

The Local Services Board of Pellatt, Pelican, Umbach, Gidley By-laws

Title: General By-laws No. 3 – 2012

Date: November 17, 2012

Approved by:

Revised: August 22, 2015

A by-law relating generally to the transaction of the business and affairs of The Local Services Board of Pellatt, Pelican, Umbach, Gidley ("PPUG") which was created to provide Fire Protection in accordance with paragraph 2 in the Schedule to the Northern Services Boards Act in all those tracts of land in the geographic Townships of Pellatt, Pelican, Umbach and Gidley, in the Territorial District of Kenora, being composed of those parts of the geographic townships designated as Parts 1, 2 and 3 on a plan known as The Local Services Board of Pellatt, Pelican, Umbach, Gidley filed on October 13, 2010, with the Office of the Surveyor General of Ontario in the Ministry of Natural Resources, a copy of the map outlining this geographic area is attached as an attachment to this By-Law No. 3 – 2012.

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SECTION ONE – INTERPRETATION

1. **DEFINITIONS** - In the By-laws of the Corporation, unless the context otherwise requires:

"**ACT**" means the Northern Services Boards Act(Ontario) (the "Act"), R.S.O 1990, Chapter L.28 and the Regulations passed pursuant to that Act and any legislation that may be substituted therefore;

"**BOARD**" means the Board of Directors of the Corporation;

"**BOARD AREA**" means that geographic territory set out in the Authority in which the Corporation is entitled to carry out its undertaking;

"**BY-LAWS**" means this By-law and all other by-laws of the Corporation from time to time enacted by the Corporation and being in force and effect;

"**CORPORATION**" means the body corporate established under the Act effective September 28, 2012 and named in Ontario Regulation 299/12 (the "Authority") published

in the Ontario Gazette on October 13, 2012.

"INHABITANT", except for the purposes of sections 3 and 31 of the Act, means a permanent resident of the Board Area or an owner of property situate in the Board Area, who is a Canadian citizen and who has attained the full age of eighteen years;

"MEETING OF INHABITANTS" means a special meeting of INHABITANTS as required by the Act;

"PERSON" includes an individual, partnership, association, body corporate, trustee, executor, administrator or legal representative.

1.2 **INTERPRETATION** - All terms which are contained in the Bylaws of the Corporation and which are defined in the Act, but not defined in any by-law, shall have the meanings given to such terms in the Act; words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

SECTION TWO - BUSINESS OF THE CORPORATION

2. **REGISTERED OFFICE** - Until changed in accordance with the Bylaw, the registered office of the Corporation shall be Site 6B, Box 21, RR#1, Keewatin, Ontario, POX 1C0, or at such location within the Board Area as the Board may from time to time determine.

2.2 **CORPORATE SEAL** - Until changed by the Board, the corporate seal of the Corporation shall be in the form impressed in the margin hereto.

2. **FINANCIAL YEAR** - The financial or fiscal year of the Corporation shall be October 1 to September 30.

2. **EXECUTION OF INSTRUMENTS** - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two persons, the Secretary and any other Director of the Corporation. Any signing officer may affix the corporate seal to any instrument requiring the same.

2. **BANKING ARRANGEMENTS** - The banking business of the Corporation, including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations 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 or authorize.

2. **VOTING RIGHTS IN OTHER CORPORATIONS** - The signing officers of the Corporation may execute and deliver proxies and/or arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such person or persons, as may be determined by the officers executing such proxies and/or arranging for the issuance of voting certificates or such other evidence of the right to exercise such voting rights. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

SECTION THREE - ACCOUNTS

3. **RECORDING OF MONIES** - All monies received by the Corporation shall be deposited in the Corporation's bank account as nearly as possible from day to day and all payments shall be made by cheque on the Corporation's bank.
3. **ACCOUNTING RECORDS** - The Directors shall cause accounts to be kept of the assets and liabilities of the Corporation, of all monies received by the Corporation, of all monies invested by the Corporation and of all monies distributed by the Corporation and of the matters in respect of which credits and expenditures take place.

The books of the Corporation shall be kept at the registered office of the Corporation.

3. **SECRETARY'S REPORT** - The Secretary shall, at least once in every year and more often if deemed proper by the Board, place before the Board a statement of receipts and disbursements and a balance sheet.
3. **APPOINTMENT OF AUDITORS** - The Board, shall, annually, in addition to transacting such other business as may be required, appoint an independent chartered accountant or a firm of independent chartered accountants to be the auditor(s) of the Corporation for the coming year and to audit and report on all of the accounts, records, and financial affairs of the Corporation at the next annual meeting of the Board and Inhabitants.

SECTION FOUR – DIRECTORS

1. **NUMBER OF DIRECTORS AND QUORUM** - Until changed in accordance with the By-laws of the Corporation, the Board shall consist of Five (5) Directors. The quorum for the transaction of business at any meeting of the Board shall consist of a majority of Directors then in office. Each Director is authorized to exercise one (1) vote.

4. **QUALIFICATION** - No person shall be qualified for election as a Director if he is less than eighteen (18) years of age; if he is not an Inhabitant; if he is of unsound mind and has been so found by a court in Canada or elsewhere; if he is not an individual; if he has the status of a bankrupt or suspends payments or makes a compromise with his creditors; or if he is currently a member of the Board of Directors of Pellatt United Firefighters Inc.

4. **ELECTION AND TERM OF OFFICE** - The First Directors shall be those persons elected at the first election meeting held in accordance with the Act and shall serve until the next annual election of Directors by the Inhabitants in accordance with the Act or until their successors are elected or appointed;
 - 4.3.1 Directors shall be eligible for re-election at the next annual election meeting.
 - 4.3.2 Those individuals seeking election as members of the board of directors of the Local Services Board of Pellatt, Pelican, Umbach, Gidley (the Board), must give notice in writing of their intention to stand for election at the next Election Meeting of the Board. Such notice shall be delivered to the Secretary of the Board no later than 48 hours prior to the Election Meeting to allow time for the preparation of ballots. All inhabitants of the unorganized townships of Pellatt, Pelican, Umbach, and Gidley are entitled to stand for board membership. Under the Northern Services Board Act, an “inhabitant” is defined as a permanent resident of a Board area or an owner of property situate in a Board area, who is a Canadian citizen and who has attained the full age of eighteen years.

- 4.4 **VACATION OF OFFICE** - A Director ceases to hold office when:
 - (a) he dies;
 - (b) he ceases to be an Inhabitant;
 - (c) he is of unsound mind and has been found so by a Court in Canada or elsewhere;
 - (d) he has the status of a bankrupt, or suspends payments, or makes a compromise with his creditors;
 - (e) his written resignation is sent or delivered to the Corporation or, if a time is specified in such resignation, at the time so specified, whichever is later; or

- (f) he is not re-elected and his successor is elected.

The Board may continue to act notwithstanding any vacancy in their number.

4.5 **REMOVAL OF DIRECTORS FOR FAILURE TO ATTEND AND VACANCIES** - In the event of a Director failing to attend three (3) consecutive meetings of the Board without reasonable excuse, the sufficiency whereof shall be in the sole discretion of the Board, ceasing to be an Inhabitant or refusing to act, the Board may rescind and terminate such Director's appointment as a member of the Board, and the Board shall, within a reasonable time thereafter, call a public meeting to elect an Inhabitant to fill such vacancy for the unexpired portion of such term. In the absence of a quorum of the Board, the Board shall forthwith call a special meeting of Inhabitants to fill the vacancy.

4.6 **ACTION BY THE BOARD** - Subject to the provisions of the Act, the Board shall have the full power in all things to manage and administer the business and affairs of the Corporation, which shall, for greater certainty, include the power to carry out Fire Protection in accordance with the provisions of the Authority and the Act. Subject to the Act, the powers of the Board may be exercised by resolution passed at a meeting at which a quorum is present. Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum of Directors remains in office.

4.7 **MEETINGS BY TELEPHONE** - If all the Directors consent, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board held while a Director holds office.

4.8 **PLACES OF MEETINGS** - Meetings of the Board shall be open to the public and may be held at any place within the Board Area.

4.9 **CALLING OF MEETINGS** - Meetings of the Board shall be held from time to time and at such place as the Chairman, failing whom, not less than two (2) Directors may determine.

4.10 **NOTICE OF MEETING** - Notice of the time and place of each meeting of the Board shall be given in the manner provided in the Act to the public and the directors.

4.11 **FIRST MEETING OF NEW BOARD** - Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the public meeting of Inhabitants at which such Board is elected.

4.12 **ADJOURNED MEETING** - If a meeting of Directors is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of Directors is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

4.13 **CHAIRMAN** - The Chairman of the Corporation, failing whom, the Directors present shall choose one of their number to be the Chairman.

4.14 **VOTES TO GOVERN** - At all meetings of the Board, every question and all powers, authority and discretion exercised by the Board shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

4.15 **CONFLICT OF INTEREST** - A Director or Officer who is a party to or who is a Director of or has a material interest in any person who is a party to a material contract or proposed material contract with the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of Directors of the Corporation the nature and extent of his interest at the time and in the manner provided by the Act. Any Director or Officer so interested shall not vote on any resolution or by-law to approve the contract, except in the manner and to the extent provided in the Act.

4.16 **REMUNERATION AND EXPENSES** - The Board may fix the remuneration of the employees of the Corporation or honorarium, if any, to be paid to the Secretary and may formulate the policy of the Corporation in relation to the reimbursement of expenses. The Directors or Officers, other than the Secretary of the Corporation shall not receive any remuneration for their services; provided, however, the Directors and Secretary shall be entitled to be reimbursed for such expenses properly incurred by them in attending to the affairs of the Corporation. The Board may appoint such Officers and engage such employees, solicitors, property managers, agents, consultants and developers and other persons at such salaries or for such remuneration as the Board may deem proper or necessary and may incur such expenditures incidental to the conduct of the affairs of the Corporation and carry out its objects as may appear proper and the Board shall approve the payment of all such salaries, remuneration and expenditure by recorded motion.

4.17 **PROCUREMENT POLICY** - All purchases by the Corporation shall be at fair market value. For all purchases in excess of \$2500.00 at least two (2) competitive quotes shall be obtained unless there are exceptional circumstances which shall be documented in the files of the Corporation. When competitive quotes are obtained, price alone may not be determinative as due regard may be given to quality and level of service as well as such other factors as the Board may determine to be reasonable.

SECTION FIVE – COMMITTEES

1. **COMMITTEE OF DIRECTORS** - The Board may appoint any number of committees of Directors and delegate to such committee powers permitted to be delegated to the committee by Section 7 hereof. Director committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

2. **EXECUTIVE COMMITTEE** - At the first meeting of the Board following an election meeting, the Board shall appoint an Executive Committee to hold office at the pleasure of the Board and comprised of the new directors then in office. The Executive Committee shall have the authority to exercise all the powers held by the Board.

- 5.3 **TRANSACTION OF BUSINESS** - The powers of a committee of Directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in Canada.

- 5.4 **ADVISORY COMMITTEES** - The Board may from time to time appoint such other committees as it may deem advisable, but the functions of any such other committees shall be advisory only.

- 5.5 **PROCEDURE** - Unless otherwise determined by the Board, each committee shall have the power to:
 - (a) fix its quorum at not less than a majority of its Members;
 - (b) elect its Chairman; and
 - (c) regulate its procedure.

SECTION SIX – OFFICERS

- 6.1 **APPOINTMENT** - The Board shall from time to time, from among its own members, elect a Chairman and appoint a Secretary, who may, but need not be a member of the Board or an Inhabitant. The Board may appoint, from among its members one or more Vice-Chairmen (to which title may be added words indicating a seniority or function), and such other Officers as the Board may determine, including one or more assistants to any of the Officers so appointed. The Board may specify the duties of any such Officers.

6.2 **CHAIRMAN** - The Chairman shall be the Chief Executive Officer, shall preside as Chairman over all meetings of the Board, and, subject to the authority of the Board, shall have general supervision of the business of the Corporation; the Chairman shall preserve order and decorum and exercise supervision over all committees and shall be an ex officio member of all committees and he shall have such other powers and duties as the Board may specify.

6.3 **VICE-Chairman** - A Vice-Chairman shall, in the absence of the Chairman, perform the functions of the Chairman and shall have such powers and duties as the Board may specify.

6.4 **SECRETARY** - The Secretary

(a) if in attendance, shall be the Secretary of all meetings of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to appropriate government officials, Inhabitants, Directors, Officers, auditors and members or committees of the Board; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and instruments belonging to the Corporation, except when some other Officer or agent has been appointed for that purpose; and he shall have such other powers and duties as the Board or the Chairman may specify,

(b) shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the Board annually and whenever required an account of all his transactions as Secretary and of the financial position of the Corporation; and he shall have such other powers and duties as the Board or the Chairman may specify, and

(c) carry out such other duties as may prescribed by the Act, including, without limitation, post security in such amount as required by the Act

6.6 **POWERS AND DUTIES OF OTHER OFFICERS** - The powers and duties of all other Officers shall be such as the terms of their engagement call for or as the Board or the Chairman may specify.

6.7 **VARIATION OF POWERS AND DUTIES** - The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any Officer.

6.8 **INABILITY OF OFFICER OR DIRECTOR TO PERFORM DUTIES** - If any Officer or Director is unable to perform his functions or discharge his duties as such Director or Officer, the Board may appoint such other Director(s) or Officer(s) to perform the functions and/or to discharge the duties of that Director or Officer.

6.9 **TERM OF OFFICE** - Each Officer appointed by the Board shall hold office for a term of one (1) year or until his/her successor shall be appointed.

6.10 **DISCLOSURE OF INTEREST** - An Officer shall disclose his interest in any material contract or proposed material contract with the Corporation in accordance with Section 4.15.

SECTION SEVEN – DELEGATION

7.1 **DELEGATION BY THE BOARD OF DIRECTORS** - Subject to 7.2, the Board may from time to time delegate to and retain an Executive Director or delegate to such one or more of the Directors and Officers of the Corporation, as may be designated by the Board, all or any of the powers conferred upon the Board pursuant to the Act or any articles or by-laws of the Corporation, to such extent and in such manner as the Board shall determine at the time of each such delegation.

7.2 **EXCEPTION** - The Board shall not delegate any authority or power exclusively conferred on it by the Act.

SECTION EIGHT - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 **LIMITATION OF LIABILITY** - No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any other act or conformity, or for any loss, damage or expense occurring to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation 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 Corporation shall be deposited, or for any loss occasioned by an error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default; 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 of the provisions thereof.

8.2 **INDEMNITY** - Subject to the limitations contained in the Act, the Corporation may indemnify a Director or an Officer of the Corporation, a former Director or Officer of the Corporation or a person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a shareholder or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and his 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 in

respect of any civil, criminal or administrative action or proceeding to which he has been made a party by reason of being or having been a Director or Officer of the Corporation or such body corporate (or having undertaken any such liability) if:

- (a) he acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful;

and shall so indemnify such a person as aforesaid who has been substantially successful in the defence of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Corporation or body corporate against all costs, charges and expenses reasonably incurred by him in respect of such acts or proceedings, notwithstanding Sub-paragraphs (a) and (b) above.

3. **INSURANCE** –

- (a) Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine;
- (b) The Corporation shall purchase and pay for commercial general liability insurance and fidelity insurance for the faithful performance by the Secretary of his duties in such amounts and upon such terms and conditions as may be specified from time to time by the Act or in such greater amounts that the Board may determine is reasonable.

SECTION NINE-PROCEDURE - Votes of Inhabitants

9.1 **VOTING** - Subject to the provisions of the Act, any question at a meeting of Members shall be decided by a show of hands, unless a ballot thereon is directed by the Chairman. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by a show of hands shall have been taken upon a question, unless a ballot thereon is directed by the Chairman, a declaration by the Chairman of the meeting that the vote upon the question has

been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Inhabitants upon the said question.

9.2 **BALLOTS** -. A ballot shall be taken in such manner as the Chairman shall direct. If a ballot is taken, each Inhabitant present shall be entitled to one vote.

9.3 **ADJOURNMENT** - If a meeting, requiring an Inhabitant vote is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting, requiring an Inhabitant vote is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

SECTION TEN - NOTICES

1. **METHOD OF GIVING NOTICE** - Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the By-laws or otherwise to an Inhabitant, authorized government official, Director, Officer, auditor or member of a committee of the Board, shall be sufficiently given if posted in accordance with the Act . A notice so posted shall be deemed to have been given when it is posted. If the Act requires some other manner of communication, the Act shall be complied with. The Secretary may change or cause to be changed the recorded address of any Inhabitant, authorized government official, Director, Officer, auditor or member of a committee of the Board in accordance with any information believed by him to be reliable.

10. **COMPUTATION OF TIME** - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

10. **UNDELIVERED NOTICES** - If any notice given to a person pursuant to Section 10.1 is returned on two (2) consecutive occasions because he cannot be found, the Corporation shall not be required to give any further notices to such person until he informs the Corporation in writing of his new address.

10. **OMISSIONS AND ERRORS** - The accidental omission to give any notice to any Inhabitant, Director, Officer, auditor or member of a committee of the Board or the non-receipt of any notice to any Inhabitant, Director, Officer, auditor or member of a committee of the Board or any error contained in any such notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

SECTION ELEVEN - EFFECTIVE DATE

11.1 **EFFECTIVE DATE** - This By-law shall come into force when confirmed by the Board in accordance with the Act.

11.2 **AMENDMENT** - The provisions of this or any other by-law of the Corporation may be enlarged, altered, amended or rescinded at any regular meeting of the Board and when confirmed by a majority vote of the Board members present at such meeting.

ENACTED by the Board on the 17th day of November, 2012.

WITNESS the Corporate Seal of the Corporation.

Chairman _____

Secretary _____