

Procedural By-law
Regional Service Commission 8

Date Approved: June 28, 2016

Chairperson of RSC 8: _____

Executive Director of RSC 8: _____

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PREAMBLE:

Whereas Regional Service Commission 8 was established as a body corporate pursuant to the provisions of the *Regional Service Delivery Act*, Statutes of New Brunswick 2012, Chapter 37, and Regulation 2012-91 made thereunder;

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 Regional Service Commission 8 hereby passes and enacts the following by-law:

1. **DEFINITIONS**

The following definitions apply in this By-law.

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

"Board" means the board of directors of Regional Service Commission 8.

"Commission" or "RSC" means the body corporate established pursuant to the Act for Regional Service Commission 8.

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

"Local Service District" or "LSD" means a local service district as established under section 24 of the *Municipalities 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.

"Rural Community" means a rural community as defined under the *Municipalities Act*

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2. ORGANIZATION:

2.1 Description and Membership

The Region is comprised of:

Brunswick Local Service District
Cardwell Local Service District
Hammond Local Service District
Hampton Local Service District
Town of Hampton
Havelock Local Service District
Johnston Local Service District
Kars Local Service District
Norton Local Service District
Village of Norton
Springfield Local Service District
Studholm Local Service District
Sussex Local Service District
Town of Sussex
Village of Sussex Corner
Upham Local Service District
Waterford Local Service District
Wickham Local Service District

2.2 Board Composition

The Board of Directors of Regional Service Commission 8 shall be made up of 11 members as follows:

Seven Local Service District Representatives who shall serve at large; and
The Mayor of the Town of Hampton
The Mayor of the Village of Norton
The Mayor of the Town of Sussex
The Mayor of the Village of Sussex Corner

The composition for the Board of Directors is determined by Regulation 2012-90, under the *Regional Service Delivery Act*. The mayors of the municipalities and rural communities within the region shall serve on the Board. The Regulation 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 Regulation 2012-90. In the absence of regular Board members, an alternate as outlined in the *Regional Service Delivery Act* may sit in on Board meetings.

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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.

2.3 Board of Directors

The role of the Board of Directors of Regional Service Commission 8 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 commission, 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

2.4 Term of Office for Local Service District Representatives

The Local Service District representatives chosen under the provisions of the General Regulation under the *Regional Service Delivery Act* shall hold office until the earliest of

- (a) the day the person is no longer chair of the local service district advisory committee, or

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- (b) a meeting is held and that person is not chosen as a local service district representative.

2.5 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 non-Board individual to serve as Secretary to the Board and this individual may serve in this capacity until such time as another person is appointed to carry out this function.

2.5.1 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 four (4) additional one year terms.

2.5.2 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.

2.5.3 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.

2.5.4 Executive Director: The Board shall appoint an Executive Director in accordance with Section 13 of the *Regional Service Delivery Act* and the Executive Director shall be the Chief Administrative Officer of the Commission. The Executive Director is *ex officio*, non-voting member of all Committees of the Board except the Planning Review and Adjustment Committee and the Audit Committee. The Executive Director may be invited to participate as an ex-officio member of meetings of the Planning Review and Adjustment Committee and the Audit Committee at the request of the Chair of that committee.

2.5.5 Secretary: The Secretary shall be responsible to ensure that the proceedings of all meetings of the Board are taken and accepted by the Board. The Secretary shall make provision for the safekeeping and publication of the minutes of meetings of the Board of Directors and shall provide notices of meetings where applicable. The Secretary shall perform other duties or assume other responsibilities as may be assigned from time to time by the Board. Notwithstanding the above, the Secretary may delegate "note taking" responsibilities to others but remains responsible for the accuracy and safekeeping of the records of all meetings.

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2.6 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.

2.7 Vacancies

If the position of Chairperson or Vice-Chairperson of the Commission for any reason becomes vacant, the Commission shall elect another Director to fill such vacancy.

2.8 Who Speaks for Commission

The Chair of the Commission is the spokesperson for the Commission for all matters of policy, however, the Chair may delegate to another member or to the Executive Director the role of speaking for the Commission on such matters.

The Executive Director is the spokesperson for the Commission for all technical or administrative matters. The Executive Director may delegate to any member of staff the role of speaking on such matters at his or her discretion.

2.8.1 Attendance

A director can be asked to vacate his/her seat, if the director in question misses 4 or more non-consecutive meetings in one calendar year. A consensus of the Board is necessary for the Chairperson to ask the director to vacate.

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. These committees will be established through a nomination process and subsequent vote.

3.1 Standing Committees

3.1.1 "Standing Committees" are committees of the Commission established for the purpose of considering matters of ongoing nature and they usually have a continuing responsibility in those areas. Membership on standing committees is normally reserved for members of the Board of Directors, however, this is at the discretion of the Board. The Community Police Advisory Committee, if there is one, by definition, must include individuals who are not members of the RSC Board of Directors.

3.1.2 Composition: Standing committees shall consist of a minimum of four (4) board members appointed by the Board or as otherwise prescribed in the by-law for that Committee. The members of the standing committees shall designate a chairperson and a vice-chairperson.

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3.1.3 Term: Except as otherwise provided, the term of office for standing committee members shall be for two years and members are eligible for reappointment at the Board's annual general meeting.

3.1.4 Quorum: Three committee members shall constitute quorum for the purpose of conducting a meeting of a Standing Committee.

3.1.5 General Duties: Each Standing Committee shall serve in an advisory capacity to the Board of Directors and shall carry out the duties assigned to it by this by-law and shall carry out such other duties as may from time to time be referred to it by the Board.

3.1.6 Plans: Each Standing Committee shall develop short and long-term plans, including the fiscal aspects thereof respecting the services of the Commission and shall develop policies for consideration by the Board. Each standing committee will record minutes of every meeting and these minutes will be provided to all the Directors of the Board of RSC8.

3.2 Finance and Budget Committee:

3.2.1 There shall be a standing committee called the Finance and Budget Committee.

3.2.2 Duties of the Finance and Budget Committee:

- (1) receive, review, and co-ordinate the estimates of revenue and expenditures for the year for recommendation to the Board;
- (2) consider all requests for expenditures in excess of those provided for in the annual budget and report to the Board with recommendations;
- (3) study, provide advice, and recommend to the Board on all matters regarding capital funding;
- (4) co-ordinate the development of short and long-term financial planning for the Commission;
- (5) monitor financial management services;
- (6) ensure that the acquisition and disposal of property is carried out within the terms of policy directives issued by the Board;

3.3 Community Planning Management Committee

3.3.1 There may be a Community Planning Management Committee composed of members of the Board of Directors who represent member communities which receive their planning, development and building inspection services from the Commission. This committee is not to be confused with the Planning Review and Adjustment Committee (PRAC) which is a statutory committee appointed pursuant to the Provisions of the *Community Planning Act* with specific legislated duties outlined under that Act. The Board cannot consider significant matters related to Community Planning, including an annual budget unless the proposal is accompanied by a recommendation of the Community Planning Management Committee.

3.3.2 The duties of the Community Planning Management Committee:

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- (a) Provide direction to the Executive Director on the proposed budget parameters and considerations for the Community Planning line of business;
- (b) Review and input on annual budget proposals in relation to the Community Planning line of business and to recommend to the Board of Directors the annual budget component relating to Community Planning;
- (c) Receive regular financial reports on Community Planning and provide advice and reaction to the Executive Director in this regard;
- (d) Provide advice and suggestions to the Board in relation to high level operational and strategic directions for the Community Planning Line of Business.

3.5 Ad Hoc Committees

3.5.1 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.

3.5.2 Examples of *ad hoc* Committees which the Board may wish to consider in the future as the need arises could include:

- (a) Solid Waste Technical Committee
- (b) Public Affairs and Communications Committee

4. CONFLICT OF INTEREST

4.1 Definitions:

For the purposes of this section, with respect to a Commission, "designated employee" means

- (a) an Executive Director,
- (b) a planning director,
- (c) a manager of the solid waste disposal service,
- (d) a financial officer, a treasurer or the person who has primary responsibility for the financial affairs of the Commission,
- (e) the Secretary as provided 2.6.4 of this by-law,
- (e) a planner,
- (f) a person delegated the duties of a development officer,

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(g) a building inspector or the person who has the primary responsibility to the Commission for the enforcement of by-laws or other provincial laws with respect to building and construction within the region,

(h) a person responsible for purchasing on behalf of the Commission, and

(i) any employee of a Commission who is in a senior management position.

4.2 No member of a Board shall be employed by, contract with, act as an agent for or otherwise provide goods or services to the Commission in exchange for consideration, directly or indirectly,

(a) while holding office as a member of the Board, or

(b) during the period of one year following the expiration of the member's term of office, whether the member served the entire term or not.

4.3 A member of a Board does not violate subsection (1) by reason only that the member is in receipt of an allowance for attendance at meetings of the Board or of the executive of the Commission or any other allowance, honorarium, remuneration or reimbursement to which the member may be entitled by reason only of being a member of the Board or of being an executive officer of the Commission.

4.4 Pursuant to the *Regional Service Delivery Act* and the regulations, a member of the Board or a designated employee has a conflict of interest if

(a) the person or a family associate

(i) has or proposes to have any interest in any contract in which the Commission of which that person is a member of the Board or by whom that person is employed or was appointed has an interest, or

(ii) has an interest in any other matter in which the Commission is concerned that would be of financial benefit to that person or the family associate,

(b) the person or a family associate is a shareholder in, or is a director or a senior officer of, a private company that

(i) has or proposes to have an interest in any contract with the Commission, or

(ii) has an interest in any other matter in which the Commission is concerned that would be of financial benefit to the company,

(c) the person or a family associate has a controlling interest in or is a director or a senior officer of a public company that

(i) has or proposes to have an interest in any contract with the Commission, or

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(ii) has an interest in any other matter in which the Commission is concerned that would be of financial benefit to the company, or

(d) the person or a family associate would otherwise benefit financially by a decision of the Commission in any contract, proposed contract or other matter in which the Commission is concerned.

4.5 Where a member of a Board has a conflict of interest with respect to any matter in which the Commission is concerned and he or she is present at a meeting of the Board, a meeting of a committee of the Board, or any other meeting at which business of the Board is conducted, at which the matter is a subject of consideration he or she shall,

(a) as soon as the matter is introduced, disclose that he or she has a conflict of interest in the matter, and

(b) immediately withdraw from the meeting room while the matter is under consideration or vote.

4.6 A designated employee shall not advise or otherwise assist the Commission in any matter where the designated employee has a conflict of interest, unless requested by the Board to do so following the disclosure of the conflict of interest to the Board.

4.7 A member of a Board or designated employee shall not

(a) accept any fees, gifts, gratuities or other benefit that could reasonably be seen to influence any decision made by him or her in the carrying out of his or her functions as a member of the Board or employee of the Commission, or

(b) for his or her personal gain or for the personal gain of a family associate make use in any way of his or her position or of any privileged information to which he or she may have access or to which he or she is privy because of his or her position.

4.8 Upon appointment to the Regional Services Commission and annually thereafter, each member shall, in the form prescribed by the RSC and attached as APPENDIX "A", complete and file with the Secretary of the RSC a "Statement of Disclosure" annually at the Annual General Meeting. This Statement shall include identification of interests, activities, involvements and other aspects related to the member who could potentially involve a conflict with regards to the operation and matters of the Board. When there are changes to this Statement, the Board member must ensure that the Statement is updated as necessary.

4.9 It is preferable if conflicts of interest are declared at the beginning of the Board or Committee meetings. The agenda for the Board should have this included as a standard item.

4.10 In the event that quorum will be lost if a certain number of members declare a conflict of interest on a matter before the Board, the remaining members will be deemed to be

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sufficient in number to comprise a quorum, as long as the number of remaining members does not fall below three.

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

The Board may, by resolution, fix a day or days in each month for the holding of regular meetings at a time and place specified in such resolution. Subsequent to the making of such resolution, no notice shall be required for any of such regular meetings.

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 four (4) 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 in Meetings by Electronic Means

Representatives from member communities may participate in regular, public meetings of the board, or of any standing committees they may belong to, via electronic telecommunications. Individuals who are not, or will not be physically present within the boundaries of the Regional Service Commission at the time of a normally scheduled, public, meeting may participate in a meeting via electronic communications provided they give notice to the Board Chairperson two business days prior to the commencement of the meeting. A member participating in a meeting via electronic means shall constitute in-person presence for purposes of quorum. Electronic participation is not permitted for in-camera meetings.

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 Special Meetings

5.7.1 Any Director or the Executive Director may request the Chairperson to summon a special meeting.

5.7.2 Upon receiving a request to summon a special meeting by a member of the Board, the Chair may summon a meeting for the purpose and at the time specified in the petition.

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5.7.3 The Executive Director shall issue notices of all special meetings of the Board through the RSC8 website and the local media and shall specify the time of such meeting and the business to be transacted thereat. He or she shall provide notice of the meeting to the Chairperson, Vice-Chairperson and Directors at least two days before the meeting.

5.7.4 Individuals unable to physically attend a special meeting may participate in the meeting via electronic telecommunications with approval of the Chairperson or individual calling a special meeting, provided those individuals do not participate in any in-camera deliberations.

5.8 Cancellation of Meetings

If the Chair is of the opinion that quorum will likely not be met at a meeting of the Board, it is the prerogative of the Chair to cancel that meeting and shall ensure that notification is given to all members of his/her decision. The cancelled meeting shall be rescheduled as soon as is practicable.

5.9 Annual General Meeting, Election of Officers, and Appointment of Auditor

The Board shall hold an Annual General Meeting no later than the 30th day of April 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. Public notice of the meeting date, time and location shall be provided no less than fourteen (14) days in advance of the annual general meeting.

5.10 Conduct of Meetings

5.10.1. Procedural Matters

In the event a question relating to procedure arises, ***Roberts Rules of Order, Revised***, 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.

5.10.2 Quorum

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

5.11 Public Access to Board Meetings

All regular and special meetings of the Board shall be open to the public pursuant to the *General Regulation under the Regional Service Delivery Act*. However, if it is necessary at a meeting of the Board to discuss any of the matters referred to in subsection 10.2(4) of the

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Municipalities Act, the public may be excluded from the meeting for the duration of the discussion.

For additional clarity, the following is the relevant section of the *Municipalities Act*:

“**10.2(4)** if it is necessary at a meeting of a council or a committee of council to discuss any of the following matters, the public may be excluded from the meeting for the duration of the discussion:

(a) information the confidentiality of which is protected by law;

(b) personal information;

(c) information that could cause financial loss or gain to a person or the municipality or could jeopardize negotiations leading to an agreement or contract;

(d) the proposed or pending acquisition or disposition of land for a municipal purpose;

(e) information that could violate the confidentiality of information obtained from the Government of Canada or from the Province;

(f) information concerning legal opinions or advice provided to the municipality by a municipal solicitor, or privileged communications as between solicitor and client in a matter of municipal business;

(g) litigation or potential litigation affecting the municipality or any of its agencies, boards or commissions, including a matter before an administrative tribunal;

(h) the access to or security of particular buildings, other structures or systems, including computer or communication systems, or the access to or security of methods employed to protect such buildings, other structures or systems;

(i) information gathered by police, including the Royal Canadian Mounted Police, in the course of investigating any illegal activity or suspected illegal activity, or the source of such information; or

(j) labour and employment matters, including the negotiation of collective agreements.”

6. PROCEDURE FOR MEETING:

6.1 Call to Order

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

6.2 Absence of Chairperson

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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 (30) 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 meetings referenced in subsection 10.2 (4) of the *Municipalities Act*, all meetings of the Board shall be open to the public and no member of the public shall be excluded therefrom 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:

- Recording of attendance
- Conflict of interest declarations
- Adoption of minutes
- Public Presentations
- Committee Reports
- Report on Collaborative Services Activity
- Tenders
- Annual/Departmental reports
- Other matters
- Resolutions
- Consideration of by-laws
- Items for in camera discussion

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 There will be a 10 minute period at the end of each meeting to allow the public to address and ask questions of the Board.

6.6.2

A request to appear and address the Board must be presented to the Executive Director or Chairperson for consideration by the Wednesday of the week preceding the Board meeting.

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Requests must include a summary of the topic of the proposed presentation. The Executive Director can waive the notice after notifying the Chairperson of the request.

6.6.3 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.

6.6.4 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.

6.6.5 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.

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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 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. 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.

6.7.5 Rules Governing the Public

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 Statements

Remarks made in the course of discussion shall be clear and concise, in good taste and shall give offence to no one.

- No Board member shall resist the rules of the Board, disobey the decision of the Chair on a question of order or procedure, or upon the interpretation of a rule of the Commission. In case any Board member shall so speak, resist, or disobey; the Chair

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may order such Board member to vacate his or her seat for the rest of the meeting; however, upon apologizing, he or she may, by vote of the Board, be permitted 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.

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6.9 Motions

6.9.1 Motions to be seconded before Debate

Every motion shall be seconded before being debated or put from the chair. 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 9:30 p.m., 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.

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6.9.6 Order of Amendments

Amendments shall be put in the reverse order to that in which they are moved. 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 Simple Majority.

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

6.10.2 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.

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In the case of Board members who are Local Service District Representatives they serve at large and each such representative present at a meeting shall represent a proportional share of the total population of the Local Service Districts.

6.10.3 Open Vote

With the exception of the election of the Board Officers noted above, every question submitted to the Board shall be determined by open vote by voice (yeah/naah). A show of hands of the Directors may be necessary to validate the vote by show of hands.

6.10.4 Recording of Vote

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.

6.10.5 Chairperson Voting

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

6.10.6 Tie Vote

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

6.10.7 All Must Vote

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 has a conflict of interest. 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.

6.10.8 More Than One Distinct Vote

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.

6.10.9 Result Declaration

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.

6.10.10 Proxy Prohibited.

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

7. ADMINISTRATION

7.1 Registered Office;

The registered office of the Commission shall be at: 49 Winter Street, Sussex, NB, E4E 2W8

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

7.2 Corporate Seal

The Commission may 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 Signing Authority: Instruments in writing requiring execution by the Commission shall be signed on behalf of the Commission by the Executive Director or the Planning Director and one of the Chairperson or the Vice-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 others on behalf of the Commission to sign instruments in writing.

7.4.2 Where required by law 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.

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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. The Secretary, appointed under subsection 2.6.4 of this By-law shall be responsible for the records of the Commission.

8. PROTECTION OF DIRECTORS AND OFFICERS:

8.1 Limitation of Liability

Every director and alternate 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 monies, 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; 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, an alternate or officer, a former director or officer, and his/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/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a member or officer of the Commission, if:

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

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

8.3 Insurance

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

9. DIRECTORS' REMUNERATION AND EXPENSES

9.1 Directors' Remuneration

The Directors of the Commission shall receive remuneration for attendance at Board meetings as well as Committees of the Board as follows:

| | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| Monthly Board Meetings and Annual Meeting | \$125.00 per meeting |
| Special Board Meetings, Committee Meetings, Events, Conferences, out of Region Meetings (travel time within the Region, if applicable, is to be included in the total hours claimed) | \$ 20.00 per hour, max. \$120/day |

In addition to the remuneration for meetings the Chairperson of the Board shall be entitled to a monthly stipend of Two Hundred Dollars (\$200.00).

The amounts referred to herein shall be adjusted annually effective January 1st based on the previous year's Consumer Price Index for Canada.

9.2 Technology Allowance

In recognition of the fact that much of today's business is conducted electronically; and that the Board of Directors are considered to be the primary conduit for communications to the various constituents through the Region, it is necessary to ensure that all Directors have consistent and reliable technology available to them. Each Director shall be entitled to a monthly technology allowance of \$120 to compensate them for expenses such as: computer hardware and software; adequate printer capability including paper and ink supplies; adequate Internet connectivity and telecommunications service.

9.3 Directors' Expenses

The directors shall be reimbursed for travel and meals related to the attendance at Commission or committee meetings or otherwise in respect of the performance by them of their duties, in accordance with the prevailing provincial government policy and rates.

APPENDIX "A"
Regional Service Commission 8
Statement of Disclosure

Name: _____

Date: _____

I affirm the following:

I have received and read the Procedural By-law for Regional Service Commission 8, specifically those provisions related to Conflict of Interest and agree to comply with the provisions.

Disclosures:

Do you have, do you expect to have or did you in the past have a financial interest, including a compensation arrangement, with any entities the Regional Service Commission 8 contracts with (including vendors, consultants or other parties)? YES NO

If YES, please describe:

Do you have, do you expect to have or did you have in the past a non-financial interest that could lead a reasonable observer to believe that a conflict of interest may be present?

YES NO

If YES, please describe:

Date: _____

Signature of Declarant

Date: _____

Signature of Secretary or Executive Director