



# **By- Laws**

**as of October 6, 2018**

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## ARTICLE I: MEMBERSHIP

### Section 1: Municipal Members

Any incorporated Municipality, Local Service District or Aboriginal Community Government and/or First Nations Community (incorporated either by or under a special or general act of the legislature) may become a member of the MNL on payment of the current membership dues. Each Municipal, Community Government Member, and/or First Nations Community of the MNL shall select its own representative or representatives to participate in the MNL activities.

### Section 2: Newly Incorporated Municipal Members

Any newly incorporated municipality for which a council has taken office prior to August 31st shall be liable for payment of annual dues for membership in that year. Otherwise, the municipality shall be entitled to membership but liable for payment of annual dues only in succeeding years.

### Section 3: Associate Members

Associate membership in the MNL shall generally be restricted to all past appointed or elected members of incorporated municipalities and other provincial groupings of municipalities of Canada. On the vote of the Board of Directors, however, associate membership may be extended to any person, firm, corporation or organization. Once eligible, associate membership in the MNL may be had on payment of the annual dues prescribed by the Board of Directors for this type of membership. Such membership shall not carry with it the right to vote on any matter.

#### Terms and Conditions:

- (a) **Associate Membership Fee** would be \$1 000 per year.
- (b) **Period of Membership** would be from October to October to coincide with recognition at the Convention (see below).
- (c) **Recognition of Associate Membership Status** by way of a Membership Certificate, professionally produced and framed for presentation at the Convention.
- (d) **Benefits of Associate Membership:**
  - (i) Attendance at Board meetings and the Annual General Meeting upon request; BUT, no voting privileges.
  - (ii) Receipt of all printed material such as President's Letter following Board meetings; Municipal News issues; Convention Book, etc.
  - (iii) Promotion of the Associate Member through encouraging MNL members to support Associate members in procurement of goods and services.
  - (iv) A 10% reduction in advertising costs in the Municipal News and Convention Book.

#### **Section 4: Honorary Members**

Any person who has rendered conspicuous service toward the improvement of local government in Canada may be nominated, on six months' notice to the Board of Directors, for honorary life membership in the MNL. The Board shall screen all such nominations and make recommendations to the membership regarding each of them. The number of such memberships permitted at any time shall be limited to ten and the granting of such honorary life memberships shall be subject to approval by majority of the voting delegates at the Annual General Meeting.

#### **Section 5: Withdrawal from Membership**

Any member may withdraw from membership in MNL by submitting to the Board of Directors or the President a notice of withdrawal in writing and upon discharging any lawful liability upon the books of the MNL against such member at the time of withdrawal. Such notice of withdrawal must be received by the Executive Director on or before March 31st of the year.

#### **Section 6: Forfeiture of Membership**

Any member whose dues are in arrears after April 30th in any year shall automatically cease to be a member of the MNL. Extension of payment due may be permitted by the Board of Directors on written application which includes a certified copy of a resolution of council to pay the membership fee.

#### **Section 7: Renewal of Membership**

Any member who has withdrawn without written notification or who has forfeited membership in the MNL may be re-instated as a member upon payment of current and previous year's unpaid dues except in the case of an associate membership extended by vote of the Board of Directors where, in addition to the payment of current and unpaid dues, a further vote of the Board of Directors extending membership is also required.

#### **Section 8: Membership Fees**

The annual dues of members shall be such as may be determined by the Board of Directors and approved by the members at any annual or special meeting of the MNL.

#### **Section 9: Payment of Fees**

The dues of all members shall be payable annually in advance on January 1st of each year.

#### **Section 10: Resolutions by Members**

All resolutions for the annual meeting shall be filed with the Executive Director in accordance with procedures published by the Resolutions Committee.

## **Article II: Board of Directors**

### **Section 1: Powers of Directors**

The directors shall manage the business affairs of the MNL.

### **Section 2: Policies of MNL**

The Board of Directors shall have in force a policy or policies which address, as a minimum, ethical conduct, conflict of interest, respectful workplace and harassment applicable to members, Directors, Officers, employees and workers of MNL.

### **Section 3: Number of Directors and Quorum**

Subject to the articles of the MNL, the number of directors of the MNL shall be that number of directors elected by the members in accordance with Article II, Section 5 of this By-Law of whom a majority shall constitute a quorum for the transaction of the business at any meeting of the directors. Notwithstanding vacancies, the remaining directors may exercise all the powers of the Board of Directors so long as the quorum of the Board of Directors remains in office.

### **Section 4: Qualification**

Each nominee for the office of director must be a member of a municipal council that is a member in good standing of the MNL and in the case he or she is to be representative of specific group in the MNL his/her council must fall within the criteria for such group as set out in Article II, Section 5 of this By-Law. Each director shall be eighteen (18) or more years of age and no person who is not an individual, who has the status of a bankrupt or who is of unsound mind has been so found by a court in Canada or elsewhere shall be a director. If a director acquires the status of bankrupt or becomes of unsound mind and is so found, he/she shall thereupon cease to be a director.

In the event a sitting Director is no longer a member of Council leaves his/her position on Council before the end of their term, he/she ceases to be a Director. In a municipal election year, as the MNL Convention is held in November, those Directors who do not run in the municipal election or are unsuccessful in their election will remain in their Board position without voting privileges until the end of Convention.

### **Section 5: Resident Canadians**

A majority of the directors shall be resident Canadians and no business shall be transacted by the Board of Directors unless a majority of the directors present are resident Canadians unless a resident Canadian director who is unable to be present, approves in writing or by telephone or other communications facilities, the business transacted at the meeting and a majority or resident Canadian directors would have been present had the director been present at the meeting. Provided that if the Corporation comes within the exception as set out in Section 170(2) of the Act, only one-third of the directors' need be resident Canadians.

## Section 6: Election and Term

The Board of Directors shall be elected for a two-year term of office. Half of the Board of Directors shall be elected at each Annual General Meeting. Board members will hold office until the Annual General Meeting at which their term expires or until their successors have been duly elected.

The Board of Directors shall consist of and be elected as follows:

- (a) A **President**, who shall be elected at large by voting delegates of the MNL at each alternate Annual General Meeting.
- (b) A **Vice-President**, who shall be elected at large by voting delegates of the MNL at each alternate Annual General Meeting.
- (c) Not less than seven (7) **Regional Directors** who shall represent the various regions of the MNL and who shall be elected by the voting delegates from municipalities within their respective regions at each alternate Annual General Meeting.
- (d) An **Urban Municipalities Director**, who shall be elected by the voting delegates from municipalities of the Urban Municipalities Committee representing those member municipalities with populations of 4,000 or greater based on the most current Census at each alternate Annual General Meeting.
- (e) A **Small Towns Director**, who shall represent the municipalities of the province with a population of less than 4,000 based on the most current Census and who shall be elected by the voting delegates from Municipalities from within that group at each Annual General Meeting. The Small Towns Director's two-year term shall commence in the same year as the two-year terms of the Avalon, Central, Eastern, Northern and Southwest Directors.

For any Board position where more than one candidate exists, the election of that Board position shall be by secret ballot at a voting table during a voting window. For any Board position where only one candidate exists, that candidate shall be acclaimed and shall assume that particular position on the Board.

The Board position held by an incumbent who seeks election to any other Board position shall be declared vacant.

Members who are nominated for available board positions may accept the nomination in absentia by meeting the following conditions:

- Provide written notification of their acceptance to the Chair of the Elections before the end of the call for that particular nomination;
- Letters must be signed by the nominee and witnessed
- Faxed or scanned copies of letters are accepted
- Notification by e-mail shall not be deemed proper notification and shall not be accepted

A member of the Board of Directors who becomes a candidate in a Provincial or Federal election/by-election, is to take a leave of absence from the Board as soon as the election/by-election has been officially called and until the election/by-election is concluded. If successful, they must resign from the Board at that time.

### **Section 7: Removal of Directors**

If the Directors conclude that a Director or Member (or the representative of a Member) has engaged in misconduct, the Directors can vacate the seat of a Director and/or terminate the membership of a Member by resolution passed by a 2/3 majority of Directors in attendance.

In addition the members entitled to vote in an election of a director or directors may by resolution passed by a majority of votes cast at a special meeting of those members, of which notice specifying the intention to pass such resolution has been given, remove that director or directors from office before the expiration of their term of office, and may by a majority of votes cast at that meeting elect any person qualified to be a director under Article II, Section 3 of this By-Law in their stead for the remainder of the term.

### **Section 8: Vacancies**

Should the President become unable or unwilling to continue in office, the Vice-President shall assume the office of the President. Should any position on the Board, with the exception of the President, become vacant more than seven (7) months before the next Annual General Meeting, a nomination period and election for that vacancy shall occur within thirty-five (35) days of the vacancy being declared. This thirty-five (35) day period shall consist of a nomination period of fourteen (14) days, a campaign period of fourteen (14) days, and a voting period of seven (7) days.

Voting for a contested election for a vacancy shall be conducted by a mail-in secret ballot vote. Mail-in votes shall be in the prescribed form and will not be accepted prior to the twenty-ninth (29) day or after the thirty-fifth (35) day of the vacancy being declared.

Should only one (1) candidate for a vacancy exist at the end of the fourteen (14) day nomination period, that candidate shall be deemed acclaimed and shall assume the position on the Board for which he/she was nominated.

Should no candidate exist at the end of the fourteen (14) day nomination period, the nomination period shall close and the vacant Board position shall remain vacant until the next Annual General Meeting where the position shall be filled by the procedure set out in Article II Section 5.

Should two (2) or more candidates for a vacant Board position exist at the end of the fourteen (14) day nomination period, a "Vacancy Election" conducted by a mail-in secret ballot vote shall occur in the following manner:

- For the Vice-President, the vote shall be conducted at large
- For the Small Towns Director, Urban Municipalities Director, and any regional Director, the respective caucuses of each Board position shall conduct the vote.

- Any Board member who assumes a position on the Board of Directors as a result of a “Vacancy Election” shall maintain that position on the Board until the Annual General Meeting where an election for that position is scheduled to occur, pursuant to Article II Section 5.
- Should any position on the Board, with the exception of the President, become vacant less than seven (7) months before the next Annual General Meeting, that position (s) shall remain vacant until the next Annual General Meeting where the vacant Board position shall be filled by the procedure set out in Article II Section 5.

### **Section 9: Calling of Meetings**

The Board of Directors shall meet not less than three (3) times during its term of office at such time and place as it may determine, and the secretary-treasurer shall call meetings when directed or authorized by the President or Vice-President or by any two (2) directors.

Notice of every meeting so called shall be given to each director not less than forty-eight (48) hours (excluding any part of a Sunday or Holiday as defined by the Interpretation Act, Chapter 182, Revised Statutes of Newfoundland, 1970 for the time being in force) from the time when the meeting is to be held and such notice shall specify the general nature of any business to be transacted, save that no notice of a meeting shall be necessary if all the directors are present, and do not object to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

### **Section 10: Regular Meetings**

The Board of Directors may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board of Directors fixing the place and time of regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.

### **Section 11: First Meeting of the New Board**

Each newly elected Board may, without notice, hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the meeting of the members at which such Board was elected, provided a quorum of directors be present.

### **Section 12: Adjourned Meeting**

Notice of an adjourned meeting of directors is not required if the time and place of the reconvening of the adjourned meeting is announced at the original meeting.

### **Section 13: Chairperson**

The President, or in his absence the Vice-President, or in his absence a director chosen by the directors at the meeting shall be the chairperson of any meeting of directors.

#### **Section 14: Place of Meeting**

Meetings of the Board may be held at the registered office of the MNL or any other place within or outside of Canada.

#### **Section 15: Participation by Telephone**

With the unanimous consent of all the directors, a director may participate in any meeting of directors by means of telephone or other communications 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 that meeting.

#### **Section 16: Authority of Board of Directors**

The President and all members of the Board of Directors are subject to the direction and control of the Board and shall abide by decisions of the Board. The Board of Directors of Municipalities Newfoundland and Labrador represents the interest of Municipalities and does not represent the interest of nor deal with matters that may arise from individual councillors.

#### **Section 17: Votes to Govern**

At all meetings of the Board of Directors, a two-thirds vote of the full complement of Board members is required to adopt any motion that:

- is listed in Robert's Rules of Order Newly Revised as requiring a two-thirds vote;
- involves major financial decisions including but not limited to adoption of or revision to the annual operating budget, and acquisition or disposal of major assets; or
- would have the result of hiring or dismissing the Executive Director.
- All other questions shall be decided by a majority of the votes cast on the question.

#### **Section 18: Remuneration of Directors**

The directors of the MNL shall not be paid remuneration for services rendered in performance of their duties as members of the Board of Directors but shall receive reasonable per diem expenses and travelling expenses for attendance at all meetings and incurred in the performance of their duties as members of the Board of Directors, provided that claims are properly vouchered and submitted to the Executive Director for payment.

#### **Section 18: Transaction of Business by Signature**

A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of directors duly called, constituted and held for that purpose.

### **Section 20: Declaration of Interest**

Every director or officer of the MNL who is a party to a material contract or a proposed material contract for the MNL or who is the director or an officer of or has a material interest in any person who is a party to a material contract, or a proposed material contract with the MNL, shall disclose in writing to the MNL or request to have entered in the minutes of meetings of directors, the nature and extent of his interest. All such disclosures shall be made at the time required by the applicable provisions of the Act and that director shall refrain from voting in respect of the material contract or proposed material contract if and when prohibited by the Act.

### **Section 21: Avoidance Standards**

A material contract between the MNL and one or more of its directors or officers or between the MNL and another person of which a director or officer of the MNL is a director or officer or in which he has a material interest is neither void or voidable by reason only of that relationship or by reason only that a director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of directors that authorized the contract, if the director disclosed his interest in accordance with Article II, Section 18 and the contract was approved by the directors or the members and it was reasonable and fair to the MNL at the time it was approved.

### **Section 22: Protection of Directors and Officers**

No director or officer of the MNL shall be liable for the acts, receipts, neglects or defaults of any other director or officer or for joining in any receipts or other acts for conformity or for any loss or expense happening to the MNL through the insufficiency or deficiency of title to any property acquired by the order of the board of directors for or on behalf of the MNL or for the insufficiency or deficiency of any security in or upon which any of the monies of the MNL shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the MNL shall be deposited, or for any loss occasioned by the error of judgement or oversight on his part or for any loss, damage or misfortune, whatever which shall happen in the execution of the duties of his office or in relation thereto unless in or as a result of any action, suit or proceeding is adjudged to be in breach of any duty or responsibility imposed on him under the Act or under any other statute.

### **Section 23: Indemnity of Directors and Officers**

The MNL shall indemnify the directors or officers of the MNL, former directors or officers of the MNL or any person who acts or acted at the MNL's request as a director or officer of a body corporate of which the MNL is or was a member or creditor and his heirs and legal representatives against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgement 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 such MNL or body corporate if:

- a) he acted honestly and in good faith with a view to the best interest of the MNL; 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.

#### **Section 24: Other Indemnity**

The MNL shall also indemnify such directors or officers who have been substantially successful in the defense 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 MNL or body corporate against all cost, charges and expenses reasonably incurred by him in respect of such action or proceeding.

#### **Section 25: Insurance for Directors and Officers**

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

#### **Section 26: Nominations for Elections at Annual General Meetings**

- i. The nomination period for Board positions that are to be filled pursuant to Article II Section 5 shall open fifty (50) business days prior to the Annual General Meeting and shall close twenty-one (21) business days prior to the Annual General Meeting. No nominations will be accepted prior to the fifty (50) business day period or after the twenty-one (21) business day period. At the end of this nomination period, the Executive Director of MNL shall forward, by ordinary post, a list of nominees to all member municipalities.
- ii. Notwithstanding Article II Section 25 (i), the nomination period for sitting directors of the MNL Board who seek nomination for a different Board position that is to be filled pursuant to Article II Section 5 shall open fifty (50) business days prior to the Annual General Meeting and shall close forty (40) business days prior to the Annual General Meeting. No nomination by a sitting director of the MNL Board for a different Board position shall be accepted prior to the fifty (50) business day period of after the forty (40) business day period.
- iii. Notwithstanding Article II Section 25 (i) and (ii), should no nominations be received by the end of the nomination period for a position that is to be filled at the Annual General Meeting, nominations shall be made and received from the floor of the Annual General Meeting.
- iv. No current Member of the House of Assembly, Member of Parliament, or elected member of any other provincial legislature shall be eligible for nomination to the MNL Board of Directors.
- v. A nominee for the MNL Board of Directors who, prior to the Annual General Meeting, is elected to the House of Assembly, Parliament, or any other provincial legislature, shall immediately cease to be a nominee for the MNL Board of Directors.
- vi. The Executive Director of MNL shall announce the nominees at a time set aside for this purpose at the beginning of the Annual General Meeting.

### **Section 27: Regulation of Meetings**

The Board of Directors shall provide for the regulation and conduct of its meetings and those of the MNL and proceedings for the transaction of business.

### **Section 28: Geographic Areas**

For the furtherance and more efficient implementations of the objects of the MNL and for the purposes of electing officers, the geographic area shall be divided into not less than seven (7) regions, the boundaries of which shall be fixed by the Board of Directors which may, from time to time, define, re-define, restrict, combine, divide, or merge the boundaries thereof if it deems it in the best interest of the MNL so to do.

## **Article III: Officers/Executive Committee**

### **Section 1: The Officers**

The Officers of the Federation shall be a President, a Vice President, the Chairperson of the Finance Committee and Administration Committee and the Executive Director who shall hold the offices of Secretary and Treasurer. The Executive Director shall not have any voting privileges.

### **Section 2: The Executive Committee**

There shall be an Executive Committee of the Board consisting of the Officers.

### **Section 3: Addition to the Executive Committee**

The President may appoint one other member of the Board to the Executive Committee.

## **Article IV: Duties of Officers**

### **Section 1: President**

The President shall hold office until the election of his successor. The President shall be the Chief Executive Officer of the MNL. He shall, if present, preside at all annual and special meetings of the MNL and shall be Chairperson of the Board of Directors. He shall perform such further duties as are usual and customary to the office of President and the office of Chief Executive Officer.

## **Section 2: Vice-President**

During the absence or inability of the President, his duties shall be performed and his powers shall be exercised by the Vice-President. If a Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. The Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate to him or the Board may prescribe.

## **Section 3: Executive Director**

The main responsibilities of this position are:

- Membership services, including
  - Ascertaining the needs of members.
  - Designing and undertaking initiatives to maintain membership needs.
  - Working to keep and develop the membership base.
  - Responding to member enquiries.
  
- Research activities, and development and maintenance of a computerized data base of research results
- Training and workshops
- Communication with the other two levels of Government
- Policy and program planning and development in conjunction with the Board of Directors
- Implementation of the policies and objectives as adopted by the Board of Directors and membership
- Represent the Board of Directors when required
- Administration of office staff, computer systems and activities
- Informing President, Executive Committee and Board of Directors as to the activities of the office and providing consultation as required
- Administration of the budget
- Communication with the Federation of Canadian Municipalities, Sister Associations, and other associations and individuals as required

## **Section 4: Agents and Attorneys**

The Board of Directors shall have power from time to time to appoint agents or attorneys for the MNL in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

## **Article V: Other Committees**

### **Section 1: Standing Committees**

The following shall be Standing Committees of the MNL: Executive; Finance and Administration; Resolutions; Convention; Urban Municipalities; Membership Services, and Communications/Public Relations. The Board of Directors shall set out the mandate of each committee.

**Note:** The Board shall, with the exception of the Urban Municipalities Committee, appoint the Chairs of the preceding committees.

### **Section 2: Task Committees**

The Board of Directors may appoint task committees from time to time as it deems necessary or desirable to carry out or further the objectives of the MNL. The Board shall appoint a Chairperson and the members of each committee and decide its terms of reference. All other matters relating to the time and place of meeting and functions of a secretary, shall be decided by the committee.

### **Section 3: Special Purpose Boards**

The MNL may establish and maintain or procure to be established and maintained through a separate entity or entities:

- (a) Group pension, insurance and health benefit programs for members and employees of members;
- (b) Group fire and general insurance for members; and
- (c) Interventions before regulatory tribunals and interventions at trial and appellate level in any civil matter; in the interest of members and the public.

### **Section 4: Newfoundland and Labrador Municipal Employee Benefits, Inc.**

Following the establishment of a separate entity, the group services described in clauses (a) and (b) of Article V, Section 3, named as the Newfoundland and Labrador Municipal Employee Benefits, Inc. (herein called the NLMEB, Inc.), shall be governed by its own By-law, approved by the Board of Directors of the Federation at the meeting 26 August 1988, ratified by the Pension and Insurance Group meeting of 9 October 1989 and formally registered as an incorporated entity on 27 June 1991 under the Corporations Act, Province of Newfoundland and Labrador. A copy of the NLMEB, Inc. By-Law is herewith appended to these By-Laws as Schedule C.

### **Section 5: Interventions Board**

Interventions Board: The services referenced in clause (c) of Article V, Section 3 shall be administered and controlled by a Board of Trustees comprised of five (5) persons (hereinafter called the "Interventions Board") of whom the Chairpersons will be appointed by the Board of Directors from among its own

number and the others appointed by the municipalities which fund the costs of such services (hereinafter called the "Authorities").

#### **Authority of Interventions Board**

The Interventions Board shall consider and, if thought advisable, cause the MNL or a solicitor designated by MNL to intervene in any application before a regulatory tribunal, or intervene at trial or appellate level in any civil matter, and for that purpose to engage and pay for the services of any engineers, economists, financial, legal or other advisers as it considers necessary for the purpose of making adequate representations before such tribunals or court. The Interventions Board shall keep the Board of Directors fully advised on all matters and decisions arising out of any application or intervention before a regulatory tribunal or court.

## **Article VI: Meetings**

### **Section 1: Meetings of the Membership**

The annual meeting of the members of the MNL shall be held each year at such time and place as may be determined by the Board of Directors for the purpose of hearing and receiving the financial reports and statements and any other documentation as required to be read and laid before the members at any annual meeting, electing directors, appointing, if necessary, the auditor and fixing or authorizing the Board of Directors to fix his remuneration and for the transaction of such other business as may properly be brought before the meeting.

### **Section 2: Special Meeting**

Special meetings of the MNL may be called at any time by the President of the Board of Directors or on the requisition signed by the representatives of twenty (20) municipalities being members in good standing of the MNL setting forth the purpose for which the meeting is to be called. If the meeting is called by the President or the Board of Directors, it shall be held at such a time and place as they decide and where it is called on a requisition, it shall be held within three (3) weeks of the receipt of the requisition. In either event, the notice calling the meeting shall state the purpose for which the meeting is called and no other business shall be transacted or discussed at the meeting. If a quorum is not present at the meeting, it shall be dissolved if called on the requisition and adjourned to a later date if called by the President or Board of Directors and notice of such later date shall be given to the members.

### **Section 3: Notice**

Notice of any meeting of the MNL, whether annual or special, shall be given by the Executive Director or the President by sending a copy of ordinary post to the address of each member not less than twenty-one (21) nor more than fifty (50) days before the meeting.

#### **Section 4: Program**

The program for the annual meeting shall be prepared by the Board of Directors and shall be circulated to members of the MNL not less than three (3) weeks in advance of the meeting.

#### **Section 5: Delegates**

Municipal members may each appoint not more than two (2) voting delegates to attend meetings of the MNL as representatives and such delegates must be members of the council of the municipality they represent. Only those delegates duly appointed by their Council shall have voting privileges at any session of the Annual General Meeting. Such delegates shall present satisfactory credentials before voting on any matter at any meeting of the MNL. A delegate has only one vote and may not vote by proxy.

#### **Section 6: Quorum**

A quorum at any annual or special meeting of the MNL shall be not less than thirty percent (30%) of the registered voting delegates.

#### **Section 7: Associate Members**

Associate members and municipal or other government officials attending annual meetings with permission of the presiding officer shall have the right to take part in all discussion at the meeting but shall not have a vote.

#### **Section 8: Votes to Govern**

At all meetings of shareholders every question shall, unless otherwise required by articles or by-laws of the Corporation or by law, be decided by the majority of the votes duly cast on the question.

#### **Section 9: Show of Hands**

At all annual and special meetings of the MNL every question shall be decided by a show of hands unless a poll therein be required by the Chairperson or be demanded by any voting delegate. Whenever a vote by show of hands shall have been taken upon a question, unless a poll therein be so requested or demanded, a declaration by the Chairperson of the meeting that the vote upon the question has been carried and an entry to that effect in the minutes of the proceedings at the meeting shall be prima facie evidence of the fact without proof of the number of proportions 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 MNL in annual or special meeting, as the case may be, upon the question. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

#### **Section 10: Casting Vote**

In case of an equality of votes at any meeting of members, either upon a show of hands or upon a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.

### **Section 11: Adjournment**

The Chairperson of a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

### **Section 12: Computation of Time**

In computing the date when notice must be given under any provision of the articles or by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice and the date of the meeting of other event shall be excluded.

### **Section 13: Omissions and Errors**

The accidental omission to give any notice to any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded therein.

### **Section 14: Waiver of Notice**

Any member (or his duly appointed proxy), director, officer or auditor may waive any notice required to be given under any provision of the articles or by-laws of the MNL or of the Act, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

### **Section 15: Parliamentary Authority**

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the MNL in all cases to which they are applicable and in which they are not inconsistent with the By-Laws and any special rules of order which the MNL may adopt.

### **Section 16: Actioning Resolutions**

The Board of Directors of the MNL will report to the membership on the progress made in actioning resolutions no later than 60 days following the conclusion of the Annual Conference. Quarterly updates will be provided to the membership, thereafter.

## **Article VII: Corporate Seal and Execution of Documents**

### **Section 1: Registered Office**

The Directors may from time to time by resolution fix the location of the registered office of the MNL within the place in the province of Newfoundland designated as such by the articles of the MNL.

## **Section 2: Seal**

The MNL may have a seal which shall be adopted and may be changed by resolution of the directors.

## **Section 3: Execution of Instruments**

Any two of the President, Vice-President, the Chair of the Finance and Administration Committee, and the Secretary/Treasurer shall have the authority to sign in the name and on behalf of the MNL all instruments in writing and any instruments in writing so signed shall be binding upon the MNL without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any other officer or officers or any person or persons on behalf of the MNL either to sign instruments in writing generally or to sign specific instruments in writing. Any signing officer may affix the seal to any instrument requiring the same. The term "instruments in writing" as used herein shall, without limiting the generality thereof, include contracts, documents, powers of attorney, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, tenders, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities, instruments of proxy and all paper writing.

## **Article VIII: Financial Matters**

### **Section 1: Financial Year**

The fiscal year of the MNL shall be from January 1st in one year to December 31st in the same year, or such other annual period as the Board of Directors may decide upon.

### **Section 2: Banking Arrangements**

The banking business of the MNL, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the MNL's behalf by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, without restricting the generality of the foregoing, the operation of the MNL's accounts; the making, signing, drawing, accepting, endorsing, negotiating, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the MNL; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the MNL's behalf to facilitate such banking business.

### **Section 3: Fidelity Bonds**

Fidelity Bonds: The Board of Directors may require such officers, employees and agents of the MNL as the Board of Directors deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board of Directors may from time to time prescribe.

### **Section 4: Administration**

All dues and other revenues of the MNL shall be deposited in any chartered bank in Canada, designated by the Board of Directors, and the Executive Director shall furnish reports of the MNL's revenue and expenditures to the President upon request.

### **Section 5: Audit**

The books and accounts of the MNL shall be audited annually at such time as will permit the report of the auditors to be presented at the annual meeting of the MNL in each year.

### **Section 6: Signing Authority**

Cheques and orders drawn upon the MNL's bank account must be signed by the Executive Director and such other person or persons as the Board of Directors may, by resolution, decide.

## **Article IX: Interpretation and Amending By-Laws**

### **Section 1: Interpretation**

In this By-Law and all other by-laws of the MNL, words importing the singular number only shall include the plural and vice-versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include companies, corporations, partnerships and any number of aggregate of persons; "resident Canadian" means an individual who is determined to be a resident Canadian as defined by the Act; "articles" shall include the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of dissolution, articles of revival and any amendments thereto; "the Act" shall mean The Corporations Act, Chapter 12 of the Statutes of Newfoundland, 1986, as amended from time to time.

### **Section 2: Amending By-Laws**

These By-Laws may be amended at any General Meeting of the MNL by a two-thirds majority vote of the voting delegates present, provided that the amendment has been submitted in writing 60 days in advance of the General Meeting. Any amendment duly passed at any General Meeting shall be deemed to take effect immediately upon conclusion of the vote.



## **SCHEDULE “A”**

### **RESTRICTIONS ON ACTIVITIES OF THE Municipalities Newfoundland and Labrador (MNL)**

The MNL is established for the following purposes and shall restrict itself to such activities as in its opinion, directly or indirectly, furthers such purposes:

- To increase the efficiency and raise the standard of municipal administration throughout the Province.
- To hold such meetings of its members as may be necessary or desirable for the purpose of studying any matter of municipal concern.
- To act as a clearing house for the collection, exchange and dissemination of statistics and general information on all manner of municipal practices and procedures and to make such information available to all members and all agencies or individuals with a legitimate interest in municipal affairs.
- To organize annual and, where necessary, other meetings of civic officials for the discussion and study of municipal problems and matters of interest to municipalities.
- To act as a research organization in the interest of local government in the Province and to publish the results of such research as an aid towards the betterment of municipal administration.
- To represent the interest of its members before Federal and Provincial Governments and Boards.
- To prepare studies and reports on matters of municipal concern for submission to Federal and Provincial authorities and, if desirable, to publish the same.
- To promote and encourage the adoption of uniformity in municipal procedures, accounting and statistical compilations.
- To employ such secretaries, clerks, managers, servants, experts, agents or professional personnel as may be necessary for the purpose of carrying out any of the objects of the MNL.
- To purchase, take on lease or in exchange or otherwise acquire any lands, buildings, easements, rights of way or property real or personal, which may in the opinion of the MNL be requisite for the purpose of or conveniently used in connection with any of the objects of the MNL and to sell, demise, mortgage, give in exchange or otherwise dispose of the same.
- To invest and deal with the money of the MNL which in the opinion of the Board of Directors is not immediately required upon such securities and in such manner as may from time to time be determined.
- To borrow or raise and give security for money by the issue of or upon bonds, debentures, bills of exchange, promissory notes or by mortgage or charges upon all or any part of the property of the MNL and to make provision for the repayment of the same.

- To foster harmony among provincial municipalities and to liaise with other associated organizations, particularly, The Federation of Canadian Municipalities.
- To take any gift of property whether subject to any trust or not for any one or more of the objects of the MNL.
- To do all such lawful things as are incidental or conducive to the attainment of the above objects.
- To do all such things as the MNL may deem incidental or conducive to the attainment of the above objects or any of them and it is hereby declared that in the interpretation of this clause the meaning of any of the MNL's objects shall not be restricted by reference to any other objects, or by the juxtaposition of two or more objects, and that, in the event of any ambiguity, this clause shall be constructed in such a way as to widen and not restrict the powers of the MNL.

PROVIDED THAT the MNL

- Shall not undertake any activities that would result in the revocation of its registration as a charity or as a public foundation for purposes of the Income Tax Act;
- Shall not permit its directors, trustees, officers or employees to be comprised so that majority of the same are related or do not deal at arm's length;
- Shall not make non-qualified investments as defined by Section 149 of the Income Tax Act;
- Shall not undertake the business of a bank.