per lot. Any changes to this rate must be proposed by the Board and passed by the general membership at the Annual General Meeting held in May. Taxes on the common lands are paid as a PHOA expense out of the annual dues. The Board however, is entitled to make a levy if the snow clearance costs exceed budget provisions.

The annual dues have varied somewhat over the years. In 2001 a contingency fund was initiated to cover unexpected major expenditures. Originally 25% of the annual dues and any interest on deposits were assigned to the fund. Currently 5% of the annual dues and any interest are assigned. The target is to build and maintain the fund at a level of \$25,000. The board believes this amount is sufficient to cover extreme weather disasters such as destructive summer or winter storms and to guard against legal expenses, since our liability insurance has a \$5000 deductible expense. At the present time the budget forecast is for the contingency fund to be at or about \$19,000 by the end of calendar year 2013 and to meet the \$25,000 target by 2018.

### **4) Property Maintenance**

The elected **PHOA Board** has a legal responsibility to ensure emergency access to all PHOA residences and hence maintenance of the roads is probably the single major issue dealt with by the PHOA Board. The roads on the island are probably among the best "cottage roads" in Eastern Ontario. They are generally even, with no "wash-outs", guarded on sharp curves and annually cleared back enough to ensure good and safe visibility. Snow removal during winter months is done promptly and sanding is applied to hills. The cost of snow removal tends to vary from year to year and is our least controllable budget item.

Property owners are responsible for keeping the road sides clear in front of their property. To make this easy the PHOA have purchased and maintain a wheeled strimmer which is available on loan to any property owner (contact Barrie Curtis). We also have a supply of "Round-Up" which can be used sensibly to kill the ever dangerous poison ivy that grows especially well in the sunny, wet conditions of roadside ditches (contact Ron Hodgson). As well we have designed and purchased two "Fire Ban" signs that will be posted at the Carson Trail Road bridge and at the top of Depot Road if and when we are notified by the Township Fire Chief that a fire ban is in effect.

The areas under the hydro lines should be monitored by the property owner and Hydro One notified if any trees or shrubs are interfering with the lines. These pole lines also carry Bell Canada cables. Property owners are responsible for ensuring that hydro entrances to their properties are properly maintained.

## 5) Volunteer Work

At least once a year the PHOA Board organizes a Volunteer Work Day - usually in late June. The objective of this is to help maintain the common lands by clearing recreation areas, maintaining the edges of roads and pathways, and creating an opportunity for some social interaction between neighbours.

In addition, many PHOA members contribute their volunteer labour by keeping the common lands in good repair on an ad hoc basis. If this involves minor out-of-pocket expenses the expense can be submitted to the PHOA Treasurer for reimbursement. For larger expenses, say over \$20, the expense should be cleared by a Board Member prior to starting any work.

## 6) Common Sense

The community of Palmerston Highlands is one that tries to get by with as few “rules” as possible. Most people are here to escape the noise and pollution of the city as well as to avoid the inescapable by-law officers that are intent on controlling residents through parking laws, noise restrictions, pet control restrictions etc. etc. Instead of ByLaw officers we rely on the common sense of our neighbours. By following a few simple guidelines everyone benefits.

- Keep vehicle speeds below 30 - 40km/hr to reduce dust, gravel noise and the safety of road walkers. Our roads are maintained by us but have the same rules as Township roads. A valid driver’s license is required to operate a vehicle on them.
- Obey fire burn laws as outlined in Township By-Law 48-05. Of primary concern to us is the ban on open fires other than for warmth and cooking in day time from April 1 to Oct 31. During a fire ban no open fires are allowed for any reason. While a bit lengthy to include here the complete By-Law is available at [www.northfrontenac.com/services-fire](http://www.northfrontenac.com/services-fire) as a downloadable pdf file. Township Fire restrictions are posted on a road sign just east of the Carson Trail entrance to Palmerston Highlands and also on Road 509 between Snow Road and the Township boundary.
- Maintain control of pets so that they don’t roam, bark for no good reason and are generally well-behaved.
- Avoid noise pollution by restricting the use of power equipment in the evening and early morning.
- Be aware of strangers and question their behaviour if necessary. Theft is possible if we are not alert as well as the threat of legal action for anyone injured using our common lands.
- Respect the “deer yard” designation that covers our island. No hunting is allowed in Palmerston Highlands.

Copies of the most common and publicly relevant Township By-Laws are available as pdf downloads at [www.northfrontenac.com/services-bylaws](http://www.northfrontenac.com/services-bylaws)

If everyone takes on a responsible, shared ownership perspective and uses their common sense, it will be to the benefit of all PHOA residents.

## **7) The Snow Road Community**

The residents of Palmerston Highlands are one of the largest groups in the Snow Road Station community area. The Snow Road Community Centre is undergoing somewhat of a renaissance since it was threatened with closure in 2012. People from the PHOA as well as others from the area got together and helped to underline the value of the old schoolhouse as the only viable meeting place in the community. Monthly pot luck dinner evenings have been established as well as weekly Friday morning coffee meetings. Other family activities are being developed and enhanced and the building has recently been redecorated.

Members of the PHOA are encouraged to support the Centre. If we use it there's a good chance that we won't lose it.

A few years ago Snow Road had a general store and Post Office. The Snow Road Post Office has been replaced by a bank of post boxes and now, if one needs supplies the closest general store is at McDonald's Corners. For more extensive supplies, gas, hardware, banking, LCBO etc the small town of Sharbot Lake is about 20 km down Road 109. It's a pleasant trip. The Town of Perth is a full service location for just about anything and it is about 40 km SE of Snow Road through McDonald's Corners.

## **8) Other Useful Web Sites**

Township of North Frontenac: <http://www.northfrontenac.com/index.html>

Frontenac County: <http://www.frontenacounty.ca/>

Mississippi Valley Conservation Authority: <http://www.mvc.on.ca/index>

Hydro One: <http://hydroone.com>

Bell Canada: <http://www.bell.ca/>

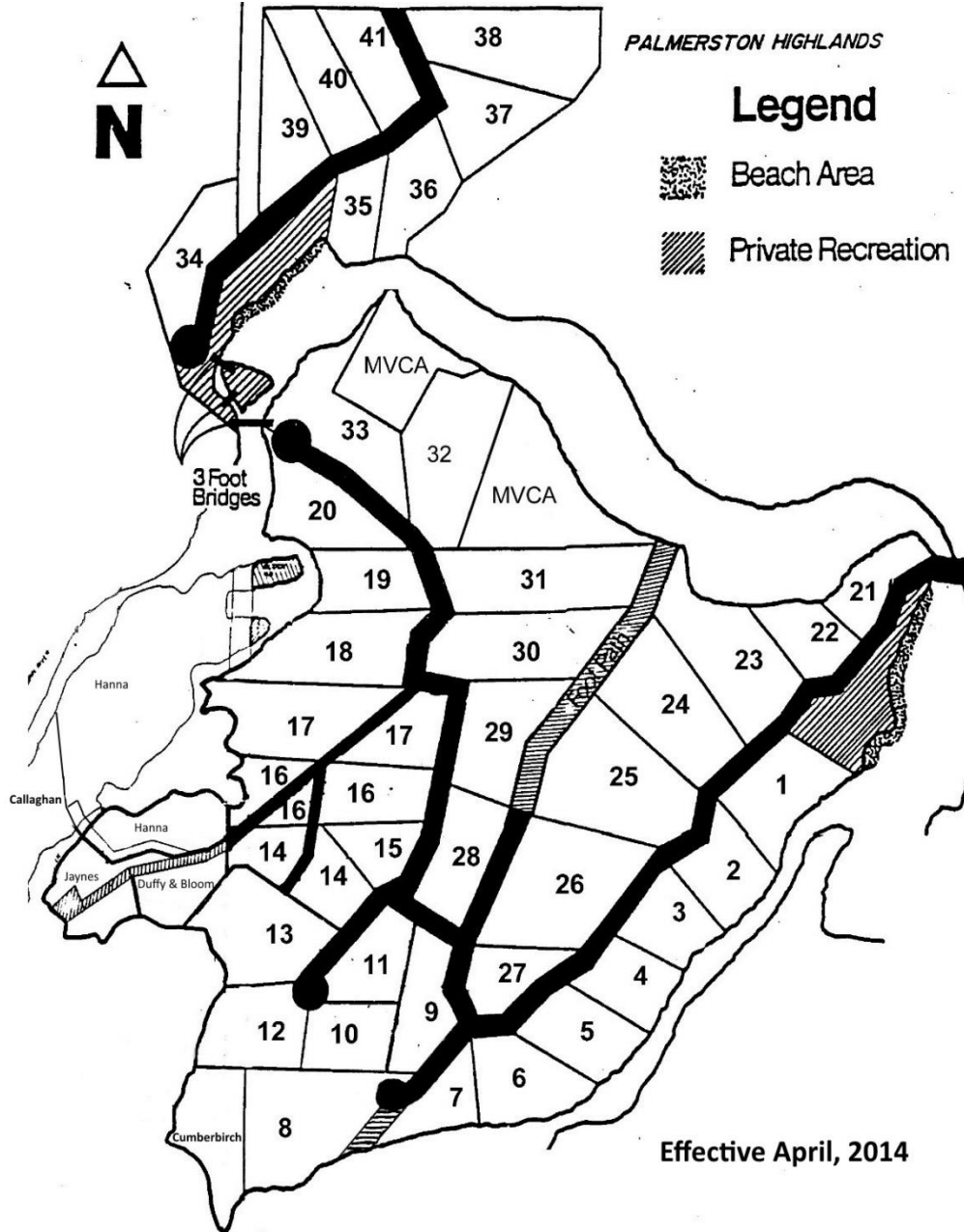
Storm Internet: <http://www.storm.ca/>

Xplornet Internet: <http://www.xplornet.com/>

*Attachment 1 - Palmerston Highlands Property Map*

*Attachment 2 - PHOA By-Laws*

# Attachment 1: Palmerston Highlands Property Map



1. Anderson	11. O'Connor	21. Dix	31. Clinton	41. Brown
2. Crabtree	12. Desormeaux	22. Richards	32. Boisvert	
3. Crabtree	13. Curtis	23. Hodgson	33. Redick	
4. Ready	14. Duffy / Bloom	24. Strizzi / D'Angelo	34. Brown	
5. Kelso / Love	15. Paré	25. Park	35. Henwood	
6. Kittle	16. Vorel	26. Bateman	36. Black	
7. Smith	17. Iverson	27. Shaw	37. Turcott / Schonauer	
8. Dambergs / Jones	18. Jarvis	28. Bulloch	38. Turcott / Schonauer	
9. Webster	19. Hauschild, A.	29. Robertson	39. Brown	
10. Challenger	20. Hauschild, T.	30. Dorning	40. Brown	

## **Attachment 2: PHOA By-Laws**

### **BY-LAW NUMBER 1**

#### **A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE AFFAIRS OF PALMERSTON HIGHLANDS OWNERS ASSOCIATION**

BE IT ENACTED as a By-Law of PALMERSTON HIGHLANDS OWNERS ASSOCIATION as follows:

#### **HEAD OFFICE**

1. The Head Office of the Corporation shall be in the Township of Palmerston, in the County of Frontenac and in the Province of Ontario, and at such place therein as the directors may from time to time determine.

#### **SEAL**

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the corporation.

#### **BOARD OF DIRECTORS**

3. The affairs of the Corporation shall be managed by a board of six (6) people, each of whom at the time of his election or within 10 days thereafter and throughout his term shall be a member of the Corporation. Each director shall be elected to hold office until the second annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. Elections for half of the board members shall occur each year such that every year only one-half of the board shall retire and be replaced to provide for continuity and experience on the board.

The election may be by a show of hands unless a ballot be demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any director before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

#### **VACANCIES, BOARD OF DIRECTORS**

4. Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

#### **QUORUM AND MEETINGS, BOARD OF DIRECTORS**

5. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President or by the Secretary on direction in writing of two directors, Notice of such meetings shall be delivered, telephoned or telegraphed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than two days before the meeting is to take place.

The statutory declaration of the Secretary or President that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent. A directors meeting may also be held, without notice immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

#### **ERRORS IN NOTICE, BOARD OF DIRECTORS**

6. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### **VOTING, BOARD OF DIRECTORS**

7. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for such purpose.

#### **POWERS**

8. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as herein after provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

#### **REMUNERATION OF DIRECTORS**

9. The directors shall receive no remuneration for acting as such.

#### **OFFICERS OF CORPORATION**

10. There shall be a President, a vice-President, a Secretary and a Treasurer or in lieu of a Secretary or Treasurer, a Secretary- Treasurer and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President.

The President and Vice-President shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, providing that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

#### **DUTIES OF PRESIDENT AND VICE-PRESIDENT**

11. The President shall, when present, preside at all meetings of the members of the Corporation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President,

and if the Vice-President, or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

#### **DUTIES OF SECRETARY**

12. The Secretary shall be ex officio clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorised by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors.

#### **DUTIES OF TREASURER**

13. The Treasurer, or person performing the usual duties of Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefore and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the board of directors.

#### **DUTIES OF OTHER OFFICERS**

14. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

#### **EXECUTION OF DOCUMENTS**

15. Deeds, transfers, licenses, contracts and engagements on behalf of the corporation shall be signed by either the President or vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the corporation's operations may be entered into on behalf of the Corporation by the President, Vice President, Treasurer or by any person authorised by the board.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

#### **BOOKS & RECORDS**

16. The directors shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

#### **MEMBERSHIP**

17. The membership from time to time of the Corporation shall consist of the owners of lots within the plans of subdivision registered in the Registry Office for the Registry Division of Frontenac (No. 13) as plan 1882, it being understood that the owners of each lot (regardless of how many) shall be entitled to one vote. Membership in the Corporation shall automatically transfer at the time of the registration of any deed/transfer for a lot within the subdivision above-described such that membership in the Corporation shall at all times coincide with ownership of the lots. There shall be one membership for each lot said on the said plan, and the membership may be shared by registered owners. Each member shall promptly be informed by the Secretary of his admission as a member.

## **DUES**

18. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by a unanimous vote of the board of directors, which vote shall only become effective when confirmed by a majority vote of the members in attendance at an annual meeting or other general meeting called for purposes, among others, of considering such recommended increase in dues. Sixty days notice shall be given to all members prior to such meeting in the event that an increase in dues is to be recommended.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice, the Corporation may commence an action to recover such dues or fees.

## **ANNUAL AND OTHER MEETINGS OF MEMBERS**

19. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or vice-President shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but, subject to Article 18 above, notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or telegraph, ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

## **ERROR OR OMISSION IN NOTICE**

20. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officers shall be his last address recorded on the books of the Corporation.

## **ADJOURNMENTS**

21. Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

## **QUORUM OF MEMBERS**

22. A quorum for the transaction of business at any meeting of members shall consist of not less than three members present in person or represented by proxy; provided that in no case can any meeting be held unless there are two members present in person. **VOTING OF MEMBERS**

23. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be

entitled either in person or by proxy to vote at meetings of the Corporations unless he has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

### **FINANCIAL YEAR**

24. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of December in each year.

### **CHEQUES, ETC.**

25. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors and anyone of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Anyone of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

### **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

26. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be selected as custodians by the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### **NOTICE**

27. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been

given when deposited in a post office or public letter box; and a notice sent by any means or transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

#### **INTERPRETATION**

28. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Passed by the board of directors and sealed with the corporate seal this 26th day of October, 1993.