

# **Procedural By-law Fundy Regional Service Commission**

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**Fundy Regional Service Commission**  
**Procedural By-Law**

**Preamble:**

**Whereas** Fundy Regional Service Commission was established as a body corporate pursuant to the provisions of the *Regional Service Delivery Act*, Statutes of New Brunswick 2012, Chapter 37, and the Regulations made there under;

**And Whereas**, pursuant to section 10 of the said Act, provision is made for the establishment of an Interim Board of Directors for the Commission and the Interim Board shall make and approve a procedural by-law.

**Now Therefore** in pursuance of the powers contained in the said Act the Interim Board of Directors of Fundy Regional Service Commission hereby passes and enacts the following

**1 Definitions:** The following definitions apply in this By-law.

"Act" means the *Regional Service Delivery Act*, Statutes of New Brunswick 2012, Ch. 37.

"Board" means the board of directors of Fundy Regional Service Commission.

"Commission" means the body corporate established pursuant to the Act for Region 9.

"Director" means a member of the Board of Directors of the Regional Service Commission.

"Executive Director" means a person appointed as an Executive Director under section 13 of the Act.

"member", with respect to a regional service commission, means a municipality, a rural community or a local service district

"municipality" means a city, town or village.

"Minister" means the Minister of Environment and Local Government and includes any person designated by the Minister to act on the Minister's behalf.

"planning director" means a person appointed as a planning director under subsection 24 of the Act.

## **2. Organization:**

### **2.1 Membership**

The following local government units constitute the membership of the Commission:

- Fairfield, Local Service District
- Grand Bay-Westfield, Town
- Greenwich, Local Service District
- Kingston, Local Service District
- Musquash, Local Service District
- Petersville, Local Service District
- Quispamsis, Town
- Rothesay, Local Service District
- Rothesay, Town
- Saint John, City
- Saint Martins, Local Service District
- Simonds, Local Service District
- St. Martins, Village
- Westfield East/West Local Service District

### **2.2 Description**

For the purposes of this by-law the population data used for each member community is the data published by Statistics Canada for the 2011 Census.

The Region is more particularly described in Schedule "A" attached to this by-law and outlined on the plan annexed thereto.

### **2.3 Board Composition**

The Board of Directors of Fundy Regional Service Commission shall be made up of 9 members as follows:

- 5 representatives from the municipalities,
- 4 representatives from the local service districts

The composition for the Board of Directors is determined by the *General Regulation - Regional Service Delivery Act*. The General Regulation specifies that the mayors of the municipalities and rural communities within the region shall serve on the Board. The

Regulation also specifies that a certain number of Local Service District Advisory Committee Chairpersons shall be elected at a public meeting to serve on the Board. The number of Local Service District representatives is determined by formula in the General Regulation.

The Minister of Environment and Local Government shall provide the Regional Service Commission with the names and contact information of those individuals who are elected to represent the Local Service Districts.

## **2.4 Board of Directors**

The role of the Board of Directors of Fundy Regional Service Commission shall include the following:

- ✓ Provide strategic direction as well as oversight for the Regional Service Commission.
- ✓ Make decisions on the following matters: annual budget, hiring of the Executive Director, adopting by-laws and policies of the corporation, borrowing of money, setting of fees, service changes (including additions, terminations, adjustments), among others.
- ✓ Monitor the overall finances of the Regional Service Commission
- ✓ Monitor the overall performance of the organization
- ✓ Provide direction to the Executive Director
- ✓ Attend meetings of the Commission Board
- ✓ Participate in Committees as assigned and agreed to
- ✓ Review documents (various reports including annual reports, drafts, by-laws, minutes, etc., associated with the above noted matters, financial statements)
- ✓ Bring the municipal, rural community and LSD perspectives to the RSC table
- ✓ Help formulate and determine the RSC's overall strategic direction
- ✓ Serve as liaison with respective communities: Mayors and LSD Representatives should keep their councils or advisory committees informed with respect to the activities of the Commission
- ✓ Participate in and provide direction regarding the regional planning process
- ✓ Approve the Regional Plan

## **2.5 Term of Office**

The first two terms of office for the LSD representatives shall be two years and 1.5 years respectively. The first term of office for these representatives shall begin January 1, 2013 and end December 31, 2014. The second term for these representatives shall begin January 1, 2015 and end June 30, 2016. All subsequent terms of office shall be four years for LSD representatives, beginning July 1, 2016.

The first terms of office for the municipal and rural community representatives shall be 3.5 years beginning January 1, 2013 and ending June 30, 2016. All subsequent terms of office for shall be four years for municipal and rural community representatives, beginning July 1, 2016.

## **2.6 Executive Officers:**

The Board of the Commission shall elect one Board member to be the Chairperson and one Board member to be the Vice-Chairperson. The Board shall also appoint a staff member of the Regional Service Commission to service as Secretary to the Board and this individual may serve in this capacity until such time as another staff member is appointed to carry out this function.

**2.6.1 Election** of the Executive Officers of the RSC Board shall occur on an annual basis at the Annual General Meeting of the Commission. The Chairperson and Vice-Chairperson may be elected for 3 additional one year terms. Elections will be held by secret ballot and board members must be nominated from a member of the board at the Annual General meeting

**2.6.2 Chairperson of the Commission:** The Chairperson shall, if present, preside at all meetings of the Commission. He/she shall sign all instruments which require his/her signature and shall perform all duties incident to his/her office, and shall have such other powers and duties as may from time to time be assigned to him/her by resolution of the Commission.

**2.6.3 Vice-Chairperson:** During the Chairperson's absence or inability or refusal to act, the Chairperson's duties may be performed and his/her powers may be exercised by the Vice-Chairperson. A Vice-Chairperson shall also perform such duties and exercise such powers as may from time to time be prescribed by resolution of the Commission.

### **2.6.4 Delegation of duties of officers**

In case of the absence or inability to act of the Chairperson or Vice-Chairperson, or for any other reason that the Commission may deem sufficient, the Commission may delegate the powers of such officer to any other Director of the Board for a specified time.

### **2.6.5 Vacancies**

If an office of the Commission Chairperson or Vice-Chairperson shall for any reason be or become vacant, the Commission shall elect another Director to fill such vacancy.

### **2.6.6 Variation of duties**

Notwithstanding the foregoing, from time to time the Commission may, by resolution, vary, add to or limit the powers and duties of an office or of an officer occupying any office.



### **3. Committees**

Pursuant to Paragraph 10(3)(b) of the Act the Interim Board has the power to make and approve by-laws with respect to the establishment and operation of committees of the Board and to determine their mandate. In pursuance of that mandate the Board hereby establishes the following committees.

#### **3.1 Standing Committees**

The Board of Fundy Regional Service Commission, operating as a committee-of-the-whole, can undertake a wide variety of duties. This board has decided that all standing committees shall be made up of the full board of commissioners and shall meet on all items as a full board.

#### **3.2 Ad Hoc Committees**

Pursuant to the provisions of Subsection 12(1) of the Act the Board may, from time to time, appoint *ad hoc* committees to undertake specific tasks. When the Board appoints such a committee it shall define its terms of reference; its composition; its reporting relationship to the Board; and the duration of its existence.

### **4. Conflict of Interest**

Conflict of interest as it pertains to members of the Board and officials employed by the Commission are set out in the Act and the *General Regulations - Regional Service Delivery Act*.

### **5. Meetings**

#### **5.1 Place of Meetings**

Meetings of the Commission Board of Directors and any Board committee meetings may be held at any place within the region.

#### **5.2 Regular Meetings**

Regular monthly Board meetings shall generally be held the 4<sup>th</sup> Monday of each month at 10:00 am. with an in-camera (closed) session included, if required. No notice shall be required for any of such regular meetings other than the expected start time of the public (open) session shall be posted on the website upon approval of the agenda by the Chair. A single regular meeting date can be changed at the discretion of the Chair with notice and pertinent information being provided on the website as soon as possible after the schedule change is made. The regular schedule can be changed in the by-laws through resolution.

#### **5.3 Calling of Meetings**

A meeting of the Board may be called at any time by the Chairperson of the Board, or in the absence of the Chairperson by the Vice-Chairperson, upon two (2) days written notice to the Directors, and, for the purposes of this section, e-mail, fax or other electronic notice will constitute formal notice.

#### **5.4 Waiver of Notice**

The Board may waive a regular meeting or change the date for such meeting when, by resolution made at least one (1) weeks prior thereto, the Board deems it appropriate. Notice of any meeting or any irregularity in the giving of such notice may be waived by a Director.

### **5.5 Participation by Telephone**

Where all the members have consented thereto, any member may participate in a meeting of the Commission or of the Executive Committee, by means of such telephone or other communication facilities as to permit all persons participating in the meeting to hear each other and a member participating in such a meeting by such means shall be deemed to be present at the meeting for the purpose of this by-law.

### **5.6 Chairperson of Meetings**

In the absence of the Chairperson and Vice-Chairperson, the members present shall choose a person from their number to be the Chairperson of the meeting.

### **5.7 Agenda for Regular Monthly Meetings**

The Agenda for the regularly scheduled meetings of the 4<sup>th</sup> Tuesday of each month shall be sent out to all board members by the 3<sup>rd</sup> Wednesday of each month. Therefore, all board members who wish to have items on the agenda must submit to the Executive Director no later than 12 noon on the 3<sup>rd</sup> Wednesday of each month. From time to time it is recognized by the board that an emergency item may be required to be added to the agenda. This item will require unanimous support

### **5.8 Emergency Meetings**

5.8.1 The Chairperson or any 3 members of the Board, when deemed necessary, may call an emergency meeting of the Board in which time requirements would not apply.

5.8.2 Only the subject matter set out in a Notice of Meeting is to be considered at the emergency meeting and the Commission is to make reasonable efforts to notify the public of the meeting.

### **5.9 Special Meetings**

5.9.1 The Chairperson may at any time summon a special meeting.

5.9.2 Upon receiving a petition to summon a meeting by three Directors, the Executive Director shall summon a meeting for the purpose and at the time specified in the petition.

5.9.3 In case the office of Chairperson, Vice-Chairperson or Director becomes vacant, the Executive Director may summon a special meeting of the Board for the purpose of selection of a new Chairperson, Vice-Chairperson or the declaration of such vacancy.

5.9.4 The Executive Director shall issue notices of all special meetings of the Board and shall specify the time of such meeting and the business to be transacted thereat. He or she shall cause such notices to be delivered to the residence or place of business of the Chairperson, Vice-Chairperson and Directors at least one day before the meeting.

## **5.10 Annual General Meeting, Election of Officers, and Appointment of Auditor**

The Board shall hold an Annual General Meeting no later than the 30<sup>th</sup> day of May in each year, at which time a report covering the previous calendar year's activities of the Commission shall be presented, together with an Audited Financial Report. The members shall elect from among their number a Chairperson and a Vice-Chairperson. The Board shall appoint the financial auditor of the Commission annually at the Annual General Meeting.

## **5.11 Conduct of Meetings**

**5.11.1** In the event a question relating to procedure arises, reference will be made to this procedural by-law or to Roberts Rules of Order, as revised. Such reference shall govern the Commission, the Board of Directors and all appointed committees, in all procedural matters not otherwise covered by this or any other Commission by-law, or by the Act or Regulations.

### **5.11.2 Quorum**

No business shall be transacted at a meeting of the Board unless a quorum of the Board is present and entitled to vote. A quorum at any meeting of the Board shall be a majority of its members

## **5.12 Voting**

**5.12.1 Simple Majority.** Except as hereinafter noted, all questions arising at any meeting of the Board shall be decided by a majority of votes.

**5.12.2 Open Vote.** Unless disqualified to vote by reason of interest or otherwise upon a by-law, resolution, motion or for any other purpose, each Director present, including the Chairperson, shall announce his or her vote openly and individually, and the recording secretary shall record it. With the exception of the election of the Chairperson and Vice-Chairperson which may be conducted by ballot, no vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect

**5.12.3 Double Two-thirds Vote.** A motion made at a meeting to (a) approve an annual budget, (b) approve the borrowing of money or (c) approve the setting of fees, shall not pass unless at least two-thirds of the Directors present, who represent at least two-thirds of the total population represented by all the Directors present, vote in favour of the motion.

**5.12.4 All Must Vote.** In a vote on any motion, including motions requiring a double two-thirds vote, all members of the Commission who are present, including the Chairperson, shall cast their vote. A member who is present and who does not vote, for any reason, shall be deemed to have voted in favour of the motion.

**5.12.5 Proxy Prohibited.** A member of the Board shall not be entitled to vote by proxy at a meeting of the Board.

### **5.13 Public Access to Board Meetings**

With respect to public access to Board meetings, including committee meetings, the provisions of the *Municipalities Act*, R.S.N.B. 1973, c. M-22, and in particular subsections 10.(2)1 through 10.(2)7, both inclusive, shall apply, *mutatis mutandis*, to meetings of Regional Services Commission Number 9.

## **6. Procedure for Meetings**

### **6.1 Call to Order**

As soon after the hour of meeting as a quorum is present, the Chairperson shall take the chair and call the Directors to order.

### **6.2 Absence of Chairperson**

In case the Chairperson and Vice-Chairperson are both absent, the Executive Director shall call the meeting to order and, on a chairperson having been chosen on motion, the Board shall proceed with the business of the meeting.

### **6.3 Absence of Quorum**

Unless there is a quorum within thirty minutes after the time appointed for the meeting of the Board, the Board shall then stand adjourned until such day of meeting as the chairperson shall then declare.

### **6.4 Public Attendance at Meetings**

With the exception of those in-camera meetings referenced in the *Municipalities Act*, and noted in subsection 5.13 above, all meetings of the Board shall be open to the public and no member of the public shall be excluded there from except for improper conduct. The Chairperson or other presiding officer may order the expulsion from any meeting any person guilty of improper conduct at such meeting.

### **6.5 General Order of Business**

The following shall be the order of business of each regular Board meeting:

Call to Order  
Recording of attendance  
Approval of Order of Business  
Disclosure of Conflict of Interest

Approval of minutes  
Departmental reports  
Public presentations  
Motion to Adjourn

### **6.5.1 Variation in the Order of Business**

The business before the Board at each meeting shall be taken up in regular order unless otherwise determined by the vote of the Directors present, and all questions as to precedence or to the suspension of the general orders of the day shall be decided without debate.

## **6.6 ORDER**

### **6.6.1 Relation of Public to Board**

Except by special invitation of the Chairperson or by a two-thirds vote of Board, no person other than Directors of the Board and the Commission Officers having duties to perform shall address the Board without permission of the Board.

### **6.6.2 Preservation of Order**

The Chairperson shall preserve order and decorum and decide all questions of order, subject to an appeal to the Board; and in the absence of the Chairperson and Vice-Chairperson, the presiding officer shall have the same authority.

### **6.6.3 Rulings on Order**

When called upon to decide a point of order, procedure, or practice, the Chairperson shall state the question without unnecessary comment and shall forthwith announce his or her decision citing any rule or authority he or she may deem necessary.

### **6.6.4 Chairperson Entering Debate**

If the Chairperson desires to leave the chair for the purpose of taking part in the debate or for any other purpose, he or she shall call on the Vice-Chairperson. If the Vice-Chairperson is not present, a Director can be called on to preside until the Chairperson resumes the chair.

### **6.6.5 Public Presentations:**

Any person intending to make a public presentation to the Board shall provide a copy to the Executive Director by 12 noon on the 3<sup>rd</sup> Wednesday of each month. Oral presentations shall be limited to ten (10) minutes

## **6.7 Rules Of Debate**

### **6.7.1 Who Shall Have The Floor**

When two or more Directors raise their hands to speak, the Chairperson shall name the Director who, in his or her opinion, first raised his or her hand.

### **6.7.2 Reading of Motion**

Any Director may require the question or motion under discussion to be read at any time during the debate but not so as to interrupt a Director who is speaking.

### **6.7.3 Limits of Debate**

No Director shall speak more than once on the same question without the consent of the Chairperson, subject to challenge by the Board, except in explanation of a material part of his or her speech, which may have been misconceived, and in doing so, he or she shall not introduce a new matter. A reply is allowed to a Director who has made a substantive motion to the Board; an amendment; or, the previous question. No Director, without consent, shall speak to the same question in reply for longer than five (5) minutes.

### **6.7.4 Appeal to Board**

When a point of order is raised or when a Director is called to order by the chair, the Chairperson shall state and decide the point of order raised. The Board, if appealed to from the decision of the chair, shall decide the question but without debate; if there is no appeal, the decision of the Chairperson shall be final.

If the public is granted permission to address the Board, the rules of debate shall apply.

## **6.8 Rules Of Conduct**

### **6.8.1 Directors Must Address the Chairperson**

Every Director before speaking to any question shall respectfully address the Chairperson.

### **6.8.2. Disrespectful Statement**

No Director shall:

- (1) speak disrespectfully of Her Majesty the Queen, or any of the Royal Family, or of the Governor-General, the Lieutenant-Governor, or of any person administering the Government of Canada or of this Province, or any member community.
- (2) use offensive language concerning the Board or any Director thereof,
- (3) speak beside the question in debate,
- (4) reflect upon any vote of the Board except for the purpose of moving that such vote be rescinded or reconsidered, or
- (5) resist the rules of the Board, nor disobey the decision of the Chairperson, or of the Board on a question of order or procedure, or upon the interpretation of a rule of the Board.

In case any Director shall so speak, resist, or disobey, the Chairperson or other presiding officer may order such Director to vacate his or her seat for the rest of the meeting; but, upon apologizing, he or she may by vote of the Board be permitted forthwith to retake his or her seat.

When a question is being put, no Director shall walk across the room, leave his or her place, or make or cause to be made any noise or disturbance.

When a Director is speaking, no other Director shall pass between him or her and the chair, or interrupt him or her except to rise to a point of order.

## **6.9 Motions**

### **6.9.1 Motions to be Seconded before Debate**

When a motion is seconded, it shall be read or stated by the Chairperson before debate.

### **6.9.2 Withdrawals of Motions**

After a motion is read or stated by the Chairperson, it shall be deemed to be in possession of the Board but may, with permission of the Board, be withdrawn at any time before decision or amendment.

### **6.9.3 Motions to Adjourn**

A motion to adjourn the Board or adjourn the debate shall be in order except:

- (1) when a Director is in possession of the floor;
- (2) when the yeas and nays have been called for;
- (3) when the Directors are voting;
- (4) when it has been decided that the previous question shall be put forthwith;

but a second motion to the same effect shall not be made until after some intermediate proceeding has taken place provided, however, the Board shall automatically adjourn at 10:00 pm, unless two-thirds of the Directors present shall consent to continuing the proceedings.

### **6.9.4 Questions under Debate**

When a question is under debate, no motion shall be received unless;

- (1) to approve it,
- (2) to amend it,
- (3) to lay it on the table,
- (4) to defer it,
- (5) to adjourn it,
- (6) to move the previous question,
- (7) to move that the vote be now taken,
- (8) to extend the hour therefor.

### **6.9.5 The Previous Question**

The previous question is a motion to end debate and bring the pending matter to an immediate vote. The previous question, until it is decided, shall preclude all amendment of the main question and shall be put in the following words: "Shall this question now be put?" If this motion be resolved in the affirmative, the original motion is to be put forthwith without any amendment or further debate, but if the proposed question is resolved in the negative the main question may then be debated or amended.

### **6.9.6 Order of Amendments**

Amendments shall be put in the reverse order to that in which they are moved except in filling up blanks when the longest time and the smallest sum shall be put first. Every amendment submitted shall be reduced to writing and shall be decided or withdrawn before the main question is put to the vote. Only one amendment shall be allowed to an amendment and any amendment more than one must be to the main question.

### **6.9.7 Reconsideration**

1. A substantive resolution, by-law, or any matter that has been adopted by the Board within the past twelve months may be reconsidered by the Board subject to the following:

(1) a notice of motion to reconsider, given in accordance with this by-law, must be given by a Director on the prevailing side;

(2) a motion to reconsider, if duly moved and seconded, shall be considered at the next Regular Board Meeting following the Board Meeting that received the notice of motion to reconsider;

(3) a motion to reconsider must be supported by a majority of the Directors of the whole Board before the matter to be reconsidered can be debated; and

(4) a motion to reconsider shall not be considered more than once in a three month period.

2. A substantive resolution, by-law, or any matter that has been adopted by the Board for a period of more than twelve months may be reconsidered by the Board at any time provided notice of motion has been given at a previous Board Meeting; and provided further that:

(1) no discussion of the main question shall be allowed unless reconsidered; and

(2) after such motion to reconsider, no action shall be taken by the Board on the main motion until such reconsideration is disposed of.

### **6.10 Voting**

6.10.1 With the exception of the election of the Board Officers as noted in subsection 5.12.2 above, every question submitted to the Board shall be determined by open vote of a show of hands of the Directors present.

6.10.2 Upon a division of the Board, the names of those who voted for and those who voted against the question shall be entered upon the minutes.

6.10.3 The Chairperson shall vote on every motion or resolution except a motion to appeal a procedural ruling of the chair.

6.10.4 If the Chairperson's vote results in an equal division on such questions, he or she shall not have a second or deciding vote and the question shall be declared lost.



6.10.5 Every Director who is present in the Board room when a question is put shall vote thereon unless he or she declares that he or she is personally interested in the question. If any Director persists in refusing to vote for other than the reason herein before stated, he or she shall be recorded as voting in the affirmative on the question before the Board.

6.10.6 When the question under consideration contains more than one distinct point, upon the request of any Director the vote upon each point shall be taken separately.

6.10.7 After a question is finally put, no Director shall speak to the question nor shall any other motion be made until after the result has been declared.

## **7. ADMINISTRATION**

### **7.1 Registered Office;**

10 Crane Mountain Road  
Saint John, NB  
E2M 7T8

The Board may, by resolution, change the address of the registered office of the Commission.

### **7.2 Corporate Seal**

The Commission shall have a corporate seal which shall be as shown in the impression made in the margin hereof and may be changed by resolution of the Commission.

### **7.3 Fiscal Year**

The fiscal year of a Commission is the calendar year.

### **7.4 Execution of documents**

7.4.1 Instruments in writing requiring execution by the Commission shall be signed on behalf of the Commission by any two (2) of the Executive Director, Chairperson, Vice- Chairperson or past-Chairperson, and all instruments in writing so signed shall be binding upon the Commission without any further authorization or formality. The Board may from time to time, by resolution, appoint any director or directors on behalf of the Commission to sign instruments in writing; or a senior management employee to sign on behalf of the Executive Director in his or her absence.

7.4.2 The corporate seal of the Commission shall be affixed to instruments in writing signed as aforesaid by any signing officer authorized to sign the same or at the direction of any such signing officer.

7.4.3 The term "instrument in writing" as used herein shall include banking documents, deeds, contracts, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money, conveyances, transfers powers of attorney, bonds, debentures or other securities or any paper writings.

## **7.5 Banking**

The banking business of the Commission shall be transacted with such banks as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe by resolution.

## **7.6 Corporate Records**

The Board shall prepare and maintain, at its registered office or at any other place designated by resolution of the Board, adequate accounting records and records containing minutes of meetings and resolutions of the Board and any committee thereof. The records described in this section shall, at all reasonable times, be open to inspection by the Board.

## **7.7 Minutes**

7.7.1 Minutes shall be recorded in the official language conducted at the meeting. Once approved, the minutes will be posted to the website before the next Commission meeting barring unforeseen circumstances. Upon approval, the minutes will be translated to the second official language and subsequently be posted as soon as possible.

7.7.2 Minutes shall follow the Robert's Rule of Order except that a small summary representing the theme of discussion will be provided on each agenda item.

## **8. Protection of Directors and Officers**

### **8.1 Limitation of Liability**

Every director and officer of the Board of Directors in exercising his/her powers and discharging his/her duties shall act honestly and in good faith with a view to the best interest of the Commission and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Commission through the insufficiency or deficiency of title to any property acquired for or on behalf of the Commission or for the insufficiency or deficiency of any security in or on which any of the moneys of the Commission shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Commission shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his/her office or in relation thereto;

*FRSC Procedural By-Law Revised: April 23, 2018*

provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

## **8.2 Indemnity**

The Commission shall indemnify a director or officer, a former director or officer, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a member or officer of the Commission, if:

(a) he or she acted honestly and in good faith with a view to the best interest of the Commission; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful. Nothing in this by-law shall limit the right of any person entitled to indemnity claim indemnity apart from the provisions of this by-law.

## **8.3 Insurance**

The Commission will purchase and maintain insurance for the benefit of any person referred to in section 8.1 against any liability incurred by him or her in his or her capacity as a director or officer of the Commission.

## **9. Directors' Expenses & Remuneration**

### **9.1 Directors' Expenses**

The directors shall be reimbursed for their out-of-pocket expenses incurred in attending Commission or committee meetings or otherwise in respect of the performance by them of their duties as follows:

#### **9.1.1 Allowable Travel Expenses**

The Employer reimburses expenses incurred for

- D public transportation
- D hotel/airport shuttles
- D taxi charges
- D ferry charges
- D bridge, road and tunnel tolls
- D parking charges

#### **9.1.2. Public transportation and hotel/airport shuttles**

Local public transportation, hotel/airport shuttles are readily available in many areas and are encouraged whenever practical.

### **9.1.3. Taxis**

The use of taxis should be confined to short trips in situations where it is not suitable or reasonable to use local public or hotel/airport shuttle transportation. The points of departure and destination as well as the nature of the trip must be indicated on receipts or travel claim.

Taxi expenses are justified where group travel by taxi is more economical than the total cost, had individuals travelled separately.

### **9.1.4. Meals and Incidental Travel Expenses within Canada**

#### **Meals and incidental reimbursement**

When, by reason of work related travel, the Board Member is removed from the normal or usual pattern of taking meals.

#### ***Full day travel:***

Breakfast	\$15.60
Lunch	\$14.85
Dinner	\$40.85

#### ***Part day travel:***

No reimbursement of meal costs shall be made for meals that could normally be taken prior to departure or after return.

No reimbursement of meals shall be made when the employee is working according to a pre-established schedule in another location(s) or within an assigned work area.

#### **Conference/event attendance**

No reimbursement of meals costs shall be made for meals at home prior to departure or after return, or for meals included/provided in the cost of transportation, accommodation, seminars/conferences/training.

Deduct from the daily/partial day allowances, the allowance amount for the particular meals included in: the conference registration; the cost of the hotel; provided at an event; or, by a carrier.

#### **Kilometer allowance**

When using his/her private vehicle, the following rates apply.

Per kilometer .41

### **9.1.5. Board Meeting Expense**

#### **Meals**

The per diem claimable for each meal (which is interpreted as the actual amount expended up to the maximum rate inclusive of taxes and gratuities) is set out as follows:

Breakfast	\$7.50
Lunch	\$10.50
Dinner	\$19.50

*Breakfast* - The cost of breakfast may be claimed only when the board member has been travelling on the Board's business for more than one hour before the recognized time for the start of the day's work which is normally 8:30 am.

*Lunch* - The cost of a lunch meal may be claimed when the board member must attend a board meeting during the lunch time period of 11:30 am to 1:30 pm.

*Dinner* - The cost of the evening meal may be claimed when the board member is not expected to return to his or her residence before 6:30 pm.

#### **Meals within Head Office Area**

Meal expenses incurred within the head office area shall not be reimbursed except as otherwise provided for in the policy. Expenses incurred in connection with attendance at meetings or events that are of personal interest shall not be reimbursed.

#### **Receipts**

Receipts must be obtained and submitted to support all travel expenditures. As well all receipts must either have (HST included) or the (HST amount) indicated on the receipt.

The only expenses for which receipts are not required are as follows:

- D parking meter
- D claims for per diem
- D claims for car mileage

Where the board member certifies that the receipt was lost, accidentally destroyed, or unobtainable, a personal declaration may replace the receipt.

#### **Attendance at Luncheons, Conferences, etc.**

If authorized by the Chair to attend a luncheon, business meeting, conference, convention, or part thereof, a board member may claim the related expenses. A travel expense claim must indicate the Board-related purpose and the number of persons. This also applies to activities such as monthly meetings of associations for attendance as authorized.

## 9.2 Directors' Remuneration

1. Board member receives \$400.00 per month as the bylaw suggests regardless whether they attend the meetings or not.
2. In addition to the remuneration for meetings the Chairperson shall be entitled to a stipend of Two Hundred Dollars (\$200) per Board month.
3. Alternates
  - a) *Term Replacement* – If an alternate replaces a commissioner on a term basis, they will be paid that board member's stipend for the duration of the term and be eligible for expenses. The payment will commence in the month after proper written notice and terminate the month upon the board member's return to a monthly meeting. Any meetings attended by the alternate at the beginning and end of the term period for partial months will be paid per meeting replacement.
  - b) *Meeting Replacement* – If an alternate replaces a board member for a specific monthly meeting, they will be paid \$100 deducted and transferred from that board member's monthly stipend.
  - c) *Committees* – If an alternate is asked to serve on a committee, they will be paid \$100 per meeting plus expenses. If the alternate is servicing as a board member on a term basis during committee work, they are not eligible for this additional payment.

## SCHEDULE "A"

### Description of Region 9 and Map

The following local government units constitute the membership of the Commission:

Fairfield, Local Service District  
Grand Bay-Westfield, Town  
Greenwich, Local Service District  
Kingston, Local Service District  
Musquash, Local Service District  
Petersville, Local Service District  
Quispamsis, Town  
Rothesay, Local Service District  
Rothesay, Town  
Saint John, City  
Saint Martins, Local Service District  
Simonds, Local Service District  
St. Martins, Village  
Westfield East/West Local Service District

#### Region / Région 9



