

## OLDMAN RIVER REGIONAL SERVICES COMMISSION

### BYLAW NO. 2021-03

**BEING** a bylaw respecting the procedures of the Oldman River Regional Services Commission.

**WHEREAS** the Oldman River Regional Services Commission has been declared a “continued commission” pursuant to Section 602.47 of the *Municipal Government Act* and by Ministerial Order No. MSD:072/20, known as the Regional Services Commissions Order, signed by the Minister of Municipal Affairs, and coming into effect on September 1, 2020; and

**WHEREAS**, pursuant to Part 15.1, Section 602.09 (1)(c) of the *Municipal Government Act*, the Oldman River Regional Services Commission must pass a bylaw respecting the administration of the Oldman River Regional Services Commission; and

**WHEREAS** Bylaw No. 2013-1 and Bylaw No. 2013-2 were adopted, and the Board now wishes to repeal those bylaws, and replace it with Bylaw 2021-01, Bylaw 2021-02 and Bylaw 2021-03.

**NOW THEREFORE**, the Board of Directors for the Oldman River Regional Services Commission hereby enacts the following:

#### **Mission Statement**

The Oldman River Regional Services Commission will provide professional municipal planning, geographical information system (GIS) and regional assessment review board services and advice to our municipal members and their citizens in a professional manner befitting a non-profit entity.

#### **1. TITLE**

- 1.1 This bylaw may be cited as the “Procedural Bylaw”.

#### **2. DEFINITIONS**

- 2.1 For the purpose of this Bylaw, the following are defined as:

- a. **Act** means the *Municipal Government Act*, R.S.A 2000, c. M-26.
- b. **Board** means the Board of Directors of the Commission.
- c. **Chief Administrative Officer** means the Chief Administrative Officer (CAO) for the Oldman River Regional Services Commission.
- d. **Chair** means the chairperson of the Board and the Executive Committee.
- e. **Commission** means the Oldman River Regional Services Commission.
- f. **Director** means a person appointed to the Board of Directors of the Commission in accordance with this Bylaw.
- g. **Member** or **Members** mean the member municipalities, as set out in ORRSC Bylaw 2021-02.

#### **3. APPLICATION**

- 3.1 This Bylaw applies to all members and employees of the Oldman River Regional Services Commission.

**4. REPEAL**

- 4.1 Bylaw No. 2013-1 and Bylaw No. 2013-2 are repealed and replaced by this Bylaw.

**5. INTRODUCTION AND APPLICABILITY**

**Introduction**

- 5.1 This Regional Services Commission continuing operations under Part 15.1 of the *Municipal Government Act* and through Ministerial Order will be called the Oldman River Regional Services Commission (ORRSC).

**Compliance with ALSA Regional Plan**

- 5.2 In carrying out its functions and in exercising its jurisdiction under the *Municipal Government Act* and other enactments, the Commission must act in accordance with any applicable ALSA Regional Plan.

**6. RULES OF PROCEDURE FOR MEETINGS**

- 6.1 Where a particular situation arises with respect to meetings and is not addressed in these rules of procedure, then *Roberts Rules of Order* will apply.
- 6.2 Sections 197 and 199 of the *Municipal Government Act* apply to meetings of the Commission.

**Date and Time of Meetings**

- 6.3 The regular meeting of the Board of Directors will generally be held on the first Thursday of the month, four times per year (March, June, September, December), or at the call of the Commission Chair.
- 6.4 The Executive Committee shall meet on the second Thursday of every month, or on other dates agreed to by the committee, or at the call of the Commission Chair.
- 6.5 Any member of the Executive Committee may, with a simple majority of the Executive committee, require the Chair to call a special meeting within seven days for purposes of dealing with matters requiring immediate attention.
- 6.6 The **Annual General Meeting** takes place between April 1<sup>st</sup> and July 1<sup>st</sup> at the call of the Commission Chair.
- 6.7 The **Annual Organizational Meeting** shall take place no later than December 31<sup>st</sup> of any calendar year.

- 6.8 Special **Meetings** of the Board of Directors are held on dates agreed to by the members, or at the call of the Commission Chair.
- 6.9 Public **Hearings** are held at the call of the Commission Chair, or on dates agreed to by the Board.
- 6.10 Specific dates of meetings may be varied with the agreement of members of the Executive Committee.

#### **Notice of Meetings**

- 6.11 For all Board of Directors' meetings, a notice of intention to hold a meeting or an agenda shall be sent to all board members and each member municipality at least one week before any meeting is held.
- 6.12 For all regular and special Commission meetings other than the Board of Directors' meetings, a notice of intention to hold a meeting or an agenda shall be sent to the appropriate Board members before any meeting is held.

#### **Attendance and Participation at Meetings**

- 6.13 All members of the board may attend, as observers, meetings of the Commission's committees to which they have not been appointed; attendance at the Executive Committee meetings shall be at the invitation of the Committee.
- 6.14 A Committee may permit the attendance, as observers, at a meeting of the Committee, of any persons having an interest in the proceedings before the Committee. No observers shall be permitted to participate in the meeting except as agreed to by the Committee.
- 6.15 Board meetings are public meetings. Members of the public may attend as observers but shall not be permitted to participate in the meeting except as agreed to by the Board.
- 6.16 Members of the Executive Committee should inform Commission staff at least 24 hours in advance if they are unable to attend an Executive Committee meeting.

#### **Quorum**

- 6.17 Quorums for meetings shall be as follows:
- Board of Directors - members present at meeting
  - Executive Committee - 4 members
  - Other Committees - 50% of the members
- 6.18 The Chair shall not begin the meeting until a quorum is present, and no business can be transacted.
- 6.19 Whenever during a meeting a quorum is lost, the meeting must be adjourned.

### **Votes at Meetings**

- 6.20 At meetings, each member is entitled to a single vote.
- 6.21 Each member, or in the absence of the member, the appointed alternate member in attendance at the Commission Board meetings to which the member has been appointed, is eligible to vote on any matter before the meeting.
- 6.22 Non-Board members and technical advisors appointed to Committees are not eligible to vote on any matter before the meeting.
- 6.23 A simple majority vote on a motion will constitute an approval of the resolution.
- 6.24 A tie vote on a motion constitutes a defeat of the motion.
- 6.25 All members present at a meeting with the right to vote must vote, including the Chair.

### **Order of Business**

- 6.26 The order of business for meetings of the Commission shall be the order of items contained on the agenda for that meeting, except where the majority of the members vote to alter the order.

### **Debate on Motion**

- 6.27 All decisions by the Board or any Committee will be done in the form of a resolution to be voted on.
- 6.28 Where the chair leaves the meeting, for any reason, the Chair may not take back control of the meeting until the item under discussion is complete or a vote taken. If the Chair wishes to speak to a motion, they must vacate the position.

### **Notice of Motion**

- 6.29 A member may give notice that they intend to introduce a motion at a future meeting and advise members to be prepared to discuss the item.

### **Points of Order and Question of Privilege or Information**

- 6.30 If a member wishes to raise a point of information, or order, or question of privilege, the member when recognized by the Chair shall briefly explain the grounds for the point. The Chair shall decide the appropriate action to be taken.

### **Person Called to Order**

- 6.31 When a person is called to order by the Chair, the member shall immediately cease speaking and shall not speak further unless and until recognized by the Chair.

#### **Reading of Motion**

- 6.32 Any member may request the question or motion under discussion, or any portion thereof, to be read at any time during debate or before the vote is taken, but shall not interrupt a person while speaking.

#### **Suspension of Rules**

- 6.33 If it is deemed to be in the best interest of the Board or Committee, a motion may be passed by two-thirds majority vote, to temporarily suspend these rules for a definite purpose, which must be contained in the motion; or if no one objects, these rules at time may be departed from without the formality of a motion.

### **7. PROFIT AND SURPLUSES**

- 7.1 The commission may not:
- operate for the purposes of making a profit, or
  - distribute any of its surpluses to its members.

### **8. FINANCIAL MATTERS**

#### **Financial Year**

- 8.1 The financial year of the commission is the calendar year.

#### **Operating budget**

- 8.2 The Commission must adopt an operating budget for each calendar year.
- 8.3 An operating budget must include the estimated amount of each of the following expenditures and transfers:
- the amount needed to enable the Commission to provide its services.
  - the amount needed to pay the debt obligations in respect of borrowings made to acquire, construct, remove or improve capital property.
  - the amount to be transferred to reserves.
  - the amount to be transferred to the capital budget.
  - the amount needed to recover any shortfall.
- 8.4 An operating budget must include the estimated amount of each of the following sources of revenue and transfers:
- fees for services provided.
  - grants.
  - transfers from the Commission's accumulated surplus funds or reserves.
  - any other source of revenue.

- 8.5 The estimated revenue and transfers under subsection 8.4 must be at least sufficient to pay the estimated expenditures and transfers under subsection 8.3.

#### **Financial shortfall**

- 8.6 Subject to subsection 8.3, section 244 of the *Municipal Government Act* applies to a commission.
- 8.7 Notwithstanding section 244, for the purposes of this Part, a reference in section 244 to a municipality shall be read as a reference to a commission.

#### **Capital Budget**

- 8.8 Subject to subsection 8.3, sections 245 and 246 of the *Municipal Government Act* apply to a commission.
- 8.9 Notwithstanding sections 245 and 246, for the purposes of this Part, a reference in section 245 to each council shall be read as a reference to each Board.

#### **Expenditure of Money**

- 8.10 A commission may make an expenditure only if it is:
- included in the commission's operating budget or capital budget or otherwise authorized by its board,
  - for an emergency, or
  - legally required to be paid.
- 8.11 The Executive Committee is authorized to defer purchase of items set out in the budget, as deemed necessary.
- 8.12 The Executive Committee is authorized to approve funds in excess of the approved budget for an individual budget account and individual unbudgeted expenditures from surpluses which may be reasonably anticipated from the Commission's operating budget.

#### **Annual budget**

- 8.13 The commission will adopt an annual budget in a format that is consistent with its financial statements.
- 8.14 The adoption of an annual budget is equivalent to the adoption of an operating budget under section 602.23 or the adoption of a capital budget under section 602.25 of the *Municipal Government Act*.

#### **Civil Liability of Directors re Expenditure**

- 8.15 A director of the Commission who
- makes an expenditure that is not authorized under section 8.10,
  - votes to spend money that has been obtained under a borrowing on something that is not within the purpose for which the money was borrowed, or

- votes to spend money that has been obtained under a grant on something that is not within the purpose for which the grant was given is liable to the Commission for the expenditure or amount spent.
- 8.16 If more than one director of the board is liable to the Commission under this section in respect of a particular expenditure or amount spent, the directors are jointly and severally liable to the Commission for the expenditure or amount spent.
- 8.17 The liability under this section may be enforced by action by:
- the Commission,
  - a member of the Commission,
  - a taxpayer of a member of the Commission, or
  - a person who holds a security under a borrowing made by the Commission.

#### **Authorized Investments**

- 8.18 A commission may invest its money only in the investments referred to in section 250(2)(a) to (d) of the *Municipal Government Act*.

#### **Use of Borrowed Money**

- 8.19 Subject to subsection (2), section 253 of the *Municipal Government Act* applies to the Commission.

#### **Borrowing**

- 8.20 The Commission may not make a borrowing if the borrowing will cause the Commission to exceed its debt limit unless the borrowing is approved by the Minister.

#### **Debt Limit Regulations**

- 8.21 The Minister may make regulations:
- respecting how a debt limit for the Commission is determined.
  - defining debt for the purposes of determining whether the Commission has exceeded its debt limit, and the definition may include anything related to a Commission's finances.
- 8.22 The regulations made under this section may establish different methods of determining debt limits and different definitions of debt for different commissions.

#### **Civil Liability of Directors Regarding Borrowing**

- 8.23 When the Commission makes a borrowing that causes the Commission to exceed its debt limit, a director of the board who voted to authorize the borrowing is liable to the Commission for the amount borrowed, unless the borrowing has been approved by the Minister.
- 8.24 If subsection 8.23 applies to more than one director of the board, the directors are jointly and severally liable to the commission for the amount borrowed.

- 8.25 The liability under this section may be enforced by action by
- the Commission,
  - a member of the Commission,
  - a taxpayer of a member of the Commission, or
  - a person who holds a security under a borrowing made by the Commission.

#### **Loans and Guarantees**

- 8.26 The Commission may not lend money or guarantee the repayment of a loan.

#### **Financial Information Return**

- 8.27 The Commission must prepare a financial information return respecting the financial affairs of the Commission for the immediately preceding calendar year.
- 8.28 The Minister may establish requirements respecting the financial information return, including requirements respecting the accounting principles and standards to be used in preparing the return.

#### **Audited Financial Statements**

- 8.29 The commission must prepare audited annual financial statements for the immediately preceding calendar year.

#### **Distribution of Returns and Statements**

- 8.30 The Commission must submit its financial information return and audited annual financial statements to the Minister and each member of the Commission by May 1 of the year following the year for which the return and statements have been prepared.

### **9. AMENDMENTS**

- 9.1 Notification of alteration, amendment, or repeal of this bylaw shall be provided to Directors and Members of the Commission on file with the Executive Assistant 30 calendar days prior to such action being adopted by the Board of Directors. The designated representative for Members specifically for such notices shall be the Chief Administrative Officer of the Member.
- 9.2 In accordance with 602.09 of the *Municipal Government Act*, a bylaw to amend this bylaw does not come into force until the bylaw is passed by a majority of the Board of Directors.

### **10. ENACTMENT**

- 10.1 This Bylaw shall come into force and have effect upon third and final reading.

Read a first time this 31 day of August, 2021.



Read a second time this 31 day of August, 2021.

Read a third and finally passed this 31 day of August, 2021.



Chair – Gordon Wolstenholme



Chief Administrative Officer – Lenze Kuiper

