

INTERLAKE BYLAW 1 - 2018
INTERLAKE REGIONAL WATER BOARD
GENERAL CORPORATE BYLAW

1. INTERPRETATION

- (a) **DEFINITIONS** – In this bylaw, unless the context otherwise requires:

“Act” means *The Municipalities Act*, as amended from time to time, and in the case of such amendment, any references to the bylaw of the Utility shall be read as referring to the amended provisions.

“Administrator” means the person employed or contracted by the Board to oversee the management of the Utility as more particularly set out at Subsection 9(c).

“Board” means the board of directors of the Utility.

“Bylaw” means this general corporate bylaw.

“Chairperson” means the Chairperson of the Board appointed pursuant to subsection 7(e).

“Director” means a director of the Board appointed pursuant to Section 5.

“Member” and **“Member Municipality”** means a rural municipality or resort village involved in the agreement establishing the Utility.

“Members’ Representatives” means the councillors of the Member Municipalities who shall collectively represent their respective Member Municipality at all meetings of Members.

“Ratepayer” means an individual who resides in a Member Municipality and is liable for the payment of local property taxes to such Member Municipality.

“Subscriber” means a person who subscribes in the prescribed form to receive the benefit of the Utility.

“Utility” means Interlake Regional Water Board, a body corporate established on or about May 31, 2008, by agreement between the Rural Municipality of Meota No. 468 and the Resort Village of Cochin pursuant to Section 33 of the Act.

“Vice-Chairperson” means the Vice-Chairperson of the Board appointed pursuant to subsection 7(e).

- (b) Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein.
- (c) Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and

words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

2. OBJECTS

The object of the Utility is to construct, maintain and operate a system for the supply, treatment, storage and distribution of water for the benefit of its Subscribers.

3. MEMBERSHIP

- (a) The membership of the Utility shall consist of one class of members who shall be entitled to all privileges of membership including the right to vote at meetings of members.
- (b) The Rural Municipality of Meota No. 468 and the Resort Village of Cochin shall be the initial members of the Utility.
- (c) A municipality may join the Utility with the unanimous consent of the current Member Municipalities and by amendment of this bylaw.
- (d) A Member Municipality may choose to withdraw from the Utility at any time by providing ONE (1) years notice to the Utility and the other Members. Upon receipt of a request to withdraw, the withdrawal shall be completed by amendment of this bylaw at the expiration of the ONE (1) years notice. Notwithstanding that a Member Municipality withdraws from the Utility, it shall continue to pay over to the Utility any moneys collected with respect to such sums, rates or costs as set out in Section 31 of the Act.

4. ANNUAL MEETING OF MEMBERS

- (a) An annual meeting of Members shall be held at least once per year no later than 120 days following the end of each fiscal year at a time and place fixed by the Directors in consultation with the Members, for the following purposes:
 - (i) To review the auditor's report and financial statements of the Utility.
 - (ii) To appoint an auditor.
 - (iii) To consider amendments to the Bylaw.
 - (iv) To transact such other business as may be properly brought to an annual meeting.
- (b) The Chairperson, or in his/her absence the Vice-Chairperson, shall call a special meeting of the Members at any time upon the written request of any Member or if required pursuant to Subsection 11(a).
- (c) All business transacted at an annual or special meeting of Members other than consideration of the auditor's report and financial statements, election of

directors and reappointment of the incumbent auditor, shall be deemed to be special business.

- (d) No special business may be transacted at a meeting of Members unless the notice of the meeting stated the business in sufficient detail to permit Members to form a reasoned judgment thereon, provided that upon unanimous consent of all members such special business may be transacted.
- (e) Notice of the time and place of the meeting of Members shall be sent to the Members not less than 21 days before the annual meeting and 10 days before any special meeting.
- (f) Meetings of Members shall be chaired by the Chairperson, or in his/her absence, the Vice-Chairperson.
- (g) Each Member shall be represented at a meeting of Members by the Members' Representatives.
- (h) Each Member shall be entitled to one (1) vote irrespective of the number of councillors of the Member Municipalities who may be present at a meeting of Members and it shall be incumbent upon each Member Municipality to designate which of its Representatives will cast its vote and shall do so forthwith upon the meeting being called to order.
- (i) Conduct of members meetings shall be governed by the latest edition of Roberts Rules of Order.
- (j) A resolution in writing signed by all of the Members is as valid as if it had been passed at a meeting of Members.

5. BOARD MEMBERSHIP

- (a) The Board shall consist of a maximum of FOUR (4) Directors, with two (2) Directors to be appointed by the Rural Municipality of Meota No. 468 and two (2) Directors to be appointed by the Resort Village of Cochin.
- (b) Appointments to the Board shall be made by resolution of each Member's respective municipal Council. At least one of the Directors appointed by each Member must be a Subscriber.
- (c) Qualifications of directors:
 - (i) Must be a Subscriber or a ratepayer in one of the Member Municipalities.
 - (ii) Must be eighteen years of age or over.
 - (iii) Must not be a "Utility" an auditor, accountant, lawyer, contractor or employee.

- (d) Directors shall be appointed for a two year term. Directors shall be eligible to serve for additional terms to a maximum of 3 terms and shall be eligible for further appointment after an absence of one full term.
- (e) Directors may be removed and replaced at any time for any reason by resolution of the Member Municipality that appointed them.
- (f) Any Director who misses three consecutive meetings may be dismissed at the discretion of the Board and the Member Municipality that had appointed such Director may by resolution appoint a director to fill the vacant position for the balance of the term.
- (g) In the event any Director's position becomes vacant during the term for which that Director had been appointed, the Member Municipality that had appointed such Director may by resolution appoint a Director to fill the vacant position for the balance of the term.

6. BOARD DUTIES AND RESPONSIBILITIES

The Board is accountable to the Subscribers and Members. The Board shall be responsible for managing and supervising the activities and affairs of the Utility and, without limiting the generality of the foregoing, the Board shall:

- (a) Develop a long-range business plan in consultation with the Members and may delegate implementation of the business plan to the Administrator.
- (b) Provide quarterly summary reports to the Members regarding:
 - (i) current financial information;
 - (ii) current activities and operations; and,
 - (iii) matters that the Board deems are significant and need to be disclosed to the Members.

7. BOARD POWERS

In carrying out its responsibilities, the Board shall have all the powers conferred on a council or municipality by Sections 23 to 32 of the Act, with full authority to act on behalf of the Members between annual or special meetings, including the power:

- (a) To establish rules, procedures and policies, not inconsistent with this Bylaw or the Act, governing the management of the Utility and for the carrying out of its objects and the provisions of this Bylaw.
- (b) To appoint, employ, contract and remove such agents, employees, or other persons as are deemed necessary to carry out the objects and purposes of the Utility, to prescribe their duties, and to fix their compensation.

- (c) To enact, amend, repeal or replace such Utility bylaws as necessary to govern the procedure and provision of water supply to Subscribers. All such Utility bylaws shall be forwarded to the Member Municipalities for approval and shall take effect when approved by the Member Municipalities. Bylaws requiring Ministerial approval shall take effect when approved by the Minister.
- (d) To employ or contract an Administrator.
- (e) To annually, at its first meeting following the annual meeting of members, elect a Chairperson and Vice-Chairperson from among the directors, and promptly notify the Members as to who is elected. If any office becomes vacant, the directors may by ordinary resolution appoint a successor to fill such vacancy until the next annual meeting of members.
- (f) To register an easement against all properties where a Utility owned water line is installed.
- (g) To delegate to the Administrator any or all of the powers described above.

8. BOARD MEETINGS

- (a) The Board shall hold regular meetings at such dates and times as the Board shall determine at its first meeting following the annual meeting of members.
- (b) A Board meeting may be called at any time or place by the Chairperson or, in his/her absence, by the Vice-Chairperson.
- (c) Every Director shall be given reasonable notice of a Board meeting.
- (d) A quorum shall consist of a simple majority of the Directors present at a Board meeting.
- (e) There shall be no voting by proxy.
- (f) The Chairperson shall have the privilege of voting. In the event of a tie vote, the motion is lost. An abstention from voting shall be deemed to be a vote in the negative.
- (g) It shall be the duty of every Director who is in any way, whether directly or indirectly, in a conflict of interest to declare such conflict and to refrain from voting on any item of business where such conflict exists.
- (h) No act of the Board shall be invalid solely as a result of there being less than 4 Directors present at a meeting of the Board.

9. OFFICERS DUTIES

- (a) The Chairperson shall preside at all Board meetings and Members' meetings.

- (b) The Vice-Chairperson, in the absence of the Chairperson, shall discharge the duties of the Chairperson.
- (c) The Administrator shall be responsible for the general administration and management of the Utility in accordance with policies established by the Board and shall carry out the following duties:
 - (i) Attend and keep minutes of all meetings of the Board;
 - (ii) Have charge of the seal, if any, of the Utility;
 - (iii) Conduct the correspondence and have all charge of all financial corporate records, books, papers and documents of the Utility;
 - (iv) Keep full and accurate accounting records of all assets, liabilities, receipts and disbursement of the Utility;
 - (v) Deposit all money and other valuables in the name of and for the credit of the Utility in such financial institutions as may from time to time be designated by the Board;
 - (vi) Disburse funds of the Utility under the direction of the Board and shall, whenever required, render to the Board an account of all such transactions;
 - (vii) Present to the Board regular financial statements in a form acceptable to the Board for review. Once the financial statements have been approved by the Board, copies shall be provided to each of the Member Municipalities;
 - (viii) Implementation of the business plan developed by the Board; and,
 - (viii) Perform such other duties and exercise such other powers as are incidental to the office or as may be required or delegated, from time to time, by the Board.
- (d) Contracts, documents or other instruments requiring execution by the Utility shall be signed on behalf of the Utility by two persons, one of which shall be the Chairperson or Vice-Chairperson and the other the Administrator.

10. FINANCIAL MATTERS

- (a) The fiscal year of the Utility shall end on December 31 in each year.
- (b) The Member Municipalities shall appoint an auditor of the Utility in accordance with Section 188 of the Act.
- (c) The Board shall comply with the annual financial statements and auditor's report requirements as set out in Division 10 (Sections 185 to 191) of the Act.
- (d) The Utility must be financially self-supporting and incur no financial obligations for the Members unless specifically authorized by resolution of the Members.

- (e) At least 30 days prior to the end of the fiscal year, the Board shall submit an annual operating budget and any capital budget to the Members for approval by resolution of the Members.
- (f) Subject to Section 34 of the Act and Section 10(d) of this Bylaw, the Board may borrow money on the credit of the Utility on such terms and conditions as the Board may determine, provided that all loans over \$10,000.00 must be approved by the Members.
- (g) The Members shall add to their respective tax rolls the outstanding debts as certified by the Administrator and received by the Members prior to December 31, annually.
- (h) The Utility shall provide for security or fidelity bonding and insurance coverage as deemed prudent and necessary.

11. DISPUTE RESOLUTION

- (a) In the event that the Board is unable to achieve consensus on any matter that in the opinion of the Chairperson could have significant consequences to the Utility, the Chairperson shall, in accordance with Section 4, promptly call a special meeting of Members to address the matter. The Members shall attempt in good faith to resolve the matter at the special meeting of Members. If they are unable to resolve the matter at the special meeting of Members, the Members shall then submit the matter to binding arbitration in accordance with Section 12.
- (b) In the event of a dispute arising out of these Bylaws and its interpretation, performance or breach, the Members shall attempt in good faith to resolve the matter in dispute promptly through informal negotiations. If the Members are unable to resolve a dispute within 14 days of commencing informal negotiations, then the Members shall submit the matter to binding arbitration in accordance with Section 12.

12. ARBITRATION

- (a) All disputes that cannot be resolved between the parties pursuant to Section 11 shall be submitted to arbitration pursuant to *The Arbitration Act, 1992*.
- (b) There shall be one (1) arbitrator agreed to by the members within 20 days after compliance with the provisions of Section 11, or in default thereof an arbitrator shall be appointed by the Court of Queen's Bench on application by either member.
- (c) The arbitrator shall determine his/her own rules and procedures and the rules of evidence he/she shall follow, subject to the provisions of *The Arbitration Act, 1992*.

13. BYLAW AMENDMENTS

The Members may make, amend or repeal this Bylaw or any bylaw that regulates the activities or affairs of the Utility at any Members' meeting.

14. DISSOLUTION

The Utility may only be dissolved or discontinued in accordance with Sections 29 and 37 of the Act.

15. EFFECTIVE DATE

This Bylaw becomes effective when all Member Municipalities have passed it by bylaw of their respective Councils.

16. REPEALED

Interlake Regional Water Board General Corporate Bylaw 09-2013 passed May 7th, 2013 is repealed.

IN WITNESS WHEREOF, the Parties hereto have caused their respective corporate seals to be affixed to this bylaw as attested thereto by their respective officers in the behalf as noted below.

Signed and sealed by the:

R.M. of Meota No. 468 this 10 day of July, 2018



[Signature]
Reeve

[Signature]
Administrator

Signed and sealed by the:

Resort Village of Cochin this 17 day of July, 2018



[Signature]
Mayor

[Signature]
Administrator