

BY-LAW NO. 1

REPLACED BY
5-02
JAN 24/02

BEING A BY-LAW OF THE BOARD OF DIRECTORS OF THE
TRIVILLAGE REGIONAL SEWER SERVICES COMMISSION
GOVERNING THE ADMINISTRATION OF THE TRIVILLAGE
REGIONAL SEWER SERVICES COMMISSION

WHEREAS the TRIVILLAGE REGIONAL SEWAGE SERVICES
COMMISSION has been established by the Lieutenant Governor
in Council under Order In Council No. _____ made pursuant to
The Regional Municipal Services Act, R.S.A. 1980, c. R-9.1 s.
2; and

WHEREAS the Board of Directors of the TRIVILLAGE
REGIONAL SEWAGE SERVICES COMMISSION has been duly appointed
under Ministerial Order No. _____ pursuant to s. 5 of the
said Act and the Board of Directors now wisher to make a By-
law pursuant to s. 8 of the said Act governing the
administration of the TRIVILLAGE REGIONAL SEWAGE SERVICES
COMMISSION;

NOW THEREFORE BE IT ENACTED as a By-law of the Board of
Directors of the TRIVILLAGE REGIONAL SEWAGE SERVICES
COMMISSION as follows:

SECTION 1

DEFINITIONS

In this By-law,

1.1 "Act" shall mean The Regional Municipal
Services Act R.S.A. 1980 c.R-9.1 as amended
from time to time;

- 1.2 "Board" shall mean the Board of Directors of the TRIVILLAGE REGIONAL SEWAGE SERVICES COMMISSION appointed pursuant to s. 5 of the Act;
- 1.3 "Chairman" shall mean the Chairman of the Board appointed pursuant to Section 3 of this By-law;
- 1.4 "Commission" shall mean the TRIVILLAGE REGIONAL SEWAGE SERVICES COMMISSION;
- 1.5 "Administrative Committee" shall mean the Committee established pursuant to Section 6 of this By-Law;
- 1.6. "Secretary-Treasurer" shall mean the Secretary-Treasurer of the Commission appointed by the Board pursuant to Section 4 of this by-Law;
- 1.7 "Members" shall mean the members of the Commission appointed by the Lieutenant Governor in Council from time to time pursuant to Section 2 of the Act;
- 1.8 "Operations Committee" shall mean the Committee established pursuant to Section 7 of this By-Law;
- 1.9 "Vice-Chairman" shall mean the Vice-Chairman of the Commission appointed pursuant to Section 3 of this By-Law.

SECTION 2

BOARD MEETINGS AND COMMITTEE MEETINGS

- 2.1 The Board shall meet on and at such date, time and place as may be directed by the Chairman or as may be determined from time to time by the Board.
- 2.2 A quorum for meetings of the Board shall be three (3) Directors of the Board, consisting of one (1) representative from each Member.
- 2.3 Except as otherwise provided, the business of the Board or of a Committee thereof shall be conducted at meetings of the Directors of the Board or the Committee.
- 2.4 Notice of the time and place of any regularly scheduled meeting of the Board or of th Committee need not be given to the Directors of the Board or the Committee.
- 2.5 Each Director of the Board or of a Committee shall have one (1) vote except when only one Director of a Member is present in which case that Director shall have two (2) votes and the Chairman shall not in any event have a second or casting vote.

- 2.6 A vote on a matter shall not be recorded unless specifically directed by the Chairman or by any Director of the Board.
- 2.7 In the absence of the Chairman and the Vice-Chairman from a meeting of the Board, those present may elect one of their Directors to preside as Chairman at the meeting.
- 2.8 The agenda for all meetings of the Board shall be prepared by the Secretary-Treasurer and approved by the Chairman or the Chairman of the Committee involved as the case may be.
- 2.9 Directors of the Board, at the discretion of the Chairman of a meeting of the Board, shall be entitled to speak more than once on any matter before the Board and the mover shall be entitled to close the debate on any matter.
- 2.10 With respect to motions before the Board the following shall apply:
- (a) General - no seconder required;
 - (b) Referral or Deferral - debatable;
 - (c) Tabling - nondebatable;
 - (d) Amending - no seconder required;

- (e) Separation - can be requested;
- (f) Reconsideration - must be made by voter on prevailing side of original motion at same meeting or by notice of motion;
- (g) Notice of Motion - In writing prior to distribution of Agenda or by waiving of rules of Procedure or by verbal notice at a meeting for the next meeting.

2.11 In the event that a question shall arise as to the rules of procedure to be followed at a meeting of the Board or a Committee thereof, and if the procedure to be followed has not been otherwise dealt with by By-Law of the Board, Roberts Rules of Order shall apply to such question.

2.12 Any motion to waive a rule of procedure established by By-Lay of the Board, or, in the absence of a By-Law, by Roberts Rules of Order, shall require an affirmative vote by all Board Directors in attendance at the meeting.

2.13 The Board and each Committee thereof shall cause minutes to be kept of each

Board or Committee meeting and minutes of all Committee meetings, once adopted, shall be distributed promptly to all Board Directors.

2.14 The Board shall appoint the Chairman-Administrative Committee and the Chairman-Operations Committee from amongst the Directors on those Committees.

2.15 In the absence of a Director of a Committee at a meeting of the Committee the alternate Director of the Board for the Director absent shall be entitled to take the place of the absent Director at the Committee meeting.

SECTION 3

CHAIRMAN AND VICE-CHAIRMAN

3.1 The Board shall annually appoint from amongst its Directors a Chairman to serve as its Chairman for a term of one (1) year beginning on (AMENDED BY BY-LAW #3 - January 1st of the year in which the appointment occurs and ending on the following December 31st.) September 1st.

3.2 The Board shall annually appoint from amongst its Directors a Vice-Chairman who shall serve as Vice-Chairman for a term of one (1) year beginning on (AMENDED BY BY-LAW #3 - January 1st of the year in which the

appointment occurs and ending on the following December 31st unless otherwise determined by the Board.) September 1st.

- 3.3 In the absence of the Chairman, the Vice-Chairman shall preside at all regular and special meetings of the Board.
- 3.4 The Board Directors shall be paid such remuneration, travelling and other expenses by the Commission as may be approved from time to time by the Board.
- 3.5. The Chairman shall be an ex-officio member of the Administrative Committee and the Operations Committee and any other committee appointed by the Board from time to time in addition to any other Directors appointed to those committees.
- 3.6 Notwithstanding that the term of office of the Chairman or the Vice-Chairman may have expired, the Chairman and the Vice-Chairman shall remain in office until such time as a successor has been appointed.
- 3.7 The office of Chairman and Vice-Chairman shall be rotated each year such that each Director shall have served one term in each office before a Director is eligible to serve a

second term in either office.

SECTION 4

SECRETARY TREASURER AND OTHER OFFICIALS

4.1 The Board shall appoint a Secretary-Treasurer who shall act as the chief administrative officer of the Commission.

4.2 The duties and responsibilities of the Secretary Treasurer shall include the following:

- (a) advising the Board of all information relevant and necessary for the performance of its legislated duties and responsibilities, and of alternatives for policy development;
- (b) reporting to the Board on all matters which will or may be relevant to their responsibilities, as the governing body;
- (c) performing such other duties related to the mandate as the Board may direct from time to time.

4.3. The Board shall appoint such other officials as the Board shall deem necessary from time to time to serve the needs of the Commission and shall define

the duties and responsibilities of any such official so appointed.

SECTION 5

ADMINISTRATIVE COMMITTEE

- 5.1 There shall be established a Administrative Committee of the Board, one Director from each Member, which shall consist of three (3) Directors of the Board appointed by the Board.
- 5.2 The Chairman - Administrative Committee shall be selected by the Board and the Vice-Chairman - Administrative Committee shall be selected by the Administrative Committee.
- 5.3 The Chairman - Administrative Committee shall preside at meetings of the Administrative Committee and in the absence of the Chairman - Administrative Committee, the Vice-Chairman - Administrative Committee shall preside.
- 5.4 Regular meetings of the Administrative Committee shall be held on such day, time and place as may be determined from time to time by the Administrative Committee and either the Chairman - Administrative Committee or the Vice-Chairman - Administrative Committee shall be at liberty to call a special meeting of the

Administrative Committee.

5.5 The quorum for all regular and special meetings of the Administrative Committee shall be two (2) Directors.

5.6 The duties and responsibilities of the Administrative Committee shall include the following:

- (a) Preparation of and recommendation of the Annual Budget to the Board;
- (b) Budgetary control;
- (c) Analysis and recommendation on rates structure;
- (d) Arrangement of short and long term financing including the investment of excess funds;
- (e) Recommendation to the Board on the appointment of Auditors;
- (f) Service as a Audit Committee;
- (g) Review all accounts; and
- (h) Such other duties and responsibilities as may from time to time be delegated to the Administrative Committee by the Board.

ADDED BY BY-LAW #3:

- (i) Administrative and Legislative review

- 6.1 There shall be established an Operations Committee of the Board which shall consist of three (3) Directors of the Board one Director from each Member, appointed by the Board.
- 6.2 The Chairman - Operations Committee shall be selected by the Board and the Vice-Chairman - Operations Committee shall be selected by the Operations Committee.
- 6.3 The Chairman - Operations Committee shall preside at meetings of the Operations Committee and in the absence of the Chairman - Operations Committee, the Vice-Chairman - Operations Committee shall preside.
- 6.4 Regular meetings of the Operations Committee shall be held on such day, time and place as may be determined from time to time by the Operations Committee and either the Chairman - Operations Committee or the Vice-Chairman - Operations Committee shall be at liberty to call a special meeting of the Operations Committee.
- 6.5 The quorum for all regular and special meetings of the Operations Committee

shall be two (2) Directors.

6.6 The duties and responsibilities of the Operations Committee shall include the following:

- (a) Development and administration of policy on service connections;
- (b) Analysis and recommendation to the Board on service expansion including membership on the Board;
- (c) Review and report to the Board on system and plant operation; and
- (d) Such other duties and responsibilities as may from time to time be delegated to the Operations Committee by the Board.

ADDED BY BY-LAW #3:

- (e) Develop and maintain an operational policy manual

SECTION 7

SEAL

7.1 The Board shall adopt a seal of the Commission and the seal shall be in the custody of the Secretary-Treasurer under the control of the Board.

7.2 The seal of the Commission shall not be affixed to any document except by the authority of a Resolution of the Board

and in the presence of the Chairman or Vice-Chairman or any other person appointed by the Board and in the presence of the Secretary-Treasurer or any other person or official appointed by the Board.

SECTION 8

FINANCIAL REPORTS AND BANKING

- 8.1 The Board shall cause to be kept proper books of account and records and such books of accounts and records together with all papers and other documents relating to the Commission shall be kept at the office of the Commission and shall be open during regular Board meetings for the inspection and examination of every Director of the Board.
- 8.2 The Board shall appoint an auditor or auditors who shall be a member or members of the Institute of Chartered Accountants who shall audit the accounts and affairs of the Commission in accordance with the requirements of the Act.
- 8.3 The Board shall cause minutes to be made and books to be provided for the purpose of recording all Resolutions passed by and of all proceedings of any meeting of

the Board and any Committee and shall cause to be recorded the names of all persons present at such meeting.

8.4 The Board shall at all times ensure that the requirements of the Act relating to the delivery of reports, financial statements and information to the members of the Commission are met.

8.5 The Board shall from time to time appoint a bank or banks as banker or bankers for the Commission and the Board shall designate those officials and members of the Board who are authorized to sign cheques on behalf of the Board.

SECTION 9

HONORARIA AND EXPENSES FOR BOARD DIRECTORS

9.1 The Board shall from time to time designate the remuneration payable to Directors of the Board and provide for the reimbursement of Directors of the Board and their alternates for expenses incurred in the course of their duties as Directors of the Board.

SECTION 10

AMENDMENTS

10.1 This By-Law may be amended from time to time with the approval of the Board.

ENACTED at a meeting of the Board of Directors of
the TRIVILLAGE REGIONAL SEWAGE SERVICES COMMISSION at a
meeting duly held on the day of , A.D. 19

CHAIRMAN

SECRETARY-TREASURER