

GANARASKA REGION CONSERVATION AUTHORITY

Administrative By-Laws

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GANARASKA REGION CONSERVATION AUTHORITY

Administrative By-Laws

Introduction

The Ganaraska Region Conservation Authority is a non-share corporation, established under Section 3 of the *Conservation Authorities Act*, with the objects to provide, in the area over which it has jurisdiction, programs and services designed to further the conservation, restoration, development and management of natural resources other than gas, coal and minerals.

Under the Act, municipalities within a common watershed are enabled to petition the province to establish a conservation authority. The purpose of the Act is to provide for the organization and delivery of programs and services that further the conservation, restoration, development and management of natural resources in watersheds in Ontario. The Authority is comprised of its Members, appointed as representatives by the Participating Municipalities. The Ganaraska Region Conservation Authority's participating municipalities include the Municipality of Clarington, Municipality of Port Hope, Town of Cobourg, Township of Alnwick/Haldimand, Township of Hamilton, Township of Cavan/Monaghan and the City of Kawartha Lakes.

The Ganaraska Region Conservation Authority's Shared Vision:
"Clean water healthy land for healthy communities."

Our Shared Values:
To Explore is to Value Knowledge
To Learn is to Value Collaboration
To Lead is to Value Excellence
To Evolve is to Value Innovation

The Members of the Conservation Authority form the General Membership, also referred to as the Board Members of the Conservation Authority. The Members are bound by the Act and other applicable legislation. The Authority must always act within the scope of its powers. As a non-share corporation, the Authority has the capacity and, subject to the Act and other applicable legislation, the rights, powers and privileges of a natural person. The powers of a conservation authority to accomplish its objects are set out in the Act, including those identified under subsection 21(1).

Powers of Authorities

21 (1) For the purposes of accomplishing its objects, an authority has power:

(a) to study and investigate the watershed and to determine programs and services whereby the natural resources of the watershed may be conserved, restored, developed and managed;

(b) for any purpose necessary to any project under consideration or undertaken by the authority, to enter into and upon any land and survey and take levels of it and make such borings or sink such trial pits as the authority considers necessary;

(c) to acquire by purchase, lease or otherwise and to expropriate any land that it may require, and, subject to subsection (2), to sell, lease or otherwise dispose of land so acquired;

(d) despite subsection (2), to lease for a term of five years or less land acquired by the authority;

(e) to purchase or acquire any personal property that it may require and sell or otherwise deal therewith;

(f) to enter into agreements for the purchase of materials, employment of labour and other purposes as may be necessary for the due carrying out of any project or to further the authority's objects;

(g) to enter into agreements with owners of private lands to facilitate the due carrying out of any project;

(h) to determine the proportion of the total benefit afforded to all the participating municipalities that is afforded to each of them;

(i) to erect works and structures and create reservoirs by the construction of dams or otherwise;

(j) to control the flow of surface waters in order to prevent floods or pollution or to reduce the adverse effects thereof;

(k) to alter the course of any river, canal, brook, stream or watercourse, and divert or alter, as well temporarily as permanently, the course of any river, stream, road, street or way, or raise or sink its level in order to carry it over or under, on the level of or by the side of any work built or to be built by the authority, and to divert or alter the position of any water-pipe, gas-pipe, sewer, drain or any telegraph, telephone or electric wire or pole;

(l) to use lands that are owned or controlled by the authority for purposes, not inconsistent with its objects, as it considers proper;

(m) to use lands owned or controlled by the authority for park or other recreational purposes, and to erect, or permit to be erected, buildings, booths and facilities for such purposes and to make charges for admission thereto and the use thereof;

(n) (m.1) to charge fees for services approved by the Minister;

(o) Note: On a day to be named by proclamation of the Lieutenant Governor, clause 21 (1) (m.1) of the Act is repealed. (See: 2017, c. 23, Sched. 4, s. 19 (3))

(p) to collaborate and enter into agreements with ministries and agencies of government, municipal councils and local boards and other organizations and individuals;

(q) to plant and produce trees on Crown lands with the consent of the Minister, and on other lands with the consent of the owner, for any purpose;

(r) to cause research to be done;

(s) generally, to do all such acts as are necessary for the due carrying out of any project or as may be desirable to further the objects of the authority.

A. DEFINITIONS

"Authority" means the Ganaraska Region Conservation Authority

"Act" means the *Conservation Authorities Act*, R.S.O. 1990, chapter C.27

"Chair" means the Chairperson as referenced in the Act as elected by the Members of the Authority.

"Chief Administrative Officer" means the General Manager or Chief Administrative Officer of the Authority, and which may, by resolution of the Authority, include the responsibilities of the Secretary-Treasurer if so designated by resolution of the Authority.

"Fiscal Year" means the period from January 1 through December 31.

"General Membership" means all of the Members of the Ganaraska Region Conservation Authority, collectively.

"Levy" means the amount of costs apportioned to participating municipalities in accordance with the Act and Regulations under the Act.

"Majority" means half of the votes plus one.

"Members" shall mean the members appointed to the Authority by the participating municipalities in the Authority's area of jurisdiction.

"Minister" means the Minister responsible for administration of the Act.

"Non-matching Levy" means that portion of an Authority's levy that meets the definition of non-matching levy as found in Ontario Regulation 139/96.

"Officer" means an officer of the Authority empowered to sign contracts, agreements and other documents on behalf of the Authority in accordance with section 19.1 of the Act, which shall include the Chair, Vice-Chair(s) the Chief Administrative Officer and the Secretary-Treasurer (or the CAO/Secretary-Treasurer, if applicable).

"Participating Municipality" means a municipality that is designated by or under the Act as a participating municipality in a conservation authority.

"Pecuniary Interest" includes the financial or material interests of a Member and the financial or material interests of a member of the Member's immediate family.

"Secretary-Treasurer" means Secretary-Treasurer of the Authority with the roles specified in the Act.

"Staff" means employees of the Authority as provided for under Section 18(1) of the Act.

"Vice-Chair" means the Vice-Chairperson as elected by the Members of the Authority. If a first and second Vice-Chair are elected, they shall be called First Vice-Chair and Second Vice-Chair.

"Weighted Majority" means the votes of 51 per cent of those represented after the votes are weighted by the percentage that applies under Ontario Regulation 139/96 for Municipal Levies.

B. GOVERNANCE

1. Members

a) Appointments

Participating Municipalities within the jurisdiction of the Ganaraska Region Conservation Authority may appoint Members in accordance with Section 14 of the Act.

Appointed Members must reside in a Participating Municipality within the Authority's area of jurisdiction and may include citizens as well as elected members of municipal councils.

Collectively, the appointed Members comprise the Authority, and for the purposes of this by-law are also referred to as the General Membership or Board Members.

b) Term of Member Appointments

In accordance with Section 14 of the Act, a Member shall be appointed for a term of up to four years at the discretion of the appointing municipal council; such term beginning at the first meeting of the Authority following his or her appointment and ending immediately before the first meeting of the Authority following the appointment of his or her replacement. The Secretary-Treasurer shall notify the appropriate municipality in advance of the expiration date of any Member's term, unless notified by the municipality of the Member's reappointment or the appointment of his or her replacement. A Member is eligible for reappointment. A Member can be replaced by a Participating Municipality at the municipality's discretion prior to the end of their term.

c) Powers of the General Membership

Subject to the Act and other applicable legislation, the General Membership is empowered without restriction to exercise all of the powers prescribed to the Authority under the Act. In addition to the powers of an authority under s.21 of the Act for the purposes of accomplishing its objects, as referenced in the introduction of this By-law model, the powers of the General Membership include but are not limited to:

i. Approving by resolution, the creation of Committees and/or Advisory Boards, the members thereof and the terms of reference for these Committees and/or Advisory Boards;

ii. Appointing a Chief Administrative Officer and/or Secretary-Treasurer;

iii. Terminating the services of the Chief Administrative Officer and/or Secretary-Treasurer.

iv. Approving establishing and implementing regulations, policies and programs;

v. Awarding contracts or agreements where the approval of the Authority is required under the Authority's purchasing policy.

vi. Appointing an Executive Committee and delegate to the Committee any of its powers except:

   (a) The termination of the services of the Chief Administrative Officer and/or Secretary-Treasurer,

   (b) The power to raise money, and

   (c) The powers to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the Authority.

vii. Approving by resolution, any new capital project of the Authority;

viii. Approving by resolution, the method of financing any new capital projects;

ix. Approving details on budget allocations on any new or existing capital projects;

x. Approving of the total budget for the ensuing year, and approving the levies to be paid by the Participating Municipalities;

xi. Receiving and approving the Financial Statements and Report of the Auditor for the preceding year;

xii. Authorizing the borrowing of funds on the promissory note of the Authority in accordance with subsection 3(5) of the Act;

xiii. Approving by resolution, any proposed expropriation of land or disposition of land, subject to the requirements under the Act;

xiv. Approving permits or refusing permission as may be required under any regulations made under Section 28 of the Act including the delegation of this responsibility an Executive Committee consistent with Regulation 168/06;

xv. Holding hearings required for the purpose of reviewing permit applications, and advising every applicant of their right to appeal the decision to the Minister through the Mining and Lands Tribunal;

d) Member Accountability

Participating Municipalities appoint Members to the Authority as their representatives. Members have the responsibilities of Directors of the corporation that is the Authority. While the administration is responsible for the day-to-day operations, the General Membership is responsible for matters of governance, ensuring compliance with

applicable legislation, and ensuring appropriate policies are in place and for financial soundness of the Authority.

All Members have the responsibility to be guided by and adhere to the Code of Conduct (Appendix 1) and Conflict of Interest Policy (Appendix 2), as adopted by the Authority.

Members are responsible for:

i. Attending all meetings of the Authority;
ii. Understanding the purpose, function and responsibilities of the authority;
iii. Being familiar with the Authority's statutory and other legal obligations;
iv. With the administration, setting strategic direction for the Authority.

e) Applicable Legislation

In addition to the Act, the Members are subject to other legislation including, but not limited to:

- Municipal Conflict of Interest Act
- Municipal Freedom of Information and Protection of Privacy Act

If any part of the by-law conflicts with any provision of the Municipal Conflict of Interest Act or the Municipal Freedom of Information and Protection of Privacy Act or a provision of a regulation made under one of those acts, the provision of that act or regulation prevails.

f) Relationship Between Members and Staff

The General Membership relies on the Chief Administrative Officer and/or Secretary-Treasurer to manage the operations of the organization, including all employees of the Authority. The Chief Administrative Officer and/or Secretary Treasurer is accountable to the Authority, working cooperatively to achieve the goals established by the Authority.

The General Membership will ensure that a process exists for regular performance evaluations of the Chief Administrative Officer and/or Secretary-Treasurer.

2. Officers

The Officers of the Authority, and their respective responsibilities, shall be:

Chair

- Is a Member of the Authority;
- Presides at all meetings of the General Membership (and Executive Committee if applicable);
- Calls special meetings if necessary;

- Acts as a public spokesperson on behalf of the General Membership;
- Serves as signing officer for the Authority;
- Ensures relevant information and policies are brought to the Authority's attention;
- Keeps the General Membership apprised of significant issues in a timely fashion;
- Performs other duties when directed to do so by resolution of the Authority.

Vice-Chair

- Is a Member of the Authority;
- Attends all meetings of the Authority (and Executive Committee if applicable);
- Carries out assignments as requested by the Chair;
- Understands the responsibilities of the Chair and acts as Chair immediately upon the death, incapacity to act, absence or resignation of the Chair until such time as a new Chair is appointed or until the Chair resumes his/her duties;
- Serves as a signing officer for the Authority.

Chief Administrative Officer/Secretary-Treasurer (CAO/Secretary-Treasurer)

For the purposes of interpreting the Administrative by-laws of the Ganaraska Region Conservation Authority, the CAO is designated as fulfilling the requirements of the Secretary-Treasurer, as defined in the Conservation Authorities Act.

Responsibilities of the CAO as assigned by the Authority include, but are not limited to the following:

- Is an employee of the Authority;
- Attends all meetings of the General Membership (and Executive Committee if applicable) or designates an acting CAO if not available;
- Works in close collaboration with the Chair and Vice-Chair(s) and keeps them apprised of relevant information and significant issues in a timely fashion;
- Develops a strategic plan for approval by the General Membership and Implements short and long-range goals and objectives;
- Is responsible for the management of the operations of the Authority, including overall direction and supervision of all staff and programs of the Authority;
- Ensures resolutions of the Authority are implemented in a timely fashion;
- Develops and maintains effective relationships and ensures good communications with Participating Municipalities, federal and provincial government ministries/agencies, Indigenous communities, other conservation authorities, Conservation Ontario, stakeholders, community groups and associations;

- Serves as a signing officer for the Authority;
- Responsible for all accounting procedures and financial records for the Authority;
- Responsible for the levying of all municipalities as approved by the Authority;
- Responsible for the banking business of the Authority including the preparation of all cheques, custody of Authority funds and borrowing of monies as approved by the Authority;
- Responsible for the overall direction of all consultants, contractors and other professional firms and individuals employed with the Authority;
- Responsible for directing and coordinating the execution of programs, policies and decisions which the Authority approves or adopts;
- Responsible for the preparation of projects and other reports as requested by the Authority;
- Responsible for providing information and liaison to the member municipalities and various levels of government as directed by the Authority;
- Responsible for coordinating, supervising and directing the activities related to land acquisition including appraisals, disposal, leasing, etc.;
- Responsible for preparing agendas for all Authority and Advisory Board meetings;
- Responsible for supervising the preparation of briefs for grants covering approved projects of the Authority;
- Responsible for reviewing and recommending to the Authority, management methods, personnel regulations, position specifications, and regular staff appointments, promotions and salaries;
- Responsible for ensuring that appropriate matters are presented in a coordinated form to the Authority at the proper time and that the Authority has the pertinent related information;
- Responsible for the formal definition and communication of the Authority programs and procedures and for the interpretation of Authority instructions to the Authority staff;
- Responsible for compiling all budget estimates for presentation to the Authority;
- Responsible for originating and/or approving administrative controls and reports to the Authority on overall efficiency, effectiveness and economy of Authority operations;
- Responsible for conducting the official business and correspondence for the Authority and be custodian of official records and the Corporate Seal; and
- Responsible for performing other related duties as directed by the Authority.
- If for any reason the CAO/Secretary-Treasurer is incapacitated, the Authority Chair may appoint an Acting CAO/Secretary-Treasurer to be confirmed at the next meeting of the Authority. An Acting CAO/Secretary-Treasurer shall have all the powers and perform all the duties of the CAO/Secretary-Treasurer.

3. Absence of Chair and Vice-Chair(s)

In the event of the absence of the Chair and Vice-Chair(s) from any meeting, the members shall appoint an Acting Chair who, for the purposes of that meeting has all the powers and shall perform all the duties of the Chair.

4. Maximum Term for Chair and Vice-Chair(s)

There is no maximum number of terms that a Chair and/or Vice-chair are eligible to stand for re-election to the same office.

5. Representatives to Conservation Ontario Council

The Authority may appoint up to three Representatives to Conservation Ontario Council ("Council") at the Annual Meeting, designated as Voting Delegate and Alternate(s). Council will consist of the Voting Delegates appointed by each Member Conservation Authority. The Voting Delegate and Alternates shall be registered with Conservation Ontario annually.

6. Election of Chair and Vice-Chairs

The election of the Chair and one or more Vice-Chairs shall be held in accordance with the Authority's Procedures for Election of Officers (Appendix 3).

7. Appointment of Auditor

The General Membership shall appoint an auditor for the coming year at the Annual Meeting in accordance with Section 38 of the Act.

8. Appointment of Financial Institution

The General Membership shall appoint a financial institution to act as the Authority's banker by Resolution at the Annual Meeting.

9. Appointment of Solicitor

The General Membership shall appoint a solicitor to act as the Authority's legal counsel by Resolution at the Annual Meeting.

10. Financial Statements and Report of the Auditor

The General Membership shall receive and approve the Audited Financial Statements and Report of the Auditor annually for the previous year at the Annual Meeting.

The Authority shall forward copies of the Audited Financial Statements and Report of the Auditor to Participating Municipalities and the Minister in accordance with Section 38 of the Act and will make the Audited Financial Statements available to the public on the Authority's website.

11. Borrowing Resolution

If required, the Authority shall establish a borrowing resolution by March 31 of each year and such resolution shall be in force until it is superseded by another borrowing resolution.

12. Levy Notice

The levy due to the Authority from participating municipalities shall be communicated to those municipalities in accordance with the Act and any applicable Regulations.

13. Signing Officers

All deeds, transfers, assignments, contracts, and obligations entered into by the Authority shall be signed by the signing officers of the Authority, as follows:

Two officers must sign significant contracts, agreements, etc. The Authority sign certain types of agreements may be delegated to a single signing officer as appropriate (Purchase Orders, etc.).

Signing authority that was authorized by any previous Administration Regulation or By-law is superseded by this by-law.

14. Executive Committee

The Authority may appoint an executive committee at the first meeting of the General Membership each year in accordance with the Section 19 of the Act and Section 1(c)(vi) of this by-law.

15. Advisory Boards and Other Committees

In accordance with Section 18(2) of the Act, the Authority shall establish such advisory boards as required by regulation and may establish such other advisory boards or committees as it considers appropriate to study and report on specific matters.

The General Membership shall approve the terms of reference for all such advisory boards and committees, which shall include the role, the frequency of meetings and the number of members required.

Resolutions and policies governing the operation of the Authority shall be observed in all advisory board and committee meetings.

Each advisory board or committee shall report to the General Membership, presenting any recommendations made by the advisory board or committee.
The dates of all advisory board and committee meetings shall be made available to all Members of the Authority.

16. Remuneration of Members

The Authority shall establish a per-diem rate from time to time to be paid to Members for attendance at General Meetings and Advisory Board or Committee meetings, and at such other business functions as may be from time to time requested by the Chair, through the Secretary-Treasurer. In addition, an honorarium may be approved by the Authority for the Chair and Vice-chair as compensation for their additional responsibilities. A single per-diem will be paid for attendance at more than one meeting if they occur consecutively on the same day.

The Authority shall reimburse Members' reasonable travel expenses incurred for the purpose of attending meetings and/or functions on behalf of the Authority. A per-kilometre rate to be paid for use of a personal vehicle shall be approved by Resolution of the General Membership from time-to-time. Requests for such reimbursements shall be submitted within a timely fashion and shall be consistent with Canada Revenue Agency guidelines.

17. Records Retention

The Authority shall keep full and accurate records including, but not limited to:

i. Minutes of all meetings of the Authority, including registries of statements of interests in accordance with the *Municipal Conflict of Interest Act*;
ii. Assets, liabilities, receipts and disbursements of the Authority and Financial Statements and Reports of the Auditors;
iii. Human Resources Files for all employees and Members as applicable;
iv. Workplace Health and Safety documents including workplace inspections, workplace accidents, investigations, etc.;
v. Electronic Communications including emails
vi. Contracts and Agreements entered into by the Authority;
vii. Strategic Plans and other documents providing organizational direction
viii. Projects of the Authority;
ix. Technical Studies and data gathered in support of Programs of the Authority;
x. Legal Proceedings involving the Authority;
xi. Incidents of personal injury or property damage involving the Authority and members of the public.

Such records shall be retained and protected in accordance with all applicable laws and the Records Retention Policy of the Authority as approved by the General Membership from time-to-time.

18. Records Available to Public

Records of the Authority shall be made available to the public, subject to requirements of the *Municipal Freedom of Information and Protection of Personal Privacy Act* (MFIPPA).

The Authority shall designate a Member or a committee of Members to act as head of the Authority for the purposes of MFIPPA.

19. By-law Review

In accordance with the Act, these by-laws shall be reviewed by the Authority to ensure the by-laws are in compliance with the Act and any other relevant law. The General Membership shall review the by-laws minimum every four (4) years to ensure best management practices in governance are being followed.

20. By-law Available to Public

In accordance with the Act, the Authority shall make its by-laws available to the public on the Authority's website. By-laws shall also be available for review by any member of the public at the Authority's administration centre or provided in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Ac*t, if requested by interested parties.

21. Enforcement of By-laws and Policies

The Members shall respect and adhere to all applicable by-laws and policies (for example, the Code of Conduct and Conflict of Interest). The Authority may take reasonable measures to enforce its by-laws and policies, including the enforcement mechanisms under the *Municipal Conflict of Interest Act*.

The Authority's procedure of enforcement will include but not limited to:

- an investigation will be conducted regarding the alleged breach;
- an opportunity will be provided to the affected member to respond to the allegation;
- the findings of the investigation and the affected member's response will be communicated to the General Membership in a closed meeting;
- the appointing municipality shall be notified of the outcome of the investigation

22. Indemnification of Members, Officers and Employees

The Authority undertakes and agrees to indemnify and save harmless its Members, Officers and Employees and their heirs and legal representatives, respectively, from and against all costs, charges and expenses, including all amounts paid to settle an action or satisfy any judgement, reasonably incurred by any such Member, Officer or Employee in respect of any civil, criminal or administrative action or proceeding to which any such Member, Officer or Employee is made a party by reason of being a Member, Officer or Employee of the Authority (except in respect of an action by or on behalf of the Authority to procure a judgment in its favour) if;

- such Member, Officer or Employee acted honestly, in good faith with a view to the best interests of the Authority and within the scope of such Member's, Officer's or Employee's duties and responsibilities, and,
- in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty that such Member, Officer or Employee had reasonable grounds for believing that the conduct was lawful.

C. MEETING PROCEDURES

The Meeting Procedures below governing the procedure of the Authority shall be observed in meetings of the Authority Members and Advisory Board meetings, as far as they are applicable, and the words Advisory Board may be substituted for the word Authority as applicable

1. Rules of Procedure

In all matters of procedure not specifically dealt with under the Act and this By-law, the current edition of Robert’s Rules of Order, shall be binding.

The Authority may choose to conduct its business as a committee of the whole.

2. Notice of Meeting

The General Membership shall approve a schedule for regular meetings in advance. The Secretary-Treasurer shall send Notice of regular meetings to all Members at least five (5) in advance of a meeting. Notice of all regular or special meetings of the General Membership or its committees shall be made available to the public as soon as possible after its delivery to General Membership.
Notice of any meeting shall indicate the time and place of that meeting and the agenda for the meeting.

All material and correspondence to be dealt with by the Authority at a meeting will be submitted to the Secretary-Treasurer 10 days in advance of the meeting where it is to be dealt with to be included in the agenda.

The chair may, at his/her pleasure, call a special meeting of the Authority as necessary on three (3) days notice in writing or email. That notice shall state the business of the special meeting and only that business shall be considered at that special meeting. Any member, with 50% support of the other members, may also request the Chair to call a meeting of the Authority and the Chair will not refuse.

The Chair or the Secretary-Treasurer may, by notice in writing or email delivered to the members so as to be received by them at least 12 hours before the hour appointed for the meeting, postpone or cancel any meeting of an Advisory Board or other committee until the next scheduled date for the specific Advisory Board or committee affected.

The Chair or the Secretary-Treasurer may, if it appears that a storm or like occurrence will prevent the members from attending a meeting, postpone that meeting by advising as many members as can be reached. Postponement shall not be for any longer than the next regularly scheduled meeting date.

3. Meetings Open to Public

All meetings of the General Membership and Executive Committee, if applicable, shall be open to the public.

A meeting or part of a meeting may be closed to the public if the subject matter being considered is identified in the closed meeting section of the Agenda and the subject matter meets the criteria for a closed meeting as defined in this by-law.

4. Agenda for Meetings

Authority staff, under the supervision of the Secretary-Treasurer, shall prepare an agenda for all regular meetings of the Authority that shall include, but not necessarily be limited to, the following headings:

1. Welcome and Call to Order
2. Disclosure of Pecuniary Interest
3. Minutes of Last Meeting
4. Adoption of the Agenda
5. Delegations
6. Presentations
7. Business Arising from Minutes: (yellow)
8. Correspondence: (white)
9. Applications under Ontario Regulation 168/06: (blue)

   Permits approved by Executive

   Permit applications requiring Board discussion:

10. Committee Reports: (salmon)
11. New Business: (yellow)
12. Other Business: (yellow)
13. In Camera: (Green)
14. Adjourn

The agenda for special meetings of the Authority shall be prepared as directed by the Chair.

Written notice of motion may be given by any member of the Authority and shall be forthwith placed on the agenda of the next meeting.

Agendas for meetings shall be forwarded to all Members at least five (5) days in advance of the meeting. Such agendas shall be made available to the public on the Authority's website at the same time, unless the meeting is closed to the public in accordance with this by-law. Such agendas shall also be available in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act,* if requested by interested parties.

5. Quorum

At any meeting of the General Membership, a quorum consists of one-half of the Members appointed by the Participating Municipalities, except where there are fewer than six such Members, in which case three such Members constitute a quorum. At any Executive Committee (if applicable), advisory board or committee meeting, a quorum consists of one-half of the Members of the Executive Committee (if applicable), advisory board or committee.

If there is no quorum within one half hour after the time appointed for the meeting, the Chair for the meeting shall declare the meeting adjourned due to a lack of a quorum, or shall recess until quorum arrives, and the recording secretary shall record the names of the Members present and absent.

If during an Authority or Advisory Board or Committee meeting a quorum is lost, then the Chair shall declare that the meeting shall stand recessed or adjourned, until the date of the next regular meeting or other meeting called in accordance with the provisions of this by- law.

Where the number of Members who are disabled from participating in a meeting due to the declaration of a conflict of interest is such that at that meeting the remaining Members are not of sufficient number to constitute a quorum, the remaining number of Members shall be deemed to constitute a quorum, provided such number is not less than two.

6. Order of Business

The business of the Authority shall be taken up in the order in which it stands on the agenda unless otherwise decided by a majority of those Members present.

No Member shall present any matter to the Authority for its consideration unless the matter appears on the agenda for the meeting of the Authority or leave is granted to present the matter by the affirmative vote of a majority of the Members present.

7. Debate

The Authority shall observe the following procedures for discussion/debate on any matter coming before it:

a) A Member shall be recognized by the Chair prior to speaking;

b) Where two or more Members rise to speak, the Chair shall designate the Member who has the floor, who shall be the Member who in the opinion of the Chair was first recognized;

c) All questions and points of discussion shall be directed through the Chair;

d) Where a motion is presented, it shall be moved and seconded before debate;

e) No Member shall speak more than once to the same question without leave from the Chair, except in explanation of a material part of the speech;

f) No Member shall speak more than five (5) minutes without leave of the Chair;

g) Any Member may ask a question of the previous speaker through the Chair;

h) The Member who has presented a motion, other than a motion to amend or dispose of a motion, may speak again to the motion immediately before the Chair puts the motion to a vote;

i) When a motion is under debate, no motion shall be received other than a motion to amend, to defer action, to refer the question, to take a vote, to adjourn, or to extend the hour of closing the proceedings;

j) When a motion is under consideration, only one amendment is permitted at a time.

8. Matters of Precedence

The following matters shall have precedence over the usual order of business:

a) a point of order;

b) matter of privilege;

c) a matter of clarification;

d) a motion to suspend a rule of procedure or to request compliance with the rules of procedure;

e) a motion that the question be put to a vote;

f) a motion to adjourn. 3

9. Members' Attendance

The Authority shall provide a listing of Members' attendance at scheduled meetings of the Authority to the Participating Municipalities at least annually.

Upon a Member's vacancy due to death, incapacity or resignation occurring in any office of the Authority, the Authority shall request the municipality that was represented by that Member appoint a Member replacement.

In the event that a municipally appointed member misses three (3) consecutive meetings without due notice, the Authority may respond by advising the member's municipality of the unaccountable absences.

If a Member is unable to attend any meeting and wishes to bring any additional information or opinion pertaining to an agenda item to the General Membership, the Member shall address in writing or email to the Chair or Secretary-Treasurer such correspondence prior to the start of the meeting. The correspondence shall be read aloud by the Secretary-Treasurer without comment or explanations.

10. Electronic Participation

Members may participate in a meeting that is open to the public by telephonic or other electronic means that permits all participants to communicate adequately with each other during the meeting. A Member participating in a meeting electronically shall not be counted in determining quorum.

A Member shall not participate electronically in a meeting that is closed to the public.

Email Voting Procedures:

On occasion, when a motion requires the General Membership's consideration and a meeting is not scheduled, a vote may be conducted via email. Email consideration of a motion is only suitable for issues presumed to be straightforward as this process does not provide the opportunity for discussion or amendment.

a) The Chair or a designate develops the required motion.

b) The Chair or a designate secures the approval of a mover and a seconder.

c) The General Membership are advised that an email is forthcoming.

d) The CAO/Secretary-Treasurer circulates an email to the General Membership outlining the rationale for the motion, ensuring the subject line of the email includes the word "Motion", and requests their response within a predetermined time frame.

e) The Members are requested to respond: I (name) vote yes, or I (name) vote no in the

first line of their response.

f) Email motions cannot be amended.

g) The motion requires a simple majority vote of the participating General Membership provided a quorum is reached through a minimum of five (5) responses.

h) The CAO/Secretary-Treasurer tallies the votes and the General Membership are informed of the outcome.

i) The General Membership review any e-mail motions, approved or unapproved, at the next Authority meeting.

11. Delegations

Any person or organization who wishes to address the Authority may make a request in writing or email to the Secretary-Treasurer. The request should include a brief statement of the issue or matter involved and indicate the name of the proposed speaker(s). If such request is received ten (10) days in advance of a scheduled meeting, the delegation shall be listed on the published agenda.

One (1) copy of the presentation is to be received by the CAO/Secretary-Treasurer by noon on the Friday before the Authority meeting in order that copies may be made and distributed to all members of the Board of Directors and staff of the Authority prior to or at the meeting.

Any person or organization requesting an opportunity to address the Authority, but not having made a written request to do so in the timelines specified above, may appear before the meeting if approved by two thirds of Members present, or shall be listed on the published agenda for the following meeting.

Except by leave of the Chair or appeal by the leave of the meeting, delegations shall be limited to one (1) speaker for not more than ten (10) minutes.

No delegation whether or not listed on the agenda pursuant to section (a) shall be heard without a ruling by the Chair of that meeting giving leave but such ruling may be immediately appealed by proper motion and ruling of the meeting shall govern except that a representative of a council or a member municipality of the Authority, duly authorized by resolution of such council, shall be heard by the Advisory Board at the appropriate time as of right.

Delegations shall be heard only when the meeting is dealing with the item "Delegations" on the agenda except that the meeting may, at that time by proper motion, defer the hearing of any specific delegation until the meeting is considering a particular item or matter at a later date.

General Membership may ask questions of the speaker(s) for a period of no longer than fifteen (15) minutes and only for the purposes of clarification. As soon as the Chair is satisfied that all points have been clarified, he/she shall close the presentation, thanking the speaker and those in attendance.

Delegations may only appear once every six (6) months when addressing similar topic matters. This may be determined at the discretion of the Chair.

A delegation policy approved by the Board shall be made available to the public.

12. Annual Meeting

The Authority shall designate one meeting of the General Membership each year as the annual meeting and shall include the following items on the agenda, in addition to the normal course of business: At the Annual Meeting of the Authority each year, the agenda shall include:

a) the introduction of new members,

b) the minutes of the previous Annual Meeting along with a financial statement prepared by the appointed auditor,

c) the election of a Chair,

d) the election of a Vice-Chair,

e) the appointment of an auditor for the upcoming year, and

f) the appointment of a solicitor.

13. Meetings with Closed "In Camera" Sessions

Every meeting of the General Membership, Executive Committee and Advisory Boards, if applicable, shall be open to the public as per Section 15(3) of the Act, subject to the exceptions set out below.

Meetings may be closed to the public if the subject matter being considered relates to:

a) The security of the property of the Authority;

b) Personal matters about an identifiable individual, including employees of the Authority;

c) A proposed or pending acquisition or disposition of land by the Authority;

d) Labour relations or employee negotiations;

e) Litigation or potential litigation, including matters before administrative tribunals (e.g. Local Planning Appeal Tribunal), affecting the Authority;

f) Advice that is subject to solicitor-client privilege;

g) A matter in respect of which the General Membership, Executive Committee, Advisory Board or committee or other body may hold a closed meeting under another act;

h) information explicitly supplied in confidence to the Authority by Canada, a province or territory or a Crown agency of any of them;

i) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the Authority, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;

j) a trade secret or scientific, technical, commercial or financial information that belongs to the Authority and has monetary value or potential monetary value; or

k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Authority.

The Authority shall close a meeting if the subject matter relates to the consideration of a request under MFIPPA, and the Authority is the head of an institution for the purposes of MFIPPA.

Before holding a meeting or part of a meeting that is to be closed to the public, the Members shall state by resolution during the open session of the meeting that there will be a meeting closed to the public and the general nature of the matter to be considered at the closed meeting. Once matters have been dealt with in a closed meeting, the General Membership shall reconvene in an open session.

The General Membership shall not vote during a meeting that is closed to the public, unless:

a) the meeting meets the criteria outlined in this by-law to be closed to the public; and

b) the vote is for a procedural matter or for giving directions or instructions to Officers, employees or agents of Authority.

Any materials presented to the General Membership during a closed meeting shall be returned to the CAO/Secretary-Treasurer prior to departing from the meeting and shall be treated in accordance with the Authority's procedures for handling confidential material. No minutes will be recorded during a closed session.

A meeting of the Authority, executive committee, advisory board or other committee may also be closed to the public if:

a) the meeting is held for the purpose of educating or training the Members, and

b) at the meeting, no Member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the authority, the executive committee, advisory board or other committee.

14. Voting

In accordance with Section 16 of the Act:

a) each Member is entitled to one vote, and the Chair shall vote with the other members on all questions.

b) majority vote of the Members present at any meeting is required upon all matters coming before the meeting.

If any Member who is qualified to vote abstains from voting, they shall be deemed to have voted neither in favour nor opposed to the question, which will not alter the number of votes required for a majority.

On a tie vote, the motion is lost.

Interrelated motions shall be voted on in the following order:

a) motion to refer the matter, and

b) if no motion under clause (a) is carried, the order for voting on the remaining motions shall be:

   i) amending motion

   ii) the original motion

Unless a Member requests a recorded vote, a vote shall be by a show of hands or such other means as the Chair may call. No question shall be voted upon more than once at any meeting, unless a recorded vote is requested.

If a member present at a meeting at the time of the vote requests immediately before or after the taking of the vote that the vote be recorded, each member present taken by alphabetical surname, except a member who is disqualified from voting by any Act, shall announce his or her vote openly answering “yes” or “no” to the question, and the CAO/Secretary-Treasurer shall record each vote.

At the meeting of the Authority at which the Non-Matching Levy is to be approved, the CAO/Secretary-Treasurer shall conduct the vote to approve of Non-Matching Levy by a Weighted Majority of the Members present and eligible to vote, in accordance with Ontario Regulation 139/96.

Where a question under consideration contains more than one item, upon the request of any Member, a vote upon each item shall be taken separately.

Except as provided in Section B, Paragraph 6 of this By-law (Election of Chair and Vice-Chair), no vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect.

Voting for Municipal Levies – Ontario Regulation 139/96

Conservation Authorities Act - Ontario Regulation 139/96 Municipal Levies which states:

1. (1) In this regulation

"non-matching levy" means a levy approved by a weighted majority of the members at a meeting for which 30 days' notice was provided to the affected municipalities and at which a recorded vote was taken.

"weighted majority" means the votes of 51 per cent of those represented after the votes are weighted by the percentage that applied under this definition in 1997 for each municipality.

(1.1) A notice provided under subsection (1) for a meeting must include the amount of the non-matching levy to be voted on and must be accompanied by the financial information relied on in support of that levy.

(2) For the purpose of the definition of "weighted majority", the weighting for a municipality may not exceed 50 per cent of the total weighting, except where the majority of the members of a conservation authority are appointed by one municipality.

2. A non-matching levy may be levied by conservation authorities against participating municipalities.

3. The total of non-matching levies for any project or activity may not exceed the total cost of the project or activity.

15. Notice of Motion

Written notice of motion to be made at an Authority, executive committee, advisory board or committee meeting may be given to the CAO/Secretary-Treasurer by any Member of the Authority not less than seven (7) prior to the date and time of the meeting and shall be forthwith placed on the agenda of the next meeting. The Secretary-Treasurer shall include such notice of motion in full in the agenda for the meeting concerned.

Recommendations included in reports of advisory boards or committees that have been included in an agenda for a meeting of the General Membership or Executive Committee (if applicable), shall constitute notice of motion for that meeting.

Recommendations included in staff reports that have been included in an agenda for a meeting of the General Membership or Executive Committee (if applicable), shall constitute notice of motion for that meeting.
Notwithstanding the foregoing, any motion or other business may be introduced for consideration of the Authority provided that it is made clear that to delay such motion or other business for the consideration of an appropriate advisory board or committee would not be in the best interest of the Authority and that the introduction of the motion or other business shall be upon an affirmative vote of two-thirds of the members of the Authority present.

16. Motion to Reconsider

If a motion is made to reconsider a previous motion, a two-thirds majority vote shall be required in order for reconsideration to take place. If a motion to reconsider is passed,

the original motion shall then be placed on the agenda at a future meeting to be debated and voted upon, and the result of that vote, based on a simple majority, shall supersede.

17. Duties of the Meeting Chair

It shall be the duty of the Chair, with respect to any meetings over which he/she presides, to:

a) Preserve order and decide all questions of order, subject to appeal; and without argument or comment, state the rule applicable to any point of order if called upon to do so;

b) Ensure that the public in attendance does not in any way interfere or disrupt the proceedings of the Members;

c) Receive and submit to a vote all motions presented by the Members, which do not contravene the rules of order or regulations of the Authority;

d) Announce the results of the vote on any motions so presented;

e) Adjourn the meeting when business is concluded.

18. Conduct of Members

Members shall maintain a high standard for conduct and at all times comply with applicable laws and the Authority's Code of Conduct (Appendix 1).

No Member at any meeting of the Authority shall:

a) Speak in a manner that is discriminatory in nature based on an individual's race, ancestry, place of origin, citizenship, creed, gender, sexual orientation, age, colour, marital status, family status or disability;

b) Leave their seat or make any noise or disturbance while a vote is being taken or until the result is declared;

c) Interrupt a Member while speaking, except to raise a point of order or a question of privilege;

d) Speak disrespectfully or use offensive words against the Authority, the Members, staff, or any member of the public;

e) Speak beyond the question(s) under debate;

f) Resist the rules of order or disobey the decision of the Chair on the questions or order or practices or upon the interpretation of the By-laws;

g) Criticize any decisions of the Authority or committee, as the case may be, except for moving, in accordance with the provision of the policy, that the question be considered.

If any Board Member resists or disobeys, they may be ordered by the Chair to leave their

seat for the remainder of the meeting. In the case of an apology being made by the offender, they may, by majority vote of the Authority, be permitted to retake their seat.

No persons except Board Members and Staff shall be allowed to come to the Board's table during the meetings of the Board without permission of the Chair or the Board.
No Member may direct Staff to prepare a report unless the request has been sanctioned by the General Membership by way of a resolution.

Members will respect all matters of confidentiality. Members will not reveal any confidential information they learn during the performance of their duties to anyone not present at Board meetings. Breaches of confidentiality will be addressed with appropriate sanctions, including potential dismissal from the Board.

19. Per Diems

General membership shall receive a per diem allowance for attending Authority and other committee meetings. One per diem per day is allowed.

If no quorum is present, the per diem rate shall be paid to those in attendance.

Members will be paid for expenses incurred on authorized Authority business.

All per diem expenses, mileage and allowances to be in accordance with the Order issued by the Ontario Municipal Board.

20. Minutes of Meetings

The CAO/Secretary-Treasurer shall undertake to have a recording secretary in attendance at meetings of the Authority, the Executive Committee and each advisory board or committee. The recording secretary shall make a record in the form of minutes of the meeting proceedings and in particular shall record all motions considered at the meeting.

If a recording secretary is not present in a closed session, the Secretary-Treasurer shall take notes of any direction provided, for endorsement by the Chair and Vice-Chair.

Minutes of all meetings shall include the time and place of the meeting and a list of those present and shall state all motions presented together with the mover and seconder and voting results.
The CAO/Secretary-Treasurer or designate shall include draft minutes of the previous meeting available to each member of the Authority at the same time as agendas for the next meeting are distributed.

After the minutes have been approved by resolution, original copies shall be signed by the CAO/Secretary-Treasurer and copies of all non-confidential minutes shall be posted on the Authority's website. Such minutes shall also be available for review by any member of the public at the Authority's administration centre or provided in alternative

formats, in accordance with the *Accessibility for Ontarians with Disabilities Act,* if requested by interested parties.

D. APPROVAL OF BY-LAW AND REVOCATION OF PREVIOUS BY-LAW(S)

By-law number _____ is hereby repealed;

By-law number _____ shall come into force on the _____ day of _____, 20___

READ A FIRST AND SECOND TIME _____
Date

READ A THIRD TIME AND FINALLY PASSED _____
Date

Signed: _____
Chair

_____
CAO/Secretary-Treasurer

E. APPENDICES TO THE ADMINISTRATIVE BY-LAW

Appendix 1 - Code of Conduct

1. Background

The Ganaraska Region Conservation Authority demands a high level of integrity and ethical conduct from its General Membership. The Authority's reputation has relied upon the good judgement of individual Members. A written Code of Conduct helps to ensure that all Members share a common basis for acceptable conduct. Formalized standards help to provide a reference guide and a supplement to legislative parameters within which Members must operate. Further, they enhance public confidence that Members operate from a base of integrity, justice and courtesy.

The Code of Conduct is a general standard. It augments the laws which govern the behaviour of Members, and it is not intended to replace personal ethics.

This Code of Conduct will also assist Members in dealing with confronting situations not adequately addressed or that may be ambiguous in Authority resolutions, regulations, or policies and procedures.

2. General

All Members, whether municipal councillors or appointed representatives of a municipality, are expected to conduct themselves in a manner that reflects positively on the Authority.

All Members shall serve in a conscientious and diligent manner. No Member shall use the influence of office for any purpose other than for the exercise of his/her official duties.

It is expected that Members adhere to a code of conduct that:

i. upholds the mandate, vision and mission of the Authority;
ii. considers the Authority's jurisdiction in its entirety, including their appointing municipality;
iii. respects confidentiality;
iv. approaches all Authority issues with an open mind, with consideration for the organization as a whole;
v. exercises the powers of a Member when acting in a meeting of the Authority;
vi. respects the democratic process and respects decisions of the General Membership, Executive Committee, Advisory Boards and other committees;
vii. declares any direct or indirect pecuniary interest or conflict of interest when one exists or may exist; and
viii. conducts oneself in a manner which reflects respect and professional courtesy and does not use offensive language in or against the Authority or against any Member or any Authority staff.

3. Gifts and Benefits

Members shall not accept fees, gifts, hospitality or personal benefits that are connected directly or indirectly with the performance of duties, except compensation authorized by law.

4. Confidentiality

The members shall be governed at all times by the provisions of the *Municipal Freedom and Information and Protection of Privacy Act*.

All information, documentation or deliberations received, reviewed, or taken in a closed meeting are confidential.

Members shall not disclose or release by any means to any member of the public, either in verbal or written form, any confidential information acquired by virtue of their office, except when required by law to do so.

Members shall not permit any persons, other than those who are entitled thereto, to have access to information which is confidential.

In the instance where a member vacates their position on the General Membership they will continue to be bound by MFIPPA requirements.

Particular care should be exercised in protecting information such as the following:

i. Human Resources matters;
ii. Information about suppliers provided for evaluation that might be useful to other suppliers;
iii. Matters relating to the legal affairs of the Authority;
iv. Information provided in confidence from an Aboriginal community, or a record that if released could reasonably be expected to prejudice the conduct of relations between an Aboriginal community and the Authority;
v. Sources of complaints where the identity of the complainant is given in confidence;
vi. Items under negotiation;
vii. Schedules of prices in tenders or requests for proposals;
viii. Appraised or estimated values with respect to the Authority's proposed property acquisitions or dispositions;
ix. Information deemed to be "personal information" under MFIPPA.

The list above is provided for example and is not exhaustive.

5. Use of Authority Property

No Member shall use for personal purposes any Authority property, equipment, supplies, or services of consequence other than for purposes connected with the discharge of Authority duties or associated community activities of which the Authority has been advised.

6. Work of a Political Nature

No Member shall use Authority facilities, services or property for his/her election or re-election campaign to any position or office within the Authority or otherwise.

7. Conduct at Authority Meetings

During meetings of the Authority, Members shall conduct themselves with decorum. Respect for delegations and for fellow Members requires that all Members show courtesy and not distract from the business of the Authority during presentations and when others have the floor.

8. Influence on Staff

Members shall be respectful of the fact that staff work for the Authority as a whole and are charged with making recommendations that reflect their professional expertise and corporate perspective, without undue influence.

9. Business Relations

No Member shall borrow money from any person who regularly does business with the Authority unless such person is an institution or company whose shares are publicly traded and who is regularly in the business of lending money.

No Member shall act as a paid agent before the Authority, the Executive Committee or an advisory board or committee of the Authority, except in compliance with the terms of the *Municipal Conflict of Interest Act.*

10. Encouragement of Respect for the Authority and its Regulations

Members shall represent the Authority in a respectful way and encourage public respect for the Authority and its Regulations.

11. Harassment

It is the policy of the Authority that all persons be treated fairly in the workplace in an environment free of discrimination and of personal and sexual harassment. Harassment of another Member, staff or any member of the public is misconduct. Members shall follow the Authority's Harassment Policy as approved from time-to-time.

Examples of harassment that will not be tolerated include: verbal or physical abuse, threats, derogatory remarks, jokes, innuendo or taunts related to an individual's race, religious beliefs, colour, gender, physical or mental disabilities, age, ancestry, place of origin, marital status, source of income, family status or sexual orientation. The Authority will also not tolerate the display of pornographic, racist or offensive signs or images; practical jokes that result in awkwardness or embarrassment; unwelcome invitations or requests, whether indirect or explicit and any other prohibited grounds under the provisions of the *Ontario Human Rights Code*.

12. Breach of Code of Conduct

Should a Member breach the Code of Conduct, they shall advise the Chair and Vice-Chair, with a copy to the Secretary Treasurer, as soon as possible after the breach.

Should a Member allege that another Member has breached the Code of Conduct, the said breach shall be communicated to the Chair, with a copy to the Secretary-Treasurer, in writing. In the absence of the Chair, or if a Member alleges that the Chair has breached the Code of Conduct, the said breach shall be communicated the Vice-Chair, with a copy to the Secretary-Treasurer, in writing.

Should a member of the public or a municipality allege that a Member has breached the Code of Conduct, the party making the allegation will be directed to follow the notification procedure outlined above.

Any breach, or alleged breach, of the Code of Conduct shall be investigated in accordance with the Enforcement of By-laws and Policies procedure outlined or referred to in the Authority's Administrative By-law.

Appendix 2 - Conflict of Interest

1. Municipal Conflict of Interest Act

The Authority Members commit themselves and the Authority to ethical, businesslike, and lawful conduct when acting as the General Membership. The Authority is bound by the *Municipal Conflict of Interest Act*. This appendix to the by-law is intended to assist Members in understanding their obligations. Members are required to review the *Municipal Conflict of Interest Act* on a regular basis.

2. Disclosure of Pecuniary Interest

Where a Member, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a meeting of the Authority, Executive Committee, Advisory Board or committee at which the matter is the subject of consideration, the Member:

a) shall, prior to any consideration of the matter at the meeting, disclose the pecuniary interest and the general nature thereof;
b) shall not take part in the discussion of, or vote on any question in respect of the matter; and,
c) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question.

3. Chair's Conflict of Interest or Pecuniary Interest

Where the Chair of a meeting discloses a conflict of interest with respect to a matter under consideration at a meeting, another Member shall be appointed to chair that portion of the meeting by Resolution.

4. Closed Meetings

Where a meeting is not open to the public, a Member who has declared a conflict of interest shall leave the meeting for the part of the meeting during which the matter is under consideration.

5. Member Absent

Where the interest of a Member has not been disclosed by reason of their absence from the particular meeting, the Member shall disclose their interest and otherwise comply at the first meeting of the Authority, Executive Committee, Advisory Board or Committee, as the case may be, attended by them after the particular meeting.

6. Disclosure Recorded in Minutes

The recording secretary shall record in reasonable detail the particulars of any disclosure of conflict of interest or pecuniary interest made by Members and whether the Member withdrew from the discussion of the matter. Such record shall appear in the minutes/notes of that particular meeting of the General Membership, Executive Committee, advisory board or committee, as the case may be.

7. Breach of Conflict of Interest Policy

Should a Member breach the Conflict of Interest Policy, they shall advise the Chair and Vice-Chair, with a copy to the Secretary Treasurer, as soon as possible after the breach.

Should a Member allege that another Member has breached the Conflict of Interest Policy, the said breach shall be communicated to the Chair, with a copy to the Secretary Treasurer, in writing. In the absence of the Chair, or if a Member alleges that the Chair has breached the Conflict of Interest Policy, the said breach shall be communicated the Vice-Chair, with a copy to the Secretary-Treasurer, in writing.

Should a member of the public or a municipality allege that a Member has breached the Conflict of Interest Policy, the party making the allegation will be directed to follow the notification procedure outlined above.

Any breach, or alleged breach, of the Conflict of Interest Policy shall be investigated in accordance with the Enforcement of By-laws and Policies procedure outlined or referred to in the Authority's Administrative By-law.

Appendix 3 - Procedure for Election of Officers

The election of officers shall be held yearly at the Annual Meeting.

1. Voting

Voting shall be by secret ballot and no Members may vote by proxy.

2. Acting Chair

The General Membership shall appoint a person, who is not a voting Member, as Acting Chair or Returning Officer, for the purpose of Election of Officers.

3. Scrutineer(s)

The appointment of one or more scrutineers is required for the purpose of counting ballots, should an election be required. All ballots shall be destroyed by the scrutineers afterwards. The Acting Chair shall call a motion for the appointment of one or more persons, who are not Members or employees of the Authority, to act as scrutineers. A Member, who will not stand for election, may be appointed as an additional scrutineer if requested.

4. Election Procedures

The Acting Chair shall advise the Members that the election will be conducted in accordance with the Act as follows:

a) The elections shall be conducted in the following order:

   i. Election of the Chair, who shall be a Member of the Authority
   ii. Election of one or more Vice-chairs, who shall be Members of the Authority.

b) The Acting Chair shall ask for nominations to each position;

c) Only current Members of the Authority who are present may vote;

d) Nominations shall be called three (3) times and will only require a mover;

e) The closing of nominations shall require both a mover and a seconder;

f) Each Member nominated shall be asked to accept the nomination. The Member must be present to accept the nomination unless the Member has advised the Secretary-Treasurer in writing or by email in advance of the election of their willingness to accept the nomination.

If one Nominee:

g) If only one nominee the individual shall be declared into the position by acclamation.

If More than One Nominee:

h) In the event of an election, each nominee shall be permitted not more than three (3) minutes to speak for the office, in the order of the alphabetical listing by surnames.

i) Upon the acceptance by nominees to stand for election to the position of office, ballots shall be distributed to the Members by the scrutineers for the purpose of election and the Acting Chair shall ask the Members to write the name of one individual only on the ballot.

j) The scrutineers shall collect the ballots, leave the meeting to count the ballots, return and advise the Acting Chair who was elected with more than 50% of the vote.

A majority vote shall be required for election. If there are more than two nominees, and upon the first vote no nominee receives the majority required for election, the name of the person with the least number of votes shall be removed from further consideration for the office and new ballots shall be distributed. In the case of a vote where no nominee receives the majority required for election and where two or more nominees are tied with the least number of votes, a special vote shall be taken to decide which one of such tied nominees' names shall be dropped from the list of names to be voted on in the next vote.

Should there be a tie vote between two remaining candidates, new ballots shall be distributed and a second vote held. Should there still be a tie after the second ballot a third vote shall be held. Should there be a tie after the third vote, the election of the office shall be decided by lot drawn by the Acting Chair or designate.