



By-Law No. 01

Greater Moncton Wastewater Commission Procedural By-Law

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“All items with a * within this By-law are contained wholly or in part in legislation”. All wording in *italics* is directly from the Clean Environment Act.

Greater Moncton Wastewater Commission

1 Title

IN THIS BY-LAW, the Greater Moncton Wastewater Commission is to be hereinafter referred to as “the Commission”.

2 Purpose

The purpose of the Commission shall be to fulfill the following tasks and objectives:

- a. To implement, operate and maintain the collection system components within its Jurisdiction required to collect wastewater from the three Municipalities of Moncton, Riverview and Dieppe;
- b. To implement, operate and maintain wastewater treatment facilities to treat the wastewater collected from the three Municipalities of Moncton, Riverview and Dieppe to meet provincial and federal government regulations;

3 Definitions:

The Clean Environment Act, R.S.N.B. 1973, c. C-6: An Act of the Government of New Brunswick

Chair: is the Chair of the Commission

Code: is the GMWC Code of Business Ethics and Confidentiality

Commission: is the Greater Moncton Wastewater Commission

Commission Board: is the Board of Directors of the Greater Moncton Wastewater Commission

Commissioner: is a member of the Commission Board

Dieppe: is the City of Dieppe, New Brunswick

General Manager: is the General Manager of the Commission

Minister: is the Minister of the New Brunswick Department of Environment and Local Government

Moncton: is the City of Moncton, New Brunswick

Municipality: refers to Moncton, Dieppe, Riverview collectively or individually

Riverview: is the Town of Riverview, New Brunswick

4 Commission

The governance of Commission business affairs shall be managed by the Commission Board.

4.1 Term of Office *

The *term of office* of each Commissioner shall be *four (4) years*. *A member may be reappointed, but no member shall serve more than three consecutive terms*. The Municipalities have the authority to create a staggered start to the terms in order to achieve continuity of representation on the Commission.

4.2 Number of Commissioners *

The membership of the Commission shall consist of Commissioners *appointed by the council* of the three participating Municipalities; *two (2)* by the City of Dieppe, *two (2)* by the City of Moncton and *two (2)* by the Town of Riverview.

4.3 Resignation of Commissioners *

Any Commissioner may resign by giving written notice of resignation to the Commission, or to the Chair or Secretary of the Commission. Such resignation shall take effect at the time specified in such notice and acceptance of such resignation shall not be necessary to make it effective. *The Municipality* which this Commissioner had represented *may appoint a member for the remainder of the term* of office of the member who resigned.

4.4 Removal of Commissioners *

A participating Municipality may at any time remove from office a member who was appointed by the Municipality, and may appoint a member to complete the term of office of the member who was removed.

4.5 Reappointment *

When a member is not reappointed or replaced on the expiry of his or her term, the member's subsequent reappointment or the appointment of a replacement shall be deemed to have taken place immediately after the expiration of the member's term.

4.6 Attendance

The Commission shall inform the participating municipality regarding their representative Commissioner who has been absent from three (3) consecutive monthly meetings unless such absence is excused by the Commission.

4.7 General Manager

The Commission shall appoint the General Manager who shall be responsible to the Commission for the business management of the Commission. Further the General Manager so appointed shall be an ex-officio member without vote of the Commission and Committees thereof.

5 Meetings

5.1 Conduct of Meetings

Meetings will be conducted in accordance with Robert's Rules of Order.

5.2 Annual General Meetings

The Annual General Meeting of the Commission shall normally be held during the month of March/April each year, or on such other date as may be fixed by the Commission and will be open to the public. The Commission's Annual Report shall be presented at this Annual Meeting, and any person attending will be provided with an opportunity to ask questions regarding the Commission. The Annual Meeting will be advertised in a local newspaper and on the Commission's web site not less than fourteen (14) days prior to the meeting.

5.3 Regular Meetings

The Commission shall conduct regular monthly meetings. Minutes shall be kept of these Meetings to record all important matters of discussion or decision and shall note all persons present at the meeting.

5.4 Private Meetings

The Commission may opt to conduct private in camera meetings to deal with matters where confidentiality is deemed to be important. Subjects meeting these criteria will be as defined by the Local Governance Act, (S.N.B. 2017, c.18) Section 68(1). Minutes shall be kept of these Meetings and the record shall report only the type of matter under the Local Governance Act, (S.N.B. 2017, c.18) Section 68(1) that was discussed during the meeting; and the date of the meeting.

5.5 Special Meetings

Special Meetings may be called at any time by the Chair or shall be called by the Secretary upon the request, in writing, of any three (3) or more Commissioners then serving in office. Special Meetings, shall only deal with and act upon those matters in the Notice of Meeting unless all Commission Members are present and unanimously approve additional items for deliberation. Minutes shall be kept of these Meetings to record all important matters of discussion and decision and shall note all persons present at the meeting.

5.6 Telephone/Virtual Attendance of Meetings

Members of the Commission or of any Committee of the Commission may participate in meetings through the use of a conference telephone or similar electronic communication equipment so long as all members participating in such a meeting can hear one another. Participation in a meeting pursuant to this provision does not constitute presence in person at such a meeting and this member cannot vote on the Annual Budget or for the borrowing of money.

5.7 Record of Meetings

All meetings of the Commission shall be recorded by the Secretary or by the Secretary's designate. The record of the meeting (the Minutes) shall note as a minimum:

- a. persons present at the meeting
- b. persons invited but not attending the meeting
- c. the date, location and time of the meeting
- d. sufficient information on all items discussed at the meeting including those on the Agenda and any items added to the Agenda such that the nature of the item and its discussion can be clearly determined by the Minutes alone
- e. on any motions made, the exact wording of the motion, the name of the person making the motion, the name of the person who seconded the motion, specific wording of any amendments made, the results of the vote
- f. where follow-up or other action is required on an item, this and the person or group responsible shall be stated

The record of all meetings is to be regarded as a "stand-alone" document which clearly and completely preserves the purpose and business of the meeting.

5.8 Notice of Meetings

The schedule of Annual and Regular Meetings shall be set annually, in advance at the November or December meetings. Written notice of time and place shall be sent, confirming date, time and location, by mail to each Commissioner, at the last known place of business or residence of the Commissioner at least two (2) days prior to the date of such meetings. The Notice of Regular Meetings shall include the Minutes of the previous meeting and any attachments which require review prior to being dealt with at the meeting. Notice of Special or Telephone Meetings shall be given to each Commissioner by telephone, facsimile, E-mail or other electronic communications system, not less than three (3) days prior to the date of such meeting. The Notice of any such meeting shall include any documents which require review and consideration prior to being dealt with at the meeting.

5.9 Waiver of Notice

Notwithstanding the provisions of any of the foregoing sections, a meeting of the Commission may be held at such time or place as the Commission shall designate, and any action taken thereat, if notice thereof is waived in writing by every Commissioner having the right to vote at the meeting, shall be considered as valid as if notice had been given according to these By-Laws.

5.10 Quorum

Unless provided for differently elsewhere in these By-Laws, four (4) Commissioners then serving in office shall constitute a quorum for all meetings of the Commission.

5.11 Voting (Except for Annual Budget or Borrowing Motions)

Every vote on a motion made at a Meeting shall be taken only when a quorum is present. Each member, including the Chair, shall have one (1) vote and any motion put forward at any meeting of the Commission shall be decided by a majority of votes. This Clause does not apply to motions put before the Commission that deal with the approval of the Annual Budget or the borrowing of money (see Clause 5.13). In the event of a tie, the Chair shall cast the deciding vote.

5.12 Voting (Annual Budget or Borrowing Motions) *

A motion made at a meeting to approve an Annual Budget for the Commission or to approve the borrowing of money shall not pass unless at least two-thirds of the members of the Commission present, who represent at least two-thirds of the total population represented by all the members present, vote in favour. In a vote on a motion made at a meeting to approve an Annual Budget for the Commission or to approve the borrowing of money:

- (a) all members of the Commission who are present, including the Chair, shall cast their vote openly and individually, and not by ballot or other secret means, and*
- (b) a member who is present and who does not vote, for any reason, shall be deemed to have voted in favour of the motion*

5.13 Notice of Vote *

The members shall not vote on a budget for the Commission or to borrow money unless the Commission has given written notice of the vote and a copy of the proposed budget or borrowing to each participating municipality at least forty-five (45) days before the vote.

6 Budget *

The Commission shall adopt an Operating and Capital Budget for the forthcoming fiscal year of the Commission and submit the adopted Budget to each participating Municipality and to the Minister no later than November 30 of each year.

7 Audit *

Within three (3) months after the end of the fiscal year, the Commission shall ensure that annual audited financial statements are prepared as follows and shall transmit copies of the audited financial statements to each participating Municipality, and to the Minister. The annual audited financial statements shall be conducted by a Chartered Professional Accountant in accordance with the systems of estimates, bookkeeping, accounting and auditing and all other guidelines prescribed under Section 8 of the Control of Municipalities Act.

8 Annual Report *

Within three (3) months after the end of its fiscal year, the Commission shall prepare and submit to the three participating municipalities and to the Minister the Commission's Annual Report in which is set out a description of its activities during the previous fiscal year. This Annual Report shall also be presented at the Annual Public Meeting of the Commission.

9 Executive Officers *

The members of the Commission shall elect from among the membership the Executive Officers of the Commission. The principal Officers of the Commission shall be a Chair, Secretary and Treasurer. In the absence of the Chair, the Secretary will act as the Chair.

9.1 Election and Term of Office

The election of Executive Officers of the Commission for the coming year shall be done at a formal meeting of the Commission following the Annual General Meeting. Where a vacancy exists, a replacement may be elected at any meeting of the Commission at which a quorum is present by a vote of the majority of the Commissioners present. An Executive Officer shall be elected to serve a one (1) year term but shall hold office until replaced or until such Executive Officer's removal as provided for in these By-laws. No Executive Officer may serve in one office for more than four (4) consecutive one-year terms.

9.2 Removal of Executive Officers

Any Executive Officer may be removed from office, with cause, at any regularly scheduled Commission Meeting by a vote of a majority of the Commissioners then serving in office.

9.3 Vacancies

Vacancies among the Executive Officers, however arising, shall be filled by a majority vote of Commissioners present at any Regular or Special Meeting of the Commission at which a quorum is present.

9.4 Chair

The Chair shall:

- Provide overall governance leadership to the Commission.

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- preside at all meetings of the Commission and of the Executive Committee including ensuring that all meetings are well planned, conducted in accordance with the organization's rules and that matters are dealt with in an orderly, efficient manner.
- Have such additional powers and duties as may from time to time be assigned by the Commission through policy or individual board decisions and perform all acts generally considered to be incidental to the office of Chair.

9.5 Secretary

The Secretary shall:

- Be vested with all the powers and shall perform all the duties of the Chair where the Chair is unable to act.
- Have general oversight of all Commission Meeting minutes preparation and timely distribution; ensure that subject matters discussed in private meetings meet the legislative requirement; ensure by-laws, policies and procedures are reviewed on rotation, filed in a secure manner, and made available to all Commissioners; ensure timely notices of scheduled meetings; ensure key contact information for the organization's leadership team and Commission is current and that Commissioner's terms are tracked and that municipalities are notified when new appointments need to be made.
- Have such additional powers and duties as may from time to time be assigned by the Commission through policy or individual board decisions.

9.6 Treasurer

The Treasurer shall:

- Act under the direction and supervision of the Commission and shall have charge and custody of and be responsible for, all funds of the Commission and shall keep or cause to be kept, and shall be responsible for the keeping of, accurate and adequate records of assets, liabilities, and transactions of the Commission.
- Be responsible to ensure proper accounting practices are followed.
- Deposit, or cause to be deposited, all monies and other valuable effects of the Commission in the name of and to the credit of the Commission in such banks, trust companies or other depositories as may be designated from time to time by the Commission.
- Perform the duties incident to the office of Treasurer and such other duties as may from time to time be assigned by the Commission.
- Participate in committees responsible for the handling of assets, liabilities, and other valuable effects of the Commission.

10 Committees

The Commission shall have the right to establish Committees for the purpose of delegating some of the work required to meet the Commission's responsibilities or as otherwise deemed appropriate. These Committees may include persons from the Commission and/or persons who are not members of the Commission, but all Committees must submit their Reports to the Commission. Committees by themselves do not have any authority to make decisions on behalf of the Commission.

When Committees are to be established by the Commission, Terms of Reference for the operation and responsibilities of that Committee shall first be developed and approved by the Commission.

The Commission shall establish at least the following standing Committees:

- (1) Executive Committee
- (2) Finance, Audit and Governance Committee

The Commission may from time to time establish ad hoc Committees to study specific issues within a specific time frame before reporting back to the Commission for decisions.

11 Indemnification

Every person who is or has been a Commissioner or Executive Officer of the Commission and such Commissioner's personal representatives shall be indemnified by the Commission against all costs and expenses reasonably incurred by or imposed upon such Commissioner in connection with or resulting from any action, suit or proceeding to which such Commissioner may be made party by reason of having been a Commissioner or Executive Officer of the Commission or of any subsidiary or affiliate thereof, except in relation to such matters as to which such Commissioner shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct or willful negligence in the performance of their duty as a Commissioner or Executive Officer of the Commission. Costs and expenses of actions for which this Article provides indemnification shall include among other things, legal' fees, damages, and reasonable amounts paid in settlement.

12 Miscellaneous

12.1 Insurance for Commissioners and Executive Officers

The Commission shall purchase and maintain insurance for the benefit of any Commissioner or Executive Officer against liabilities, costs, charges and expenses sustained or incurred by such Commissioner or Executive Officer for failure to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

12.2 Fiscal Year

Fiscal Year is to be from 1 January to 31 December.

12.3 Corporate Seal

A Corporate Seal is to be kept at the office of the Commission.

12.4 Personal Conduct

The Commission shall be governed by a Greater Moncton Wastewater Commission Code of Business Ethics and Confidentiality.

12.5 Privacy Policy

The Commission shall be governed by a Privacy Policy, and the Right to Information and Protection of Privacy Act of the Province of New Brunswick.

12.6 Conflict of Interest

In the event of a conflict of interest arising from matters being dealt with by the Commission, the Commissioner with a conflict shall immediately advise the Chair of the conflict and remove themselves from the meeting until the matter over which they have a conflict has been fully resolved by the Commission.

All individuals must avoid conflict of interest situations with regard to GMWC matters. A conflict of interest may appear when an individual is put in a position of judging between the interest of GMWC and his/her personal interests or those of another party or Municipality in which they may have an interest. When conflicts arise, individuals must act in the interest of GMWC.

Furthermore, individuals who are acting as a fiduciary should hold their fiduciary duty above their personal interests.

In matters of Conflict of Interest, Commissioners must act in accordance with the Local Governance Act, (S.N.B. 2017, c.18) Section 87(1) to 98.

13 Signing Authority

Signing authority of the Commission for contracts, payments, deeds, transfers, assignments, obligations, and other instruments in writing requiring the signature of the Commission may be signed on behalf of the Commission by:

- a) The Chair and the Secretary, or,
- b) The Chair and the Treasurer, or,
- c) The Chair and the General Manager, and,

the Corporate Seal shall be fixed to such instruments as may be required by the nature of the instrument.

If the Chair is not available to sign such instruments when required and the authority to sign that specific instrument has been approved by the Commission it may be signed by the following:

- a) The Secretary and the Treasurer, or,
- b) The Secretary and the General Manager, or,
- c) The Treasurer and the General Manager, and,

the Commission Seal shall be fixed to such instruments as may be required by the nature of the instrument.

The Commission delegates the following authority to the General Manager and Management

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Team (Director of Finance & Administration, Director of Technical Services) for the signing of cheques or transfers of payments related to the activities listed:

- a. Up to \$60,000.00 for individual payments for budgeted items
- b. Up to \$10,000.00 for non - budgeted items
- c. Issuance of all payments for capital expenditures and studies is subject to Commission approval prior to payment release
- d. Investment and cash transfers to capital accounts subject to Commission approval and motion prior to release
- e. All other financial activities including, but not limited to contracts, deeds, transfers or assignments of assets, obligations, loans short term or long term, and other instruments are subject to Bylaw No. 1 Section 13 (see excerpt below)

The above is subject to all cheques and electronic payments authorized by the General Manager and to be co-signed by either the Director of Finance & Administration or the Project Manager.

14 Amendments

These By-laws may be altered, amended, or repealed in whole or in part at any duly organized meeting of the Commission, by a two-thirds majority vote of the voting Commissioners. Any proposal to amend these By-laws shall be included with the Notice of Meeting at which the amendment is to be considered. All amendments shall be consistent with the purposes of incorporation and with the Clean Environment Act.

The foregoing By-Law 01 was passed and enacted by the Commissioners at the Meeting of the Greater Moncton Wastewater Commission on the 20th day of August 2020.

ENACTED this 18th day of August, A.D., 2022



Michel Desjardins, Chair



Brenda Dore Kidney, Secretary

The original By-law No. 01 was passed on May 19, 1983

Amended on:

- August 21, 2013
- November 21, 2013
- May 19, 2016
- February 20, 2020
- August 20, 2020
- August 18, 2022