

Kent Regional Service Commission Procedural By-law

Date Approved: January 16, 2023

Chairperson: _____

Chief Executive Officer: _____

Kent Regional Service Commission - Procedural By-Law

INDEX

1. Definitions / Interpretation
 - 1.1 Definitions
2. Organization
 - 2.1 Membership
 - 2.2 Description
 - 2.3 Board Composition
 - 2.3.1 Ex-Officio Members
 - 2.4 Board of directors
 - 2.5 Term of Office
 - 2.6 Executive Officers
 - 2.6.1 Election of Officers
 - 2.6.2 Chairperson
 - 2.6.3 Vice-Chairperson
 - 2.6.4 Delegation of duties of council
 - 2.6.5 Vacancies on council
 - 2.6.6 Spokesperson of the commission
 - 2.6.7 Variation of duties
3. Committees
 - 3.1 Standing Committees
 - 3.1.1 Definition
 - 3.1.2 Chairperson ex officio
 - 3.1.3 Composition
 - 3.1.4 Term
 - 3.1.5 Quorum
 - 3.1.6 General Duties
 - 3.1.7 Plans
 - 3.2 Finance, Budget, Administration and Human Resources Committee
 - 3.2.1 Formation
 - 3.2.2 Duties
 - 3.2.2.1 Revenues and expenses
 - 3.2.2.2 Requests for expenses
 - 3.2.2.3 Capital investment financing
 - 3.2.2.4 Financial planning
 - 3.2.2.5 Financial management
 - 3.2.2.6 Acquisition and disposal of property
 - 3.2.2.7 Administrative duties
 - 3.2.2.8 Strategic orientations
 - 3.2.2.9 Organizational performance
 - 3.2.2.10 Human resource orientation
 - 3.2.2.11 Orientation of Staff
 - 3.2.2.12 Financial guidelines

Kent Regional Service Commission - Procedural By-Law

- 3.2.2.13 Salary Guidelines
- 3.2.2.14 Inquiries
- 3.2.2.15 Procedural By-law
- 3.2.2.16 Administrative Policies
- 3.2.2.17 New Policies
- 3.2.2.18 Judicial Affairs
- 3.2.2.19 CEO Evaluation
- 3.3 Audit Committee
 - 3.3.1 Formation
 - 3.3.2 Duties
 - 3.3.2.1 By-laws
 - 3.3.2.2 Policies
 - 3.3.2.3 Financial statement recommendation
 - 3.3.2.4 Recommend the appointment of auditors
 - 3.3.2.5 Review the audited statements
 - 3.3.2.6 Special audits
 - 3.3.2.7 Evaluate the functions of the audit
 - 3.3.2.8 Risk management
 - 3.3.2.9 Board audit committee
- 3.4 Advisory Committees
 - 3.4.1 Planning and revision advisory committee
 - 3.4.2 Solid waste technical committee
 - 3.4.3 Economic Development Committee
 - 3.4.4 Community Development Committee
 - 3.4.5 Tourism Development Committee
 - 3.4.6 Regional Transportation Committee
 - 3.4.7 Public Safety Committee
 - 3.4.8 Recreation, Sport, and Culture Committee
 - 3.4.9 Health Committee
- 3.5 Ad Hoc Committees
- 4. Conflict of Interest
 - 4.1 Conflict of interest forms
 - 4.2 Recognition of a conflict of interest
- 5. Meetings
 - 5.1 Place of Meetings
 - 5.2 Regular Meetings
 - 5.3 Calling Meetings
 - 5.4 Waiver of Notice by a Member
 - 5.5 Chairperson for Meeting
 - 5.6 Emergency Meetings
 - 5.6.1 Calling
 - 5.6.2 Content

Kent Regional Service Commission - Procedural By-Law

- 5.7 Special Meetings
 - 5.7.1 Calling
 - 5.7.2 Petition
 - 5.7.3 Declaring Vacancy
 - 5.7.4 Notice Requirements
- 5.8 Cancellation of Meetings
- 5.9 Annual Report Presentation, election of officers and appointment of auditors
 - 5.9.1 Notice of meeting and invitation
 - 5.9.2 Special meeting
- 5.10 Conduct of Meetings
 - 5.10.1 Governing authority on Procedures
 - 5.10.2 Quorum
- 6. Procedure for Meetings
 - 6.1 Call to Order
 - 6.2 Absence of Chairperson
 - 6.3 Absence of Quorum
 - 6.4 General Order of Business
 - 6.4.1 Variation in the order of Business
 - 6.5 Order
 - 6.5.1 Relation of Public to Board
 - 6.5.2 Notice to Appear Before the Board
 - 6.5.3 Maintenance of Order
 - 6.5.4 Rulings on Order
 - 6.5.5 Chairperson Entering Debate
 - 6.6 Rules of Debate
 - 6.6.1 Who Shall have the Floor
 - 6.6.2 Reading of Motion
 - 6.6.3 Limits of Debate
 - 6.6.4 Appeal to Board
 - 6.7 Rules of Conduct
 - 6.7.1 Addressing the Chair
 - 6.8 Motions
 - 6.8.1 Motions to be Seconded
 - 6.8.1.1 Motions seconded
 - 6.8.1.1.1 Written motions
 - 6.8.1.1.2 Reading and wording
 - 6.8.2 Withdrawal of Motions
 - 6.8.3 Motion to Adjourn
 - 6.8.3.1 Possession of the floor
 - 6.8.3.2 Yeas and Nays
 - 6.8.3.3 Voting

Kent Regional Service Commission - Procedural By-Law

- 6.8.3.4 Previous Question
 - 6.8.3.4.1 Second Motion
- 6.8.4 Questions Under Debate
 - 6.8.4.1 Approve
 - 6.8.4.2 Amend
 - 6.8.4.3 Lay it on the table
 - 6.8.4.4 Defer
 - 6.8.4.5 Adjourn
 - 6.8.4.6 Previous Question
 - 6.8.4.7 Vote
- 6.8.5 The Previous Question
- 6.8.6 Order of Amendments
- 6.8.7 Reconsideration
 - 6.8.7.1 Reconsideration of motion, by-law
 - 6.8.7.1.1 Notice of motion
 - 6.8.7.1.2 Motion to reconsider
 - 6.8.7.1.3 Motion to be reconsidered
 - 6.8.7.1.4 Consideration of motion
 - 6.8.7.2 Reconsideration period
 - 6.8.7.2.1 Discussion on the main question
 - 6.8.7.2.2 Motion to be reconsidered
- 6.9 Voting
 - 6.9.1 Simple Majority
 - 6.9.2 Two-Thirds Majority
 - 6.9.3 Chairperson Voting
 - 6.9.4 Open Votes
 - 6.9.4.1 Secret Vote
 - 6.9.5 Recording of Vote
 - 6.9.6 Tie Vote
 - 6.9.7 All Must Vote
 - 6.9.8 Result Declaration
 - 6.9.9 Proxy Prohibited
- 6.10 Public Access to Board Meeting
- 7. Administration
 - 7.1 Registered Office
 - 7.2 Corporate Seal
 - 7.3 Fiscal Year
 - 7.4 Execution of Documents
 - 7.4.1 Signing Authority
 - 7.4.2 Affixing Corporate Seal
 - 7.4.3 Instrument in Writing Defined
 - 7.5 Secretary

Kent Regional Service Commission - Procedural By-Law

- 7.6 Banking
 - 7.6.1 Chief Financial Officer
 - 7.6.1.1 Financial Management Systems
 - 7.6.1.2 Financial Reports
 - 7.6.1.3 Procedures
 - 7.6.1.4 Situations requiring attention
 - 7.6.1.5 Financial auditing
- 7.7 Corporate Records
- 8. Protection of Directors and Officers
 - 8.1 Limited Liability
 - 8.2 Indemnity
 - 8.2.1 Acts in good faith
 - 8.2.2 Criminal or Administrative action
 - 8.3 Insurance
- 9. Members' Expenses & Remuneration
 - 9.1 Members' Expenses
 - 9.2 Members' Remuneration

Kent Regional Service Commission - Procedural By-Law

Kent Regional Service Commission

Preamble:

Whereas the Kent 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 thereunder;

And Whereas, pursuant to section 12 of the said Act, provision is made for the establishment of a Board for the Commission and this Board shall make and approve a procedural by-law.

Now Therefore pursuant to the powers contained in the said Act the Board of the Kent Regional Service Commission hereby passes and enacts the following by-law:

1. Definitions/Interpretation

1.1 Definitions

For interpretation purposes of this policy, the masculine includes feminine, and the singular includes plural, according to the text requirements.

The following definitions apply in this By-Law.

"Act" means the *Regional Service Delivery Act*, Statutes of New Brunswick 2012, Chapter 37, "Act" also means the *Municipalities Act*, *RSNB 1973, c M-22*.

"Board" means the board of members of the Kent Regional Service Commission.

"Commission" means the body corporate established pursuant to the Act for the Kent Regional Service Commission

"CEO" means a person appointed as a Chief Executive Officer under article 13 of the Act.

"Member" with respect to a regional service commission, means a municipality, a rural community or a rural district.

"Rural District" means a rural district as established under paragraph 1(1) of the *Local Governance Act*.

"Municipality" means a city, town, village or rural community.

"Minister" means the Minister of Local Government and Governance Reform 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 paragraph 24 (2) of the *Regional Service Delivery Act*.

Kent Regional Service Commission - Procedural By-Law

2. Organization:

2.1 Membership

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

Grand Bouctouche.....	Town
Beaurivage.....	Town
Five Rivers.....	Village
Nouvelle-Arcadie.....	Village
Champdoré.....	Town
Beausoleil.....	Rural Community
Kent Rural District.....	Rural District

2.2 Description

For the purposes of this by-law, the population data used for each member community is the data published by the most recent Statistics Canada 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 the Kent Regional Service Commission shall be made up of 7 members as follows:

- 6** representatives from the municipalities
- 1** representative from the rural district

The composition of the Board is determined by Regulation 2012-326, under the *Regional Service Delivery Act*. Regulation 2012-326 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 Regulation 2012-325.

In case of absences and according to the Regulation 2012-109, the deputy mayors may act as substitutes for the mayors and in the case of the rural district a member of the advisory committee may act as an alternate to their chairperson.

Kent Regional Service Commission - Procedural By-Law

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

2.3.1 Ex-officio member

A member of the first nation community will have the right to have a non-voting seat at the board. This member will have the right to speak during deliberations. The member of the first nation community is chosen among the three First Nation's communities within the territory of the Commission.

2.4 Board of Directors

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

- Provide strategic direction as well as overseeing the activities of the Regional Service Commission.
- Make decisions on the following matters: annual budget, hiring of the CEO, 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 CEO
- Attend meetings of the 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 and rural district perspectives to the RSC table
- Help formulate and determine the RSC's overall strategic direction
- Serve as liaison with respective communities:
- Participate in and provide direction regarding the regional planning process
- Approve the Regional Strategy

2.5 Term of Office

All terms of office for municipal and rural district representatives shall be for four years commencing January 1, 2023.

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.

2.6.1 Election

Election of the Executive Officers of the Kent Regional Service Commission Board shall occur every two years at the meeting during which the KRSC's Annual Report is presented. The Chairperson and Vice-Chairperson are elected for a two-year term, renewable twice.

2.6.2 Chairperson of the Commission:

The Chairperson shall, if present, preside at all meetings of the Commission. They shall sign all documents which require their signature and shall perform all duties pertaining to their office, and they shall acquire such other powers and duties as may from time to time be assigned to them by resolution of the board.

2.6.3 Vice-Chairperson:

During the Chairperson's absence or inability or refusal to act, the Chairperson's duties may be performed, and their 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 member of the Board for a specified time.

2.6.5 Vacancies on council

Should the position of any officer of the Commission become vacant, the Commission shall elect another member to fill the position.

2.6.6 Spokesperson of the Commission

The Chairperson of the Commission is the official spokesperson in all matters related to policy unless decided otherwise.

2.6.7 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 12(1) b) of the *Regional Service Delivery Act*, the 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

3.1.1 Definition

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.

3.1.2 Chairperson ex-officio

The Chairperson of the board is an ex-officio member of all Standing Committees without the right to vote. In the absence of the Chairperson of the board from the Standing Committee meeting, the Vice-Chairperson of the board will be the ex-officio member.

3.1.3 Composition

Standing committees shall consist of a maximum of three (3) board members appointed by the Board. The Board shall designate one of the committee members to be chairperson.

3.1.4 Term

The term of office for standing committee members shall be two years and members are eligible for reappointment at the Board's meeting during which the KRSC's Annual Report is presented.

3.1.5 Quorum

The chairperson and any other members representing 50% of other members of the committee shall constitute a quorum for the purpose of conducting a meeting of a Standing Committee.

3.1.6 General Duties

Each Standing Committee shall serve in an advisory capacity to the Board 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.

3.1.7 Plans

Each Standing Committee shall develop short- and long-term plans, relative to the service of the commission bearing in mind the financial repercussion these may bring and shall develop policies for consideration by the Board.

3.2 Administration, Budget, and Human Resources Committee

3.2.1 There shall be a standing committee called the Administration, Budget, and Human Resources Committee.

3.2.2 Duties of the Administration, Budget, and Human Resources Committee are to:

Kent Regional Service Commission - Procedural By-Law

- 3.2.2.1 receive, review, and coordinate the estimates of revenue and expenditures for the year and make recommendations to the Board;
- 3.2.2.2 consider all requests for expenditures in excess of those provided for in the annual budget and report to the Board with recommendations;
- 3.2.2.3 study, provide advice, and make recommendations to the Board on all matters regarding capital funding;
- 3.2.2.4 coordinate the development of short- and long-term financial planning for the Commission;
- 3.2.2.5 monitor financial management services;
- 3.2.2.6 ensure that the acquisition and disposal of property is carried out within the terms of policy directives issued by the Board;
- 3.2.2.7 study all the administrative files of the Commission;
- 3.2.2.8 analyze and recommend, in order to be adopted, the strategic orientations of the Commission regarding human resources management and follow the established objectives pursued in a timely manner;
- 3.2.2.9 determine objectives to improve the performance of our human resources;
- 3.2.2.10 determine the framework of the Commission in human resources;
- 3.2.1.11 encourage the adoption of orientation policies for employees;
- 3.2.2.12 analyze and recommend the financial guidelines;
- 3.2.2.13 establish and recommend to the Commission, guidelines regarding the salaries of the employees;
- 3.2.2.14 may request an investigation in case an employee gets hurt at work.
- 3.2.2.15 review on a regular basis the procedural by-law of the Kent Regional Service Commission.
- 3.2.2.16 develop administrative policies for the good functioning of the Commission.
- 3.2.2.17 bring new ideas of administrative policy so the Commission runs smoothly.
- 3.2.2.18 review, when necessary, any file which relates to procedural or judicial affairs of the commission
- 3.2.2.19 coordinate the CEO evaluation process as outlined in the CEO Evaluation Policy

3.3 Audit Committee

3.3.1 An audit committee shall be formed comprising members of the Board. The CEO is not an *ex officio* member of the Audit Committee but may be invited to Committee meetings or parts of meetings at the discretion of the Chair.

3.3.2 The duties of the Audit Committee are to:

3.3.2.1 review financially related by-laws,

3.3.2.2 review accounting and financial policies,

3.3.2.3 review and recommend independently audited financial statements,

3.3.2.4 recommend the appointment of independent auditors,

3.3.2.5 review audits and management letters with the auditors, discuss areas of disagreement or contention and recommend a follow-up action,

3.3.2.6 initiate special audits in areas of concern,

3.3.2.7 review and assess the internal audit function,

3.3.2.8 review and assess matters of risk for the Corporation.

3.3.2.9 act as the audit committee of the board for the needs of reviewing the financial statements of the Commission and the communication with the auditor of the Commission.

3.4 Advisory Committees

The Board may also appoint advisory committees whose membership may include Board members, members of staff and members of the general public.

3.4.1 Review and Planning Committee

3.4.2 Solid Waste Technical Committee

3.4.3 Economic Development Committee

3.4.4 Community Development Committee

3.4.5 Tourism Development Committee

3.4.6 Regional Transportation Committee

3.4.7 Public Safety Committee

3.4.8 Recreation, Sport, and Culture Committee

3.4.9 Health Committee

3.5 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

Kent Regional Service Commission - Procedural By-Law

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

General provisions will be stated in the Provincial Regulation.

- 4.1** Upon assuming office, each Board member shall, in the form prescribed by the Board, complete and file with the Secretary a "Statement of Disclosure". This "Statement" shall include identification of interests, activities, involvement and other aspects related to the member which could potentially involve a conflict with regards to the business of the Commission. When there are changes to this statement, the Board member shall ensure that the statement is updated as necessary.
- 4.2** At the beginning of each meeting, the members of the board that recognize having a conflict of interest with one or more of the items that will be discussed will have to declare a conflict of interest and complete the "Statement of Disclosure" and leave the room until the vote has been held.

5. Meetings

5.1 Place of Meetings

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

5.2 Regular Meetings

The Board may, by resolution, fix the third Thursday of every month for the holding of regular meetings at a time and place specified beforehand. A notice will be sent to the board members preferably one week before each regular meeting.

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 members.

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 member.

5.5 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.

Kent Regional Service Commission - Procedural By-Law

5.6 Emergency Meetings

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

5.6.2 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.

5.7 Special Meetings

5.7.1 The Chairperson may at any time call a special meeting.

5.7.2 Upon receiving a petition to call a meeting by three members, the CEO may call a meeting for the purpose and at the time specified in the petition.

5.7.3 In case the office of Chairperson, Vice-Chairperson or member becomes vacant, the CEO may call a special meeting of the Board for the purpose of selection of a new Chairperson, Vice-Chairperson or the declaration of such vacancy.

5.7.4 The CEO shall issue a notice of any special meeting of the Board and shall specify the time of such meeting and the business to be transacted thereat. They shall cause such notices to be delivered by email to the Chairperson, Vice-Chairperson and members at least one day before the time of the meeting.

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 they shall ensure that notification is given to all members of their decision. The cancelled meeting shall be rescheduled as soon as is possible.

5.9 Presentation of the Annual Report, Election of Officers, and Appointment of Auditor

The Board shall hold a regular meeting no later than the 30th 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 if the previous mandates have come to term. The Board shall appoint the financial auditor of the Commission annually during this meeting.

5.9.1 Notice and an invitation to attend shall be extended to Rural District members, municipal councillors and to the general public.

5.9.2 In extraordinary circumstances, the Board of Directors can hold a special meeting if there are pressing matters that need to be dealt with to ensure the good functioning of the Commission.

5.10 Conduct of Meetings

5.10.1 Procedural by-laws

Should a question relating to procedure arise, ***Robert's Rules of Order, Revised***, shall govern the Commission, the Board 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. A quorum at any meeting of the Board shall be a majority of its members.

5.11 Participation in Meetings

Board Members may participate in meetings of the Board, or meetings of any committees they may belong to, via electronic telecommunications, when available. A member participating in a meeting via electronic means shall constitute in-person presence for purposes of a quorum. Electronic attendance shall carry the same expectations for board members as in-person attendance in terms of punctuality, engagement, confidentiality and decorum. Whether attending in person or via electronic means, attendance for the purposes of per diem shall require the board member to join the meeting no later than 15 minutes after the scheduled start and be present for at least two thirds of the meeting's duration.

If it is determined by the Chair and CEO that weather may make driving unsafe for board members to attend a regular or special board meeting in person, that meeting format shall be changed to electronic attendance only.

In the event that the Board goes into closed session any directors participating by electronic means must confirm to the Chair that they are alone and no other person can hear the Board's discussion.

6. Procedure for Meetings

6.1 Call to Order

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

6.2 Absence of Chairperson

In the absence of the Chairperson and Vice-Chairperson, the CEO shall call the meeting to order and, once a chairperson has been chosen on motion, the Board shall proceed with the business of the meeting.

6.3 Absence of Quorum

Unless a quorum is attained 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 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 the agenda
Adoption of minutes of previous meetings
Business arising from the minutes
Public Presentations
Correspondence
Committee Reports

- Administration, Budget, and Human Resources
- Audit
- Health
- Ad hoc Committees

Report on Collaborative Services Activity

- Planning
- Solid Waste
- Public Safety
- Economic Development
- Tourism Promotion
- Community Development
- Regional Transportation
- Recreation development and cost sharing

Report of the Chairperson and/or the Vice-Chairperson
Report of the CEO
Resolutions
New Business
Questions from the public/Delegations/Petitions
Adjournment

6.4.1 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 members present, and all questions as to precedence or to the suspension of the general orders of the day shall be decided without debate.

6.5 ORDER

6.5.1 Relation of Public to Board

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

6.5.2 Notice to Appear Before the Board

Notice to appear and address the Board is required to be made by the Friday of the week preceding the Board meeting to the CEO or Secretary unless this notice is otherwise waived by the Board.

6.5.3 Maintenance 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.

6.5.4 Rulings on Order

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

6.5.5 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, they 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 RULES OF DEBATE

6.6.1 Who Shall Have the Floor?

When two or more members raise their hands to speak, the Chairperson shall name the member who, in their opinion, first raised their hand.

6.6.2 Reading of Motion

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

6.6.3 Limits of Debate

No member shall speak more than once on the same question without the consent of the Chairperson, subject to challenge by the Board, except in an explanation of a material part of their speech, which may have been misconceived, and in doing so, they shall not introduce a new matter. A reply is allowed to a member who has made a substantive motion to the Board; an amendment; or, the previous question. No

Kent Regional Service Commission - Procedural By-Law

member, without consent, shall speak to the same question in reply for longer than fifteen minutes.

6.6.4 Appeal to Board

When a point of order is raised or when a member 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.

6.7 RULES OF CONDUCT

6.7.1 Members Must Address the Chairperson

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

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 may order such Board member to vacate their seat for the rest of the meeting; however, upon apologizing, and following a vote by the Board, they may be permitted to retake their seat.

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

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

6.8 MOTIONS

6.8.1 Motions to be Seconded before Debate

6.8.1.1 Every motion shall be seconded before being debated or put to a vote by the chair;

6.8.1.1.1 motions may be in writing. Motions to go into a committee of the whole or to refer any matter to a standing or ad hoc committee, or to adjourn, may be made viva voce.

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

6.8.2 Withdrawal of Motions

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

6.8.3 Motions to Adjourn

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

6.8.3.1 when a member has the floor;

6.8.3.2 when the yeas and nays have been called for;

6.8.3.3 when the members are voting;

6.8.3.4 when it has been decided that the previous question shall be put forthwith;

6.8.3.4.1 but a second motion to the same effect shall not be made before deliberations on the first motion have terminated unless two thirds of the members present consent to continuing the proceedings.

6.8.4 Questions under Debate

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

6.8.4.1 to approve,

6.8.4.2 to amend,

6.8.4.3 to lay on the table,

6.8.4.4 to defer,

6.8.4.5 to adjourn,

6.8.4.6 to move the previous question,

6.8.4.7 to move that the vote be now taken,

6.8.5 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 amendments 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.

6.8.6 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.

6.8.7 Reconsideration

6.8.7.1 A 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:

6.8.7.1.1 a notice of motion to reconsider, given in accordance with this by-law, must be given by a member that voted in favour of the motion;

6.8.7.1.2 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;

6.8.7.1.3 a motion to reconsider must be supported by a majority of the members of the whole Board before the matter to be reconsidered can be debated; and

6.8.7.1.4 a motion to reconsider shall not be considered more than once in a three-month period.

6.8.7.2 A 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:

6.8.7.2.1 no discussion of the main question shall be allowed unless reconsidered; and

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

6.9 Voting

6.9.1 Simple Majority.

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

6.9.2 Two-thirds Vote.

A motion made at a meeting (a) for the establishment of a service fee or (b) the borrowing of money for a service shall not pass unless at least two thirds of the members present vote in favour of the motion.

6.9.3 Chairperson Voting

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

6.9.4 Open Vote.

Unless disqualified to vote by reason of conflict of interest or otherwise upon a by-law, resolution, motion or for any other purpose, each member present, including the Chairperson (only in the cases indicated in the article 6.9.3), shall announce their vote openly and individually, and the recording secretary shall record it.

6.9.4.1 Secret Vote

With the exception of the election of the Chairperson, the Vice-Chairperson, and committee members 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 null and void.

6.9.5 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 in the minutes.

6.9.6 Tie Vote

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

6.9.6 All Must Vote.

Every member who is present at the Board meeting when a question is put shall vote thereon unless they declare that they have a conflict of interest. If any member persists in refusing to vote for other than the reason herein before stated, they shall be recorded as voting in the affirmative on the question before the Board.

6.9.7 Result Declaration.

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

6.9.8 Proxy Prohibited.

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

Kent Regional Service Commission - Procedural By-Law

6.10 Public Access to Board Meetings

With respect to public access to Board meetings, including committee meetings, the provisions of the *Local Governance Act*, Chapter 8, and in particular subsections 67(a) through 63(3) b), both inclusive, shall apply, *mutatis mutandis*, to meetings of the Kent Regional Service Commission.

7. ADMINISTRATION

7.1 Registered Office;

Kent Regional Service Commission
104 Irving Blvd, uni 1
Bouctouche, New Brunswick
CANADA E4S 3L5

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 Signing Authority

Instruments in writing requiring execution by the Commission shall be signed on behalf of the Commission by the Chairperson, the Vice-Chairperson, the CEO, or the Finance Director (any two thereof), 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 member or members on behalf of the Commission to sign instruments in writing.

7.4.2 Corporate Seal of the Commission

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 Documents

The term "documents" as used herein shall include banking documents, deeds, contracts, mortgages, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and

Kent Regional Service Commission - Procedural By-Law

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, transfer powers of attorney, bonds, debentures or other securities or any paper writing.

7.5 Secretary

The Board shall appoint a Secretary who shall be a staff member of the Kent Regional Service Commission. The Secretary shall be responsible for ensuring 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 members 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.

The Assistant Secretary shall report to the Secretary and, in the absence or incapacity of the Secretary, or in the absence of a Secretary, shall perform the duties of the Secretary.

7.6 Banking

The financial business of the Commission shall be transacted with such a financial institution 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.

7.6.1 Chief Financial Officer

The Board shall appoint a Chief Financial Officer who shall be a staff member or on contract with the Kent Regional Services Commission. The Chief Financial Officer shall be responsible to:

7.6.1.1 Ensure that the financial management systems of the Commission are comprehensive, reliable and informative;

7.6.1.2 Ensure that timely and comprehensive reports to the Board are provided and ensure that reports and other information as may be required are promptly provided;

7.6.1.3 Put in place such safe guards and procedures to ensure adequate management of the financial and physical assets of the Commission;

7.6.1.4 Identify to CEO and Board any emerging financial concerns which materially affect the performance of the organization; and

7.6.1.5 sit as a non-voting member of the Audit Committee

7.7 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

Kent Regional Service Commission - Procedural By-Law

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.

8. Protection of Directors and Officers

8.1 Limitation of Liability

Every member and officer of the Board exercising their powers and discharging their 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 member or officer shall be liable for the acts, receipts, neglects or defaults of any other member, 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 their part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of their office or in relation thereto; provided that nothing herein shall relieve any member 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 member or officer, a former member or officer, and their 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 them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a member or officer of the Commission, if:

8.2.1 they acted honestly and in good faith with a view to the best interests of the Commission; and

8.2.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their 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 them in their capacity as a member or officer of the Commission.

9. Members' Expenses & Remuneration

9.1 Members' Expenses

The members 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. The rate for reimbursement shall be in accordance with the Kent RSC expense reimbursement policy.

9.2 Members' Remuneration

The Members of the Commission (Mayors and Rural District representatives) shall receive remuneration according to the general policy 20-03.