



# The Halton Region Conservation Authority General Membership By-law No. 2018-01

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# THE HALTON REGION CONSERVATION AUTHORITY GENERAL MEMBERSHIP

## By-law No. 2018-01

### A. Definitions

“**Act**” means the [Conservation Authorities Act](#), R.S.O. 1990, Chapter C.27

“**Authority**” means the Halton Region Conservation Authority.

“**Business Day(s)**” means a day other than a Saturday, Sunday, or a civic or public holiday which is a declared holiday in Ontario.

“**President & CEO/Secretary-Treasurer**” means the President & Chief Executive Officer/Secretary-Treasurer of the Authority, as appointed by the General Membership and which may, by resolution of the General Membership, include the responsibilities of the Secretary-Treasurer, if so designated by resolution of the General Membership.

“**Chair**” means the Chairperson as referenced in the Act as elected by the Members of the General Membership.

“**Civic or Public Holiday**” means those listed as holidays in the [Employment Standards Act](#), 2000, Part 1(1), Public Holiday, as amended from time to time, with the exception of Civic Holiday, Easter Monday, and Remembrance Day.

“**Committee(s)**” means any Committee and/or Advisory Board of the General Membership, including but not limited to the to the Compensation Committee, the Finance & Audit Committee, and the Governance & Risk Committee.

“**Delegation**” means a person or a group of persons who address the General Membership on behalf of an individual or a group for the purpose of making a presentation to the Members.

“**Fiscal Year**” means the period from January 1 through December 31 in each year.

“**General Membership**” means all of the Members, collectively.

“**In Camera**” means any regular or special Meeting of the General Membership or any one (1) of its Committees sitting in closed session not open to the public.

“**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 (1).

“**Member(s)**” shall mean the Member(s) appointed to the General Membership by the Participating Municipalities in the Authority’s area of jurisdiction.

“**Meeting**” means any regular or special Meeting of the General Membership, or any Committee of the General Membership.

“**MFIPPA**” means the [Municipal Freedom of Information and Protection of Privacy Act](#).

“**Minister**” means the Minister as defined in the Act.

**“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) and the President & CEO/Secretary-Treasurer.

**“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.

**“Recorded Vote”** means the recording of the name and vote of every Member on a motion during a meeting.

**“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 General Membership. 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 fifty-one (51) per cent of those represented after the votes are weighted by the percentage that applies under [Ontario Regulation 402/22](#) for Budget and Apportionment.

## B. Governance

### 1. Members

#### a) *Appointments*

Participating Municipalities within the jurisdiction of the Authority shall appoint Members in accordance with [section 14](#) of the Act. An additional agricultural sector representative may be appointed to the Authority by the Minister.

Appointed Members must reside in a Participating Municipality within the Authority's area of jurisdiction. Participating municipalities must ensure that at least seventy (70) per cent of their appointees are selected from among the members of the municipal council or apply to the Minister for permission to appoint less than this percentage. Additional appointees may include citizens as well as an additional member who may be appointed by the Minister as a representative of the agricultural sector.

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

#### 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 (4) years at the discretion of the appointing Participating Municipality. The term begins with the first meeting of the General Membership following their appointment and ends immediately before the first meeting of the General Membership following the appointment of their replacement. The President & CEO/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 their 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 power of an authority under [section 21](#) of the Act for the purposes of accomplishing its objects, the powers of the General Membership include but are not limited to:

- i. Approving by resolution the creation of committees, advisory boards, members thereof, and the terms of reference for the committees and advisory boards;
- ii. Appointing a President & CEO/Secretary-Treasurer, a President & CEO, and a Secretary-Treasurer;
- iii. Terminating the services of the President & CEO/Secretary-Treasurer, President & CEO, and Secretary-Treasurer;
- iv. Approving, establishing, and implementing regulations, policies, and programs;
- v. Awarding contracts or agreements where the approval of the General Membership is required under the Authority's Purchasing Policy;

- vi. Appointing an Executive Committee and delegating to an Executive Committee any of its powers except:
  - i. The termination of the services of the President & CEO/Secretary-Treasurer,
  - ii. The power to raise money, and
  - iii. The power 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 for any new or existing capital projects;
- x. Approving 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 [section 3\(5\)](#) of the Act;
- xiii. Approving by resolution any proposed acquisition 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; and
- 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 Ontario Land Tribunal.

**d) Member Accountability**

Participating Municipalities appoint Members to the General Membership as their representatives. Members have the responsibilities of Directors of the corporation that is the General Membership. 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, ensuring appropriate policies are in place, and for the 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 3), as adopted by the General Membership.

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 their official duties. Every Member will abide by the legislative requirements of the position and this By-law.

Members' responsibilities include:

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

- v. Adhering to the [Code of Conduct](#) (Appendix 1);
- vi. Advancing the Strategic Plan;
- vii. Advancing the Mission of the Authority;
- viii. Supporting the fundraising efforts of the Conservation Halton Foundation;
- ix. Ensuring the fiscal stability of the Authority; and
- x. Recruiting, interviewing, and hiring a President & CEO/Secretary-Treasurer and performance managing the work of the President & CEO/Secretary-Treasurer.

**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](#);
- [Accessibility for Ontarians with Disabilities Act](#); and
- [Occupational Health and Safety Act](#).

If any part of the By-law conflicts with any provision of the [Municipal Conflict of Interest Act](#), the [Municipal Freedom of Information and Protection of Privacy Act](#), or a provision of a regulation made under one of these Acts, the provision of that Act or regulation prevails.

**f) *Relationship between Members and Staff***

The General Membership relies on the President & CEO/Secretary-Treasurer to manage the operations of the organization, including all employees of the Authority. The President & CEO/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 President & CEO/Secretary-Treasurer.

**2. Officers**

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

**Chair**

- Is a Member of the General Membership;
- Presides at all meetings of the General Membership (and Executive Committee, if applicable);
- Calls special meetings, if necessary;
- Supports the President & CEO/Secretary-Treasurer to ensure General Membership resolutions are carried out;
- Assists the President & CEO/Secretary-Treasurer in preparing agendas for General Membership meetings, where required;
- Periodically consults with the General Membership on their roles;
- Represents the Authority at Conservation Ontario Council meetings;
- Serves as ex-officio Member of Conservation Halton Foundation Board of Directors;



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

With respect to any meetings over which they preside, to:

- 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;
- Receive and submit to a vote all motions presented by the Members which do not contravene the rules and regulations of the General Membership;
- Announce the results of the vote on any motions so presented;
- Decline to put to a vote motions that infringe upon the rules and regulations, or which are beyond the jurisdiction of the General Membership;
- Enforce on all occasions the observance of order and decorum among the Members;
- Adjourn the meeting when business is concluded;
- Adjourn the sitting without any questions being asked, or suspend or recess the sitting for a time to be named, if considered necessary;
- Represent and support the Authority, declaring its will and implicitly obeying its decisions in all things; and
- Perform other duties when directed to do so by resolution of the General Membership.

#### Vice-Chair(s)

- Member(s) of the General Membership;
- Attends all meetings of the General Membership (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 their duties;
- Serves as a member of the Conservation Halton Foundation Board of Directors; and
- Serves as a Signing Officer for the Authority.

#### President & CEO/Secretary-Treasurer

Responsibilities of the President & CEO/Secretary-Treasurer as assigned by the General Membership 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 President & CEO 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 all Staff and programs of the Authority;
- Ensures resolutions of the General Membership are implemented in a timely fashion;
- Develops and maintains effective relationships and ensures good communication with Participating Municipalities, federal and provincial government ministries/agencies, Indigenous communities, other conservation authorities, Conservation Ontario, stakeholders, and community groups and associations;
- Makes recommendations as applicable to the General Membership regarding suggested policy changes;
- Acts as public spokesperson on behalf of the Authority;
- Represents the Authority at Conservation Ontario Council, ad hoc, and Task Force meetings;
- Negotiates and enters into contracts with external agencies/partners to carry out the goals of the organization in accordance with the Purchasing Policy;
- Fulfills the requirements of the Secretary-Treasurer as defined in the Act;
- Is the custodian of the Corporate Seal;
- Serves as a member of the Conservation Halton Foundation Board of Directors;
- Serves as a Signing Officer for the Authority; and
- Ensures the practices, activities, and decisions of the Authority consider the provisions of the [President & CEO/Secretary-Treasurer Management Authority Limits Policy](#) (Appendix 5).

### **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. Representatives to Conservation Ontario Council**

The General Membership may appoint up to three (3) Representatives to the Conservation Ontario Council (“Council”), designated as Voting Delegate and Alternate(s). The Council will consist of the Voting Delegates appointed by the General Membership of each member conservation authority. The Voting Delegate and Alternates shall be registered with Conservation Ontario annually.

## **5. Election of Chair and Vice-Chair(s)**

The election of the Chair and one (1) or more Vice-Chair(s) shall be held in accordance with the Act at the Annual/Inaugural Meeting of the General Membership held prior to May 31 of each year in accordance with the General Membership's [Procedure for Election of Officers](#) (Appendix 4). Successors to the positions of Chair and Vice-Chair shall be a Member from a different Participating Municipality from the incumbent. Upon application by an Authority or a Participating Municipality, the Minister may grant permission for a Member who was appointed to the Authority by the same Participating Municipality that appointed the outgoing Chair or Vice-Chair to serve as Chair or Vice-Chair.

## **6. Maximum Term for Chair and Vice-Chair(s)**

Both the Chair and Vice-Chair(s) shall hold office for a term of one (1) year and shall serve for no more than two (2) consecutive terms. Notwithstanding these terms, the Minister may grant permission (upon application by an Authority or a Participating Municipality) for a Chair or Vice-Chair to serve for a term of more than one (1) year or to hold office for more than two (2) consecutive terms.

## **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. Financial Statements and Report of the Auditor**

The Authority's accounts and transactions will be audited annually by a person licensed under the [Public Accounting Act, 2004](#), and shall ensure that the annual audit is prepared in accordance with generally accepted accounting principles for local governments recommended by the Public Sector Accounting Board of the Chartered Professional Accountants of Canada.

The General Membership shall receive and approve the Audited Financial Statements and Report of the Auditor annually for the previous year at a meeting of the General Membership held prior to the first day of May each year.

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 within sixty (60) days of receiving the Auditor's Report. The Audited Financial Statements will be included in the Authority's Annual Report.

## **9. 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.

## 10. Signing Officers

All deeds, transfers, assignments, contracts, and obligations entered into by the Authority shall be signed by the Signing Officers of the Authority. Signing Officers of the Authority are as follows: Chair; Vice-Chair; President & CEO/Secretary-Treasurer; Chief Operating Officer (COO); Director, Parks & Operations; and Director, Finance, and their delegates when a Signing Officer position becomes vacant.

The President & CEO/Secretary-Treasurer may delegate approval of signing authority to positions to enable decisions to be made by those persons who are in the most appropriate position to do so within the Authority, in terms of their accountability, control, and knowledge. Once the vacant Signing Officer position is filled/no longer vacant, the delegated authority returns to the Signing Officer of the Authority.

A Signing Officer cannot assign responsibility to someone else for temporary absences or vacations.

Any Delegation of Signing Authority will be signed off by the President & CEO/Secretary-Treasurer and the duration (if known) should be agreed upon at the time when the need for delegation arises.

The Delegation of Signing Authority must be kept on file in the office of the Signing Officer and be readily available as required by Internal Audit and/or Finance.

Any two (2) of the named Signing Officer positions shall be required for signing bank documents and agreements that bind the Authority, and any other document or agreement that requires two (2) signatures. In all other circumstances where the contract or agreements are necessarily incidental to the works approved by the Authority, a single signature of the President & CEO/Secretary-Treasurer, or their delegate, will be sufficient to bind the Authority.

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

## 11. Levies and Audit Reports

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

Each Participating Municipality will be advised of a scheduled discussion of the budget and levy of the Authority thirty (30) days prior to the General Membership's Meeting conducting such discussion.

Within thirty (30) days following the adoption of the Authority's budget in each year and, if so required by municipal by-law, no later than April 1 in each year, the President & CEO/Secretary-Treasurer or the Director, Finance shall send to the Clerk of each Participating Municipality a notice indicating the monies due to the Authority from each Participating Municipality, and the apportionment of those monies due shall be as required by the Act and as approved by the General Membership. A copy of the Auditor's report for the preceding year shall be sent to the Clerk of each Participating Municipality and the Ministry.

## 12. Executive Committee

The General Membership may appoint an Executive Committee at the first meeting of the General Membership each year in accordance with [section 19](#) of the Act and section B.1(c) of this By-law.

## 13. Advisory Boards and Other Committees

In accordance with [section 18\(2\)](#) of the Act, the General Membership 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, frequency of meetings, and number of Members required.

Resolutions and policies governing the operation of the General Membership 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 General Membership.

Committees of the General Membership include but are not limited to:

- President & CEO/Secretary-Treasurer Compensation Committee (Comp)
- Finance & Audit Committee (F&A)
- Governance & Risk Committee (G&R)

## 14. Remuneration of Members

Members who are present for the full duration of a duly called Meeting and who are officially appointed to the Board(s) or Committee(s) holding such Meeting shall be entitled to payment of a per diem. No Member may collect more than one (1) per diem per day. Per diem rates shall be set and approved by the General Membership from time to time. Where a Member is duly authorized to attend to General Membership business other than at a Meeting, the Member shall be entitled to a per diem for attending at such business.

Members who take on additional roles as Chair/Vice-Chair of the General Membership may be entitled to the payment of additional per diems/compensations as provided in the President & CEO departmental budget allocation for elected officials.

Duly authorized Members who attend meetings of the General Membership, Committees/ad hoc meetings shall be entitled to a return travel allowance between the Member's principal residence and the meeting place.

Where a Member is duly authorized by the General Membership to attend to General Membership business other than a Meeting, the Member shall be eligible for a travel

allowance from their principal place of residence to the location of the business and return.

## **15. Records Retention**

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

- i. Minutes of all meetings of the General Membership, including registries of statements of interests;
- 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; and
- 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 and Retention Policy of the Authority.

## **16. Records Available to the Public**

Records of the Authority shall be made available to the public, subject to requirements of the [\*Municipal Freedom of Information and Protection of Privacy Act\*](#). The General Membership shall designate the Chair to act as Head of the Authority for the purposes of MFIPPA.

The Chair shall delegate the powers and duties vested in the Head to the member of Staff or their designate who is the Freedom of Information Coordinator.

## **17. By-law Review and Amendment**

In accordance with the Act, this By-law shall be reviewed by the General Membership to ensure the By-law is in compliance with the Act and any other relevant law. The General Membership shall review the By-law every four (4) years to ensure best management practices in governance are being followed. This By-law shall not be amended or repealed except by a two-thirds majority vote of the Members of the General Membership.

## **18. By-law Available to the Public**

In accordance with the Act, the Authority shall make the Administrative By-law available to the public on the General Membership's website. The By-law 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.

## 19. Enforcement of By-law 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 policies). The General Membership may take reasonable measures to enforce its by-laws and policies, including the enforcement mechanisms under the [Municipal Conflict of Interest Act](#). The procedure for enforcement shall be as follows:

1. Complainants (which includes any Member, Staff, or any member of the general public) may use two (2) different complaint procedures to indicate concerns regarding a breach of the By-law, policies, and Code of Conduct (collectively in this section the “Policies”)
  - a. Informal Complaint Procedure
  - b. Formal Complaint Procedure
2. The Informal Complaint Procedure will provide an opportunity to immediately identify and address behaviours and activities which are considered to be in contravention of the Policies.
  - a. The Complainant shall:
    - i. Advise the Member that their behaviour or activity contravenes the Policies. This may or may not be in writing.
    - ii. Request that the Member immediately discontinue the prohibited behaviour or Activity.
    - iii. Keep a written record of the incident including date, time, location, other persons present, and any other relevant information.
    - iv. If applicable, advise the Member of their satisfaction or dissatisfaction with the response.
    - v. In the event of a dissatisfactory or no response, consider the need to pursue the matter in accordance with the Formal Complaint Procedure.
3. Members are encouraged to initially pursue the Informal Complaint Procedure as a means of stopping and remedying a behaviour or activity contrary to the Policies. However, it is not a precondition or a prerequisite that the Informal Complaint Procedure be initiated or completed prior to pursuing the Formal Complaint Procedure as described in the Formal Complaint Procedure.
4. The Formal Complaint Procedure shall be as follows:
  - a. A dated, signed, and written complaint detailing the relevant particulars shall be submitted to the Chair.
  - b. Upon receipt of the complaint, the Chair or designate shall prepare an information package that shall include the following:

- i. The complaint;
  - ii. A copy of the Policies that are relevant; and
  - iii. Such other information or documentation that the Chair deems relevant.
- c. The members of the Governance & Risk Committee not directly involved in the complaint shall address the complaint. In the case where the Chair is involved in the complaint, the Vice-Chair will receive the complaint.
- d. The information package referred to above shall be provided to the Member alleged to be in contravention forthwith and to the Governance & Risk Committee.
- e. The Chair shall submit a brief report to the General Membership in closed session at a regularly scheduled General Membership Meeting advising that a complaint was received, providing the following information:
  - i. Name of Alleged Offender;
  - ii. Name of Complainant;
  - iii. The provision of the Policies allegedly contravened;
  - iv. A summary of the facts constituting the alleged contravention; and
  - v. The date of complaint.
- f. The Governance & Risk Committee, where appropriate, shall complete an investigation of the complaint (which shall include an opportunity for the affected Member to respond to the allegation) within thirty (30) days of receipt of the information package or such longer period as it may require not to exceed sixty (60) days, and provide a report to the Chair of the General Membership (or Vice-Chair, as the case may be) on the matter as to the validity of the complaint and the Committee's written recommendations as to the appropriate measures, if any, to be taken by the General Membership.
- g. The report shall be tabled in a closed session at the next regularly scheduled Meeting. The General Membership shall receive the report and recommendations from the Governance & Risk Committee and may determine the appropriate action(s) to be taken, if any.

Following such determination by the General Membership, the appointing municipality shall be notified of such determination.

## **20. 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, investigative, arbitral, or administrative action or proceeding to which any such Member, Officer, or Employee is involved or 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:

- a) 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
- b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such Member, Officer, or Employee had reasonable grounds for believing that their conduct was lawful.

The Authority will procure and maintain a program of insurance, including Members and Officers liability, errors, and omissions; pollution liability insurance; automobile insurance; and commercial general liability coverage, with limits that are commercially available and appropriate for the Authority given its scale and operations, for liabilities to which a Member, Officer, or Employee might be legally exposed by reason of such Member's, Officer's, or Employee's duties and responsibilities, or arising out of their performance of such duties and responsibilities on behalf of the Authority.

## **C. Meeting Procedures**

The meeting procedures below governing the procedure of the General Membership shall be observed in all Meetings of the General Membership, including its Committees and Advisory Board Meetings, as far as they are applicable, and references to Committees or Advisory Board may be substituted for the word General Membership as applicable.

### **1. Rules of Procedure**

All matters of procedure not specifically dealt with under the Act and this By-law and its Appendices shall be decided by the Chair in accordance, as far as is reasonably practicable, with Robert's Rule of Order or generally accepted rules or procedure. Except as provided elsewhere in this By-law and the rules as set out by legislation, any one (1) or more of the following rules contained in this section may be temporarily suspended by the General Membership with the consent of the majority of Members present:

- a. Rules with respect to a change in agenda order of proceedings and content.
- b. Rules respecting notice of delegation status.
- c. Rules with respect to the increase of delegation and debate limitations.
- d. Rules to introduce a motion without standard notice.

### **2. Notice of Meeting**

The General Membership shall approve a schedule for regular Meetings in advance. The President & CEO/Secretary-Treasurer shall send Notice of regular Meetings to all Members at least seven (7) calendar days 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.

The Annual/Inaugural Meeting of the General Membership shall be held prior to May 31 each year. The regular Meetings of the General Membership shall be held according to the meeting schedule adopted by the General Membership. The Authority may alter the schedule of Meetings from time to time. The Chair of the General Membership may call additional Meetings on any vacant/available day.

Notice of any Meeting shall indicate the type, meeting number, time, and place of that Meeting and the agenda for the Meeting.

Notice(s) of each Authority General Membership and any other Committee Meetings shall be given to each Member of the General Membership, the President & CEO/Secretary-Treasurer, and posted on the Authority's website.

All material and correspondence to be dealt with by the General Membership at a Meeting will be submitted to the President & CEO/Secretary-Treasurer, at least ten (10) calendar days if it is to be included in the published agenda, or at least five (5) Business Days, if it is to be introduced at the Meeting, in advance of the Meeting where it is to be dealt with.

The Chair may, at their pleasure, call a special Meeting of the General Membership as necessary on one (1) calendar day's 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 fifty (50) per cent support of the other Members, may also request the Chair to call a Meeting of the General Membership and the Chair will not refuse.

The Chair or the President & CEO/Secretary-Treasurer may, by notice in writing or email delivered to the Members so as to be received by them at least twenty-four (24) hours before the hour appointed for the Meeting, postpone or cancel any Meeting of a Committee or Advisory Board until the next scheduled date for the specific Committee or Advisory Board affected.

The Chair or the President & CEO/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 period than the next regularly scheduled Meeting date.

Notwithstanding any other provision of this By-law, an emergency Meeting may be held, without notice, to deal with an emergency situation, provided that an attempt has been made to reach the Members by telephone or email at their respective residences or places of business as appropriate and applicable. No business except business dealing directly with the emergency situation shall be transacted at such emergency Meeting.

A Meeting that has been interrupted through the loss of a quorum may be reconvened without notice, provided that the Meeting is reconvened on the same day.

### **3. Meetings Open to the Public**

All Meetings of the General Membership and other Committees 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 President & CEO/Secretary-Treasurer, shall prepare an agenda for all regular Meetings of the General Membership that shall include, but not necessarily be limited to, in no particular order:

##### Agenda Items

- Roll Call and Mileage
- Acceptance of Agenda Items as listed, or identification of additional topics Members and Staff wish to have listed on the agenda
- Approval of Minutes of Previous Meeting
- Disclosure of Pecuniary Interest
- Delegations/Presentations, if applicable
- Consent Items
- Action Items
- In Camera Items, if applicable
- Other Business Items
- Adjournment

The agendas for special Meetings of the General Membership shall be prepared as directed by the Chair.

At the Annual/Inaugural Meeting(s) of the General Membership each year, Authority Staff, under the supervision of the President & CEO/Secretary-Treasurer, shall prepare an agenda for the use of the Members that includes, but is not necessarily limited to, in no particular order:

##### Annual/Inaugural Meeting(s) Agenda Items

- Roll Call and Mileage
- Acceptance of Agenda Items as listed, or identification of additional topics Members and Staff wish to have listed on the agenda
- Disclosure of Pecuniary Interest
- Delegations/Presentations, if applicable
- Action Items, to include:
  - a. Election of Officers of the General Membership
  - b. Borrowing By-law, if applicable
  - c. Appointment of the Auditor for the Upcoming Year
  - d. Approval of Financial Statements and Report of the Auditor for the prior year
- Other Business Items
- Adjournment

Agendas for Meetings shall be forwarded to all Members at least seven (7) calendar days in advance of the Meeting. Such agendas shall be made available to the public

on the General Membership'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. The agenda shall be accompanied by any relevant material to be brought before such Meeting. The agenda page shall list at the top of the page the following:

- Name of Board or Committee;
- Meeting number;
- Date of meeting;
- Time of meeting; and
- Place of meeting.

All matters requiring the General Membership's attention shall be submitted in writing to the President & CEO/Secretary-Treasurer or designate for placement on the agenda for the General Membership. The deadline for receiving items for consideration at the next regularly scheduled meeting will be seven (7) Business Days prior to said meeting, provided that no report is required.

Any items received after that time will be placed on the agenda for the next Meeting. If any item that is received requires a report from a particular Department, it will be the responsibility of that Department Director to advise the President & CEO/Secretary-Treasurer when the report will be available for inclusion in the agenda. The Department Director shall advise the individual or group as to when the matter will be considered.

Requests from Members for Staff to prepare additional information related to an agenda item of a General Membership Meeting agenda should be made to the President & CEO/Secretary-Treasurer prior to the Meeting.

Requests from Members for Staff to prepare information about non-agenda items should be made at the General Membership Meeting and voted upon. Included in the request for information will be a target date for the information to come back to the General Membership.

All reports classified as "Action Items" from Departments to the General Membership must be approved by the President & CEO/Secretary-Treasurer or designate for inclusion and circulation on all agendas.

All reports classified as "Consent Items" from Departments to the General Membership must be approved for inclusion and circulation by the appropriate Department Director as designated by the President & CEO/Secretary-Treasurer.

An item of business not listed on the General Membership Meeting agenda cannot be introduced at a General Membership Meeting without the approval of the Members expressed by motion. Items of an emergent or congratulatory nature may be introduced under the "Other Business Items" of the agenda.

There shall only be an addendum to the agenda for a meeting when an item arises after the closing of the deadline for items for the agenda and prior to the meeting,

which item(s) the Chair or the President & CEO/Secretary-Treasurer believe are of an urgent nature requiring immediate consideration of the body concerned.

Members will receive, by email, a copy of the agenda. For those Members who have requested a hard copy, it shall be couriered to their residence or place of business, as far as possible, seven (7) calendar days preceding the meeting.

## **5. Quorum**

At any Meeting of the General Membership, a quorum consists of one (1) half of the Members appointed by the Participating Municipalities, except where there are fewer than six (6) such Members, in which case three (3) such Members constitute a quorum. At any Committee (if applicable) or Advisory Board Meeting, a quorum consists of one (1) half of the Members of the Committee (if applicable) or Advisory Board.

If there is no quorum within thirty (30) minutes 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 a General Membership or Committee Meeting a quorum is lost, 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. Agenda items, including delegations present, may be covered and presented and issues discussed, but no formal decisions may be taken by the remaining Members who do not constitute a quorum.

Notwithstanding the provisions of this section, 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 five (5).

## **6. Order of Business**

The business of the General Membership 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 General Membership for its consideration unless the matter appears on the agenda for the Meeting of the General Membership or leave is granted to present the matter by the affirmative vote of a majority of the Members present.

## **7. Debate**

The General Membership 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. Every Member, before speaking to any question or motion at a General Membership Meeting, shall first receive recognition from the Chair and respectfully address the Chair;
- c. Where two (2) 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;
- d. All questions and points of discussion shall be directed through the Chair;
- e. Where a motion is presented, it shall be moved and seconded before the debate;
- f. 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;
- 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 (1) amendment is permitted at a time; and
- k. If a Member considers that a ruling made by the Chair is not in order, an appeal may be made. When challenged, the Chair may give a brief explanation of the ruling and ask the Members, "Is the ruling of the Chair/Committee Chair upheld?" In the event of a tie vote, the ruling is upheld. The decision of the Chair under this section is final.

## **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; and
- f. a motion to adjourn.

## **9. Members' Attendance**

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

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

Each Member shall attend at least sixty (60) per cent of the Meetings in a calendar year/twelve (12) month period.

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 President & CEO/Secretary-Treasurer such correspondence prior to the start of the Meeting. The correspondence shall be read aloud by the President & CEO/Secretary-Treasurer without comment or explanation.

## **10. Electronic Participation**

Members may participate in a Meeting that is open to the public by telephone or other electronic means that permits all participants to communicate adequately with each other during the Meeting. A Member participating in a Meeting by electronic means shall be counted in determining a quorum and can vote, provided that they have all relevant information available to them. A Member can participate by electronic means in a Meeting that is closed to the public.

During any period, in all or part of an area over which the Authority has jurisdiction, under any circumstances that may prevent members of the General Membership from meeting in person (when it is deemed appropriate by the Authority to do so), the electronic meeting procedures outlined in section 10.1 shall apply.

### **10.1 Electronic Participation**

- a) Members of the General Membership shall be permitted to participate in Meetings electronically, which shall include the ability of those Members participating electronically to register votes.
- b) Any Member of the General Membership who is participating electronically in a Meeting may be counted in determining whether or not a quorum of Members is present at any point in time during the Meeting, in accordance with the requirement in [subsection 16\(2\)](#) of the Act.
- c) Any Member of the General Membership can participate electronically in a Meeting that is closed to the public.
- d) Any hearing or appeal that is dealt with under this By-law can be conducted electronically, with provisions for applicants and their agents to participate if the Authority holds any such hearing or appeal during any period where an emergency has been declared to exist.

## **11. Delegations**

Any person or organization who wishes to address the General Membership may make a request in writing or email to the President & CEO/Secretary-Treasurer. The request must include an accurate and thorough summary or statement of the issue or matter involved and indicate the name of the proposed speaker(s). If such a request is received ten (10) calendar days in advance of a scheduled Meeting, the delegation shall be listed on the published agenda.

Any person or organization requesting an opportunity to address the General Membership, 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.

Upon receipt of the written notice requesting delegation status, the President & CEO/Secretary-Treasurer shall list the delegation on the next agenda for a General Membership Meeting only if:

- The matter is one which is to be dealt with by the General Membership at the next Meeting; or
- The request for delegation to the General Membership is approved by the Chair.

Special consideration may be given to any person, group of persons, firm, or organization not being a Member of the General Membership, or an appointed Official of the General Membership, requesting delegation status at a General Membership Meeting up to twenty-four (24) hours prior to the meeting date concerned. The status of the request to speak to the General Membership may be granted upon the majority vote of the Members present at the General Membership meeting. The request should include an accurate and thorough summary or statement of the issue or matter involved and indicate the name of the proposed speaker(s).

Except by leave of the Chair or appeal by the leave of the General Membership, delegations shall be limited to one (1) speaker for not more than five (5) minutes.

Upon the completion of a presentation to the General Membership by a delegation, any discourse between Members of the General Membership and the delegation shall be limited to Members, through the Chair, asking questions for clarification and obtaining additional, relevant information only. Members shall not enter into debate with the delegation respecting the presentation.

No delegation shall:

- Speak disrespectfully of any person;
- Use offensive words or unparliamentarily language;
- Speak on any subject other than the subject for which they have received approval to address the General Membership; or
- Disobey the rules of procedure or a decision of the Chair or the General Membership.

Speakers will be requested not to repeat what has been said by previous speakers at the meeting. A returning delegation will only be allowed to speak again if new, relevant information has become available since their previous presentation. The Chair may choose to end a returning delegation's presentation if, in the opinion of the Chair, the new information being presented is not relevant to a decision facing the General Membership.

The Chair may curtail any delegation, any questions of a delegation, or debate during a delegation, for disorder or any other breach of this By-law and, if the Chair rules that



the delegation is concluded, the person or persons appearing shall immediately withdraw.

## 12. Meetings with Closed “In Camera” Sessions

Every Meeting of the General Membership and Committees 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., Ontario Land Tribunal) affecting the Authority;
- f) Advice that is subject to solicitor-client privilege;
- g) A matter in respect of which the General Membership or Committee or other body may hold a closed meeting under another Act;
- h) Information explicitly supplied in confidence to the General Membership 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 General Membership 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 General Membership shall close a Meeting if the subject matter relates to the consideration of a request under the [Municipal Freedom of Information and Protection of Privacy Act](#), and the General Membership is the Head of an institution for the purposes of the [Municipal Freedom of Information and Protection of Privacy Act](#).

A Meeting of the General Membership or 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 General Membership or other Committee.

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 the Authority.

Any materials presented to the General Membership prior to and during a closed Meeting in respect to a confidential agenda item shall be returned to the President & CEO/Secretary-Treasurer prior to departing from the Meeting and shall be treated in accordance with the Authority's policies and procedures and any applicable legislation for handling confidential material. Members not attending the closed meeting shall be required to return the confidential materials related to the closed session to the President & CEO/Secretary-Treasurer at or prior to the next scheduled meeting.

### **13. Voting**

In accordance with [section 16](#) of the Act:

- a) Each Member is entitled to one (1) vote, including the Chair; and
- b) A majority vote of the Members present at any Meeting is required upon all matters coming before the Meeting.

Every Member who is present when a question is put shall vote thereon, unless prohibited in law or by this By-law.

Where a Member has been appointed by the Minister as a representative of the agricultural sector, the Member shall not vote on a resolution to enlarge an authority's area of jurisdiction; a resolution to amalgamate the Authority with another conservation authority; a resolution to dissolve the Authority; or a resolution related to any budgetary matter.

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.

Except as provided elsewhere in this By-law, a motion shall be deemed to have been carried when a majority of the Members present and voting have expressed agreement with the question.

Interrelated motions shall be voted on in the order specified in Robert's Rules of Order.

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.

Any Member at a General Membership Meeting before or immediately after a vote is taken may require a Recorded Vote to be taken on the question concerned. In such circumstances, the Chair shall have the right to speak to the question and indicate how the Chair intends to vote on the question prior to the commencement of the Recorded Vote.

Where a Recorded Vote is required, the Chair shall call for those Members in favour to all rise, at which time the recording secretary shall record the name of each Member standing and their vote in favour and, upon completion of the recording, the Chair shall call for those Members opposed to all rise, at which time the recording secretary shall record the name of each Member standing and their vote in opposition.

After a non-Recorded Vote is held and after the Chair declares the result, any Member may rise and declare their disagreement with the declaration, and thereafter another vote must be held or the Member may request a Recorded Vote and a Recorded Vote must be taken as noted above.

Where a question under consideration contains more than one (1) item, upon the request of any Member a vote upon each item shall be taken separately.

Except as provided in this By-law ([Appendix 4: Procedure for Election of Officers](#)), no vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect.

## **14. Motions**

In General Membership and Committee Meetings, the following matters and motions with respect thereto may be introduced orally, without notice and with leave of the Chair, except as otherwise provided in this By-law:

- A point of order or personal privilege;
- To close debate; and
- To adjourn.

In General Membership and Committee meetings, the following motions may be introduced without notice and with leave of the General Membership, except as otherwise provided by this By-law:

- To suspend the rules of procedure;
- To table;
- To postpone definitely;
- To refer;
- To amend;
- To censure;
- To postpone indefinitely (defer); and
- Any other procedural motion.

In voting, all motions may be supported or opposed by the mover and/or seconder. The mover and seconder may withdraw a motion or a notice of motion at any time prior to it being called by the Chair. After a motion has been called or stated by the Chair, it shall

be deemed to be in the possession of the General Membership but may be withdrawn by the originator at any time before a decision or amendment, provided the General Membership does not object.

## **15. Notice of Motion**

Written notice of motion to be made at a General Membership or Committee Meeting may be given to the President & CEO/Secretary-Treasurer by any Member of the General Membership not less than ten (10) calendar days prior to the date and time of the Meeting and shall be forthwith placed on the agenda of the next meeting.

The President & CEO/Secretary-Treasurer shall include such notice of motion in full in the agenda for the Meeting concerned. Recommendations in reports of Committees that have been included in an agenda for a Meeting of the General Membership shall constitute notice of motion for that Meeting. Recommendations in Staff reports that have been included in an agenda for a Meeting of the General Membership shall constitute notice of motion for that Meeting.

Notwithstanding the foregoing, any motion or other business may be introduced for consideration of the General Membership provided that it is made clear that to delay such motion or other business for the consideration of an appropriate 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 majority of the Members of the General Membership present.

## **16. Motion to Reconsider**

No motion to reconsider a decided matter of the General Membership shall be in order when the original motion has been implemented, resulting in a legally binding commitment that is in place on the date that a motion to reconsider is to be debated.

A motion to reconsider a decided matter of the General Membership at the same meeting at which the original motion was decided shall be introduced under "Other Business Items" of the General Membership agenda, unless the Chair determines there was a clear misunderstanding of the question that was put, in which case a motion for reconsideration shall be introduced immediately after the original vote was taken.

A motion to reconsider a decided matter of the General Membership at a meeting subsequent to the meeting at which the original motion was decided shall require a notice of motion submitted in accordance with this By-law, unless the motion to reconsider comes forward to the General Membership through a report of a Committee.

A motion to reconsider a decided matter of the General Membership must be made by a Member who voted with the majority on the original motion.

No motion to reconsider a decided matter of the General Membership shall be made more than once in the twelve (12) month period from the date the matter was decided, unless a regular election has occurred following the decision.

A motion to reconsider a decided matter of the General Membership shall require the approval of at least two-thirds of the whole General Membership.

If a motion to reconsider is decided in the affirmative at a meeting, then consideration of the original matter shall become the next order of business.

## **17. Duties of the Meeting Chair**

It shall be the duty of the Chair, with respect to any Meetings over which they preside, 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 General Membership;
- d. Announce the results of the vote on any motions so presented; and
- e. Adjourn the Meeting when business is concluded.

## **18. Conduct of Members**

Members shall maintain a high standard of conduct and at all times and comply with applicable laws and the General Membership's [Code of Conduct](#) (Appendix 1).

No Member at any Meeting of the General Membership shall:

- a. Speak in a manner that is discriminatory in nature based on an individual's race, ancestry, place of origin, citizenship, creed, gender identity, gender expression, sex, sexual orientation, age, colour, marital status, family status, ethnic origin, 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 General Membership, the Members, Staff, or any member of the public;
- e. Speak beyond the question(s) under debate; or
- 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 this By-law.

## **19. Minutes of Meetings**

The President & CEO/Secretary-Treasurer shall undertake to have a recording secretary in attendance at Meetings of the General Membership and each 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 an In Camera session, the President & CEO/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 President & CEO/Secretary-Treasurer or designate shall make draft minutes of the previous Meeting available to each Member of the General Membership 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 President & CEO/Secretary-Treasurer and copies of all non-confidential minutes shall be posted on the Authority's website. Minutes shall be made available for review on the Authority's website within thirty (30) days of the Meeting. Minutes shall be made available 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 2016-01 is hereby repealed;

By-law number 2018-01 shall come into force on the 22nd day of November, 2018.

Read a First and Second Time  
Read a Third and Finally Passed

Date: October 25, 2018  
Date: April 20, 2023

Signed:



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Chair



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President & CEO/Secretary-Treasurer

## **E. Appendices to the Administrative By-law**

### **Appendix 1 – Code of Conduct**

#### **1. Background**

Since its inception in 1963, the Halton Region Conservation Authority has demanded a high level of integrity and ethical conduct from its General Membership. The General Membership'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 the Authority's 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 General Membership.

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 their 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 General Membership 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 General Membership;
- vi. Respects the democratic process and respects decisions of the General Membership and 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 General Membership 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 their duties, except compensation authorized by law.

This section does not apply to tokens, mementos, souvenirs, or such gifts or benefits that are received as an incident of protocol or social obligations that normally accompany the responsibilities of office.

### **4. Confidentiality**

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

All information, documentation, or deliberations received, reviewed, or taken in an In Camera 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 that 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; and
- ix. Information deemed to be "personal information" under MFIPPA.

The list above is provided as an 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 General Membership duties or associated community activities of which the General Membership has been advised.

No Member shall obtain financial gain from the use or sale of Authority-developed intellectual property, computer programs, technological innovations, or other patentable items, while a Member or thereafter. All such property remains the exclusive property of the Authority.

#### **6. *Work of a Political Nature***

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

#### **7. *Conduct at General Membership Meetings***

During Meetings of the General Membership, Members shall conduct themselves with decorum. Respect for delegations and fellow Members requires that all Members show courtesy and not distract from the business of the General Membership 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 General Membership or Committee, except in compliance with the terms of the *Municipal Conflict of Interest Act*.

#### **10. *Encouragement of Respect for the General Membership and its Regulations***

Members shall represent the General Membership 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 personal and sexual harassment. Harassment of another Member, Staff, or any member of the public is misconduct. Members shall follow the Authority's Workplace Violence and Harassment Policy as approved from time to time.

Examples of harassment that will not be tolerated include: verbal or physical abuse; threats; and 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, ethnic origin, citizenship, creed, gender identity, gender expression, record of offences, marital status, source of income, family status, or sexual orientation. The General Membership 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**

Any breach, or alleged breach, of the Code of Conduct shall be investigated in accordance with the enforcement of the Halton Region Conservation Authority General Membership By-law and policies and procedures outlined in section B.19 of the Halton Region Conservation Authority General Membership By-law, as amended.

## Appendix 2 – Effective Human Resources Practices Policy and Guidelines

### a) *Practicing Effective Human Resources Practices*

The Members must act as a team. A strong partnership must be forged between the Members and the President & CEO/Secretary-Treasurer. The President & CEO/Secretary-Treasurer manages the organization and its staff. The following guidelines should be followed to ensure a common voice is heard throughout the organization and by the public at large.

- If a Member has questions on a project or report, such questions should be referred through the President & CEO/Secretary-Treasurer who will invite the appropriate staff to explain the project and answer questions.
- If a Member would like to volunteer to assist in a project, such action should be taken in consultation with the General Membership to organize the process, if appropriate.
- If a Member receives a complaint about a staff member or would like to acknowledge a staff member, such information should go through the President & CEO/Secretary-Treasurer in writing.
- If a Member receives a complaint from a staff member, the Member must refer the staff member to the President & CEO/Secretary-Treasurer or, if the complaint is against the President & CEO/Secretary-Treasurer, to the head of the Human Resources Department of the Authority. The head of the Human Resources Department will report directly to the General Membership if the complaint relates to the President & CEO/Secretary-Treasurer.

With respect to staffing issues, the following outlines the responsibilities of the General Membership and the President & CEO/Secretary-Treasurer.

- The General Membership is solely responsible for the following:
  - Recruiting, hiring, evaluating, and dismissing the President & CEO/Secretary-Treasurer; and
  - Determining the annual salary and pay for performance of the President & CEO/Secretary-Treasurer.
- The General Membership and the President & CEO/Secretary-Treasurer share the following responsibilities in that the recommendation will come from the President & CEO/Secretary-Treasurer and the approval will come from the General Membership:
  - Setting goals for the President & CEO/Secretary-Treasurer;
  - Setting human resource and personnel policies which will have a monetary impact upon the budget; and
  - Setting staff salary schedules and plans as part of the annual budget review process.
- The President & CEO/Secretary-Treasurer is responsible for the following:
  - Assessing and approving staffing requirements;
  - Recruiting, hiring, evaluating, promoting, disciplining, and dismissing staff;
  - Providing staff direction;
  - Approving staff evaluations;

- Implementing and administering approved salary schedule and plan;
- Designing and implementing changes to the organizational structure; and
- Setting human resource and personnel policies which have no monetary impact on the budget.

***b) Employee Appointed to General Membership***

In the event that a participating municipality appoints an employee of the Authority to the General Membership of the Authority, the following process will take place:

- The President & CEO/Secretary-Treasurer shall advise the appointing municipality immediately.
- To alleviate any conflict of interest, the employee must either reject the proposed appointment to the General Membership of the Authority or resign from their position and employment with the Authority.

In the event that a Member of the General Membership of the Authority is interested in applying for any position of employment at the Authority, the Member must first resign their position on the Authority's General Membership and such resignation must be made in writing to the appointing municipality, with a copy attached to the Authority's application for employment.

## **Appendix 3 – Conflict of Interest**

### **1. *Municipal Conflict of Interest Act***

The General Membership commits themselves to ethical, businesslike, and lawful conduct when acting as the General Membership. The General Membership is bound by the *Municipal Conflict of Interest Act*. This appendix to the Halton Region Conservation Authority General Membership 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 their 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 General Membership 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. *In Camera 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 General Membership 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 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(s), in writing, with a copy to the President & CEO/Secretary-Treasurer, as soon as possible after the breach.

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

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 Halton Region Conservation Authority General Membership By-law and policies and procedures outlined or referred to in the Halton Region Conservation Authority General Membership By-law.

## Appendix 4 – Procedure for Election of Officers

### 1. *Voting*

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

### 2. *Chair for Election of Officers*

The President & CEO/Secretary-Treasurer or designate will assume the position of Chair for the purpose of Election of Officers.

### 3. *Scrutineer(s)*

The appointment of one (1) or more scrutineer(s) is required for the purpose of counting ballots, should an election be required. All ballots shall be destroyed by the scrutineer(s) afterward. The Acting Chair shall call a motion for the appointment of one (1) or more person(s) who are not Members of the General Membership 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 General Membership.
  - ii. Election of one (1) or more Vice-Chair(s), who shall be Member(s) of the General Membership.
- b) The Acting Chair shall ask for nominations for each position.
- c) Only current Members of the General Membership 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 President & CEO/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 (1) 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 surname.
- i) Upon the acceptance by nominees to stand for election to the position of office, ballots shall be distributed to the Members by the scrutineer(s) for the purpose of election and the Acting Chair shall ask the Members to write the name of one (1) individual only on the ballot.



- j) The scrutineer(s) shall collect the ballots, leave the meeting to count the ballots, return, and advise the Acting Chair who was elected with more than fifty (50) per cent of the vote.

A majority vote shall be required for election. If there are more than two (2) 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 (2) 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 (2) 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.

## **Appendix 5 – President & CEO/Secretary-Treasurer Management Authority Limits Policy**

The President & CEO/Secretary-Treasurer shall act within the purpose of all executive limitations as outlined herein. To the extent that there is any inconsistency between the executive limitations as set out in this policy, the Halton Region Conservation Authority General Membership By-law, and/or other policies of the Authority, this policy will prevail.

### **1. Executive Limitations**

The President & CEO/Secretary-Treasurer shall not cause or permit any practice, organizational circumstance, activity, or decision that is either imprudent or in violation of commonly accepted business practices or professional ethics.

1. Budgeting in any fiscal year shall not deviate materially from the Authority policies, risk financial jeopardy, or fail to be derived from a multi-year business plan.
2. Staff compensation and benefits shall not deviate materially from current market conditions.
3. Information presented to the General Membership will have no significant gaps in timeliness, accuracy, or completeness.
4. Financial performance shall not incur jeopardy or compromise the Authority's Strategic Plan priorities policies.
5. The scope of business activities shall recognize General Membership direction or regulatory restrictions, and deviations from same shall require General Membership approval.
6. Risk management procedures shall be explicit and updated regularly to protect the organization, Members, Officers, and Staff from exposed liabilities.

### **2. General Membership-President & CEO/Secretary-Treasurer Relationship**

The General Membership will link governance and management functions and performance through the President & CEO/Secretary-Treasurer.

1. Subject to the Administrative By-law of the Authority, all authority for the operational organization is delegated through the President & CEO/Secretary-Treasurer, so that all authority and accountability for the operational organization is considered to belong to the President & CEO/Secretary-Treasurer.
2. The President & CEO/Secretary-Treasurer is accountable to the General Membership for achieving the Corporate Objectives and achieving provisions of the Strategic Plan policies within the President & CEO/Secretary-Treasurer Management Authority Limits Policy.
3. The General Membership limits the latitude that the President & CEO/Secretary-Treasurer may exercise in practices, methods, conduct, and other "means" by

establishing the President & CEO/Secretary-Treasurer Management Authority Limits Policy.

4. As long as the President & CEO/Secretary-Treasurer uses any reasonable interpretation of the Administrative By-law and Management Authority Limits Policy, the President & CEO/Secretary-Treasurer is automatically authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.
5. Monitoring data that discloses the degree of organizational performance and compliance with Strategic Plan priorities will be systematically gathered by the General Membership and considered part of the President & CEO/Secretary-Treasurer Performance Evaluation.
6. Members can never carry the instructive authority of the General Membership, nor can they waive requirements set out by the General Membership.

### **3. *Matters Requiring General Membership Review and Approval***

#### **A) MATTERS REQUIRING GENERAL MEMBERSHIP CONSENT**

- any matter requiring General Membership consent pursuant to the Halton Region Conservation Authority General Membership By-law dated the 22nd day of November, 2018.

#### **B) BUDGET AND BUSINESS PLAN DOCUMENTATION**

- annual corporate and business objectives, financial and non-financial;
- annual strategic plan;
- financial plans, including proposed corporate financing and investments;
- annual operating and capital budget; and
- any other items as outlined in the Conservation Halton Budget Principles Policy, approved by the General Membership.

#### **C) RISK MANAGEMENT**

- general risk management policies; and
- purchase (or sale) of any real property interest of Conservation Halton, except as outlined in the Land Securement Strategy approved by the General Membership.

#### **D) COMPENSATION AND HUMAN RESOURCES**

- compensation for the President & CEO/Secretary-Treasurer.

#### **E) FINANCIAL REPORTING REQUIREMENTS**

- the General Membership should be presented with financial statements (in conjunction with the General Membership's meeting schedule), complete with an analysis of variances between actual and budget, by major classification.

## Conservation Halton Purchasing Policy Approval and Reporting Requirements

### Awards during extended Board meeting breaks

Section 2.3.2 c) of the CH Purchasing Policy allows the President & CEO (or delegate of COO or Director, Finance) to proceed with contract award when a Board meeting break occurs for greater than twenty-five (25) days (excluding weekends and statutory holidays), provided the following conditions are met:

- 1) A competitive procurement has been completed.
- 2) The recommended award is compliant in accordance with the procurement process in the CH Purchasing Policy. The award will be reported in the Purchasing Activity report.
- 3) The CH portion of the award value is within the approved budget amount or additional funding has been confirmed through a grant agreement completed after budget approval. Budget increases beyond the original budget associated with new grant funding agreements will be recommended for approval through the Budget Variance Report.

The following summary outlines the purchasing process and reporting procurement values, excluding taxes and shipping, and has been approved by the General Membership.

Procedure	Procurement Value	Process, Approvals and Reporting Requirements
Competitive quotations not required	<\$10,000	Open procurement by procurement authorized staff.
Informal Quotation	\$10,000 - <\$25,000	Three written quotes solicited by procurement authorized staff. Procurement Manager available to support. Approval by program Director is required.
Formal Quotation	\$25,000 - <\$50,000	Three written quotes solicited using formal quotation process administered by the Procurement Manager. Approval by the President & CEO, COO, or Director, Finance.
Formal Request for Proposals & Tenders	\$25,000 - <\$50,000	Proposals with at least three bids solicited using standard template forms administered by the Procurement Manager. Approval by the President & CEO, COO, or Director, Finance.
	\$50,000 - <\$499,999.99	Formal publicly advertised procurement process administered by the Procurement Manager. Approval by the President & CEO, COO, or Director, Finance.

Procedure	Procurement Value	Process, Approvals and Reporting Requirements
	\$500,000 & over	As above and approval by Board.
Other than lowest compliant bid or exceeds budget	>\$50,000	Approval by Board.
Non-competitive or negotiated bid – Sole, Single Source	>\$10,000 - <\$25,000	Approval by program Director and Procurement Manager.
Non-competitive or negotiated bid – Sole, Single Source	>\$25,000 - <\$100,000	Approval by program Director, Procurement Manager, and the President & CEO, COO, or Director, Finance Information report provided to the Board.
	>\$100,000	Process as above and approval by Board.
Emergency Purchases	>\$10,000 - <\$25,000	Approval by program director and Procurement Manager
	>\$25,000	Approval by program director, Procurement Manager, and the President & CEO. Information report to Board after resolution of the emergency situation.

- It is acknowledged that the President & CEO/Secretary-Treasurer or Acting President & CEO may need to act promptly in emergency situations, including but not limited to:
  - major storm or catastrophic damage;
  - public and health and safety issues;
  - expiring deadline; or
  - any other emergent matter adversely affecting the Authority.

In these circumstances, the President & CEO/Secretary-Treasurer or Acting President & CEO may exceed the Authority Limits, but will immediately inform the Chair of the General Membership or, if unavailable, the Vice-Chair of the General Membership or, if unavailable, the Chair of the Finance & Audit Committee or, if unavailable, the Chair of the Governance & Risk Committee, of the situation and reasons why the limits were exceeded. The President & CEO will thereafter provide a written report at the next scheduled meeting of the General Membership or a later date as appropriate.