



Rideau Valley Conservation Authority

By-law No. 1

Administrative By-Law

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Introduction

The Rideau Valley Conservation Authority is a non-share corporation, established under Section 3 of the *Conservation Authorities Act*, with the objects to provide, in the area over which it has jurisdiction, programs and services designed to further the conservation, restoration, development and management of natural resources other than gas, coal and minerals.

Under the Act, municipalities within a common watershed are enabled to petition the province to establish a conservation authority. The purpose of the Act is to provide for the organization and delivery of programs and services that further the conservation, restoration, development and management of natural resources in watersheds in Ontario.

The Authority is comprised of its Members, appointed as representatives by the Participating Municipalities:

- Township of Athens
- Augusta Township
- Township of Beckwith
- Township of Central Frontenac
- City of Clarence-Rockland
- Township of Drummond/North Elmsley
- Township of Elizabethtown-Kitley
- Village of Merrickville-Wolford
- Township of Montague
- City of Ottawa
- Township of North Dundas
- Municipality of North Grenville
- Town of Perth
- Township of Rideau Lakes
- Town of Smiths Falls
- Township of South Frontenac
- Tay Valley Township
- Village of Westport

Vision

The RVCA's vision is a thriving watershed with clean abundant water, natural shorelines, rich forests and wetlands, diverse habitat and sustainable land use that is valued and protected by all.

Mission

The RVCA's mission is to understand, manage, restore and enhance the Rideau watershed through science, stewardship, education, policy and leadership.

The Members of the Conservation Authority form the General Membership of the Conservation Authority. The Members are bound by the Act and other applicable legislation. The Authority must always act within the scope of its powers. As a non-share corporation, the Authority has the capacity and, subject to the Act and other applicable legislation, the rights, powers and privileges of a natural person. The powers of a conservation authority to accomplish its objects are set out in the Act, including those identified under subsection 21(1):

Powers of authorities

21 (1) For the purposes of accomplishing its objects, an authority has power,

(a) to study and investigate the watershed and to determine programs and services whereby the natural resources of the watershed may be conserved, restored, developed and managed;

(b) for any purpose necessary to any project under consideration or undertaken by the authority, to enter into and upon any land and survey and take levels of it and make such borings or sink such trial pits as the authority considers necessary;

(c) to acquire by purchase, lease or otherwise and to expropriate any land that it may require, and, subject to subsection (2), to sell, lease or otherwise dispose of land so acquired;

(d) despite subsection (2), to lease for a term of five years or less land acquired by the authority;

(e) to purchase or acquire any personal property that it may require and sell or otherwise deal therewith;

(f) to enter into agreements for the purchase of materials, employment of labour and other purposes as may be necessary for the due carrying out of any project or to further the authority's objects;

(g) to enter into agreements with owners of private lands to facilitate the due carrying out of any project;

(h) to determine the proportion of the total benefit afforded to all the participating municipalities that is afforded to each of them;

(i) to erect works and structures and create reservoirs by the construction of dams or otherwise;

(j) to control the flow of surface waters in order to prevent floods or pollution or to reduce the adverse effects thereof;

(k) to alter the course of any river, canal, brook, stream or watercourse, and divert or alter, as well temporarily as permanently, the course of any river, stream, road, street or way, or raise or sink its level in order to carry it over or under, on the level of or by the side of any work built or to be built by the authority, and to divert or alter the position of any water-pipe, gas-pipe, sewer, drain or any telegraph, telephone or electric wire or pole;

(l) to use lands that are owned or controlled by the authority for purposes, not inconsistent with its objects, as it considers proper;

(m) to use lands owned or controlled by the authority for park or other recreational purposes, and to erect, or permit to be erected, buildings, booths and facilities for such purposes and to make charges for admission thereto and the use thereof;

(m.1) to charge fees for services approved by the Minister;

Note: On a day to be named by proclamation of the Lieutenant Governor, clause 21 (1) (m.1) of the Act is repealed. (See: 2017, c. 23, Sched. 4, s. 19 (3))

(n) to collaborate and enter into agreements with ministries and agencies of government, municipal councils and local boards and other organizations and individuals;

(o) to plant and produce trees on Crown lands with the consent of the Minister, and on other lands with the consent of the owner, for any purpose;

(p) to cause research to be done;

(q) generally to do all such acts as are necessary for the due carrying out of any project or as may be desirable to further the objects of the authority.

A. Definitions

“**Authority**” means the Rideau Valley Conservation Authority.

“**Act**” means the *Conservation Authorities Act*, R.S.O. 1990, chapter C.27

“**Chair**” means the Chairperson as referenced in the Act as elected by the Members of the Authority.

“**General Manager**” means the General Manager of the Authority, and which may, by resolution of the Authority, include the responsibilities of the Secretary-Treasurer if so designated by resolution of the Authority.

“**Fiscal Year**” means the period from January 1 through December 31.

“**General Membership**” means all of the Members, collectively.

“**Levy**” means the amount of costs apportioned to Participating Municipalities in accordance with the Act and Regulations under the Act.

“**Majority**” means half of the votes plus one.

“**Members**” shall mean the Members appointed to the Authority by the Participating Municipalities in the Authority’s area of jurisdiction.

“**Non-matching Levy**” means that portion of an Authority’s levy that meets the definition of non-matching levy as found in Ontario Regulation 139/96.

“**Officer**” means an officer of the Authority empowered to sign contracts, agreements and other documents on behalf of the Authority in accordance with section 19.1 of the Act, which shall include the Chair, Vice-Chair, and General Manager/Secretary-Treasurer.

“**Participating Municipality**” means a municipality that is designated by or under the Act as a participating municipality in a conservation authority.

“**Pecuniary Interest**” includes the financial or material interests of a Member and the financial or material interests of a Member of the Member’s immediate family.

“**Secretary-Treasurer**” means Secretary-Treasurer of the Authority with the roles specified in the Act.

“**Staff**” means employees of the Authority as provided for under Section 18(1) of the Act.

“**Vice-Chair**” means the Vice-Chairperson as elected by the Members of the Authority.

“**Weighted Majority**” means the votes of 51 per cent of those represented after the votes are weighted by the percentage that applies under Ontario Regulation 139/96 for Municipal Levies.

B. Governance

1. Members

a) Appointments

Participating Municipalities within the jurisdiction of the Rideau Valley Conservation Authority may appoint Members in accordance with Section 14 of the Act.

Appointed Members must reside in a Participating Municipality in which the Authority has jurisdiction and may include citizens as well as elected members of municipal councils.

Collectively, the appointed Members comprise the Authority, and for the purposes of this by-law are also referred to as the General Membership.

b) Term of Member Appointments

In accordance with Section 14 of the Act, a Member shall be appointed for a term of up to four years at the discretion of the appointing municipal council; such term beginning at the first meeting of the Authority following his or her appointment and ending immediately before the first meeting of the Authority following the appointment of his or her replacement. The Secretary-Treasurer shall notify the appropriate municipality in advance of the expiration date of any Member's term, unless notified by the municipality of the Member's reappointment or the appointment of his or her replacement. A Member is eligible for reappointment. A Member can be replaced by a Participating Municipality at the municipality's discretion prior to the end of their term.

c) Powers of the General Membership

Subject to the Act and other applicable legislation, the General Membership is empowered without restriction to exercise all of the powers prescribed to the Authority under the Act. In addition to the powers of an authority under s.21 of the Act for the purposes of accomplishing its objects, as referenced in the introduction of this by-law, the powers of the General Membership include but are not limited to:

- i. Approving by resolution, the creation of Committees and/or Advisory Boards, the members thereof and the terms of reference for these Committees and/or Advisory Boards;
- ii. Appointing a General Manager and/or Secretary-Treasurer;
- iii. Terminating the services of the General Manager and/or Secretary-Treasurer.
- iv. Approving, establishing and implementing regulations, policies and programs;
- v. Awarding contracts or agreements where the approval of the Authority is required under the Authority's purchasing policy.
- vi. Appointing an Executive Committee and delegating to the Committee any of its powers except:
 - i. The termination of the services of the General Manager and/or Secretary-Treasurer,
 - ii. The power to raise money, and
 - iii. The power to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the Authority.
- vii. Approving by resolution, any new capital project of the Authority;
- viii. Approving by resolution, the method of financing any new capital projects;
- ix. Approving details on budget allocations on any new or existing capital projects;

- x. Approving of the total budget for the ensuing year, and approving the levies to be paid by the Participating Municipalities;
- xi. Receiving and approving the Financial Statements and Report of the Auditor for the preceding year;
- xii. Authorizing the borrowing of funds on the promissory note of the Authority in accordance with subsection 3(5) of the Act;
- xiii. Approving by resolution, any proposed expropriation of land or disposition of land, subject to the requirements under the Act;
- xiv. Delegating to the General Manager and other staff by resolution, the issuance of permits as may be required under any regulations made under Section 28 of the Act.
- xv. Delegating to the Executive Committee the holding of hearings as may be required under any regulations made under Section 28 of the Act.

d) Member Accountability

Participating Municipalities appoint Members to the Authority as their representatives. Members have the responsibilities of Directors of the corporation that is the Authority. While the administration is responsible for the day-to-day operations, the General Membership is responsible for matters of governance, ensuring compliance with applicable legislation, and ensuring appropriate policies are in place and for financial soundness of the Authority.

All Members have the responsibility to be guided by and adhere to the Member Code of Conduct (Appendix 1) and Member Conflict of Interest Policy (Appendix 2), as adopted by the Authority.

Members are responsible for:

- i. Attending all meetings of the Authority;
- ii. Understanding the purpose, function and responsibilities of the Authority;
- iii. Being familiar with the Authority's statutory and other legal obligations;
- iv. With the administration, setting strategic direction for the Authority.

e) Applicable Legislation

In addition to the Act, the Members are subject to other legislation including, but not limited to:

- *Municipal Conflict of Interest Act*
- *Municipal Freedom of Information and Protection of Privacy Act*

If any part of the by-law conflicts with any provision of the *Municipal Conflict of Interest Act* or the *Municipal Freedom of Information and Protection of Privacy Act* or a provision of a regulation made under one of those acts, the provision of that act or regulation prevails.

f) Relationship Between Members and Staff

The General Membership relies on the General Manager/Secretary-Treasurer to manage the operations of the organization, including all employees of the Authority. The General Manager/Secretary-Treasurer is accountable to the Authority, working cooperatively to achieve the goals established by the Authority.

The General Membership will ensure that a process exists for regular performance appraisals of the General Manager/Secretary-Treasurer.

2. Officers

The Officers of the Authority, and their respective responsibilities, shall be:

Chair

- Is a Member of the Authority;
- Presides at all meetings of the General Membership and Executive Committee;
- Calls special meetings if necessary;
- Acts as a public spokesperson on behalf of the General Membership;
- Serves as a signing officer for the Authority;
- Ensures relevant information and policies are brought to the Authority's attention;
- Keeps the General Membership apprised of significant issues in a timely fashion;
- Performs other duties when directed to do so by resolution of the Authority.

Vice-Chair

- Is a Member of the Authority;
- Attends all meetings of the General Membership and Executive Committee;
- Carries out assignments as requested by the Chair;
- Understands the responsibilities of the Chair and acts as Chair immediately upon the death, incapacity to act, absence or resignation of the Chair until such time as a new Chair is appointed or until the Chair resumes his/her duties;
- Serves as a signing officer for the Authority.

Responsibilities of the General Manager/Secretary-Treasurer as assigned by the Authority include, but are not limited to the following:

- Is an employee of the Authority;
- Fulfills the requirements of the Secretary-Treasurer as defined in the Act;
- Attends all meetings of the General Membership or designates an acting General Manager if not available;
- Attends meetings of advisory boards and other committees as required;
- Works in close collaboration with the Chair and Vice-Chair and keeps them apprised of relevant information and significant issues in a timely fashion;
- Develops a strategic plan for approval by the General Membership and Implements short and long-range goals and objectives;
- Is responsible for the management of the operations of the Authority, including all staff and programs of the Authority;
- Ensures resolutions of the Authority are implemented in a timely fashion;
- Develops and maintains effective relationships and ensures good communications with Participating Municipalities, federal and provincial government ministries/agencies, Indigenous communities, other conservation authorities, Conservation Ontario, stakeholders, community groups and associations;
- Is the custodian of the Corporate Seal;
- Serves as a signing officer for the Authority.

3. Absence of Chair and Vice-Chair

In the event of the absence of the Chair and Vice-Chair from any meeting, the Members shall appoint an Acting Chair who, for the purposes of that meeting has all the powers and shall perform all the duties of the Chair.

4. Maximum Term for Chair and Vice-Chair

The term for Chair and Vice-Chair shall be limited to five consecutive years. A Member shall not be eligible for re-election to Authority Chair or Vice-Chair for a period of one year following completion of the maximum term.

5. Election of Chair and Vice-Chair

The election of the Chair and Vice-Chair shall be held at the first meeting of the General Membership each year in accordance with the Authority's Procedures for Election of Officers (Appendix 3).

6. Representatives to Conservation Ontario Council

The Authority shall appoint up to three Representatives to Conservation Ontario Council at the Annual meeting of the General Membership. Appointment of Voting Delegate and Alternate(s) to Conservation Ontario Council shall be made by the Chair, subject to approval by the General Membership.

Conservation authorities may appoint up to three Representatives to Conservation Ontario Council ("Council"), designated as Voting Delegate and Alternate(s). Council will consist of the Voting Delegates appointed by each Member Conservation Authority. The Voting Delegate and Alternates shall be registered with Conservation Ontario annually.

7. Appointment of Auditor

The General Membership shall appoint an auditor for the coming year at the Annual Meeting in accordance with Section 38 of the Act.

8. Appointment of Financial Institution

The General Membership shall appoint a financial institution to act as the Authority's banker as required.

9. Appointment of Solicitor

The General Membership shall appoint a solicitor(s) to act as the Authority's legal counsel for the coming year at the Annual Meeting.

10. Appointment of Officers to Enforce Section 28 and 29 of the Act

The General Membership shall appoint staff as officers to enforce any regulations made under Section 28 or 29 of the Act. Such appointments will be made as required.

11. Financial Statements and Report of the Auditor

The General Membership shall receive and approve the Audited Financial Statements and Report of the Auditor by March 31 of each year for the previous year.

The Authority shall forward copies of the Audited Financial Statements and Report of the Auditor to Participating Municipalities and the Minister in accordance with Section 38 of the Act and will make the Audited Financial Statements available to the public.

12. Borrowing Resolution

If required, the Authority shall establish a borrowing resolution by March 31 of each year and such resolution shall be in force until it is superseded by another borrowing resolution.

13. Levy Notice

The levy due to the Authority from Participating Municipalities shall be communicated to those municipalities in accordance with the Act and any applicable Regulations.

14. Signing Officers

All deeds, transfers, assignments, contracts, and obligations entered into by the Authority shall be signed by the signing officers of the Authority. The General Membership shall appoint signing officers for the coming year at the Annual Meeting.

Signing authority that was authorized by any previous Administration Regulation or by-law is superseded by this by-law.

15. Executive Committee

The Authority shall appoint an Executive Committee at the Annual meeting of the General Membership each year in accordance with Section 19 of the Act and Section 1(c)(vi) of this by-law.

Resolutions and policies governing the operation of the Authority shall be observed in all Executive Committee meetings.

Terms of Reference for the Executive Committee are attached in Appendix 4-A.

16. Advisory Boards and Other Committees

In accordance with Section 18(2) of the Act, the Authority shall establish such Advisory Boards as required by regulation and may establish such other Advisory Boards or committees as it considers appropriate to study and report on specific matters.

The General Membership shall approve the terms of reference for all such Advisory Boards and committees, which shall include the role, the frequency of meetings and the number of members required.

Terms of Reference for current Advisory Boards and committees include:

- Audit Committee (Appendix 4-B).

Appointment of members to Advisory Boards and committees shall be made by the Chair, subject to approval by the General Membership.

Resolutions and policies governing the operation of the Authority shall be observed in all Advisory Board and committee meetings.

Each Advisory Board or committee shall report to the General Membership, presenting any recommendations made by the Advisory Board or committee.

17. Remuneration of Members

The Authority shall establish a per-diem rate from time to time to be paid to Members for attendance at General Meetings, Executive Committee meetings and Advisory Board or other Committee meetings, and at such other business functions as may be from time to time requested by the Chair, through the Secretary-Treasurer. In addition, an honorarium may be approved by the Authority for the Chair as compensation for their additional responsibilities. A single per-diem will be paid for attendance at more than one meeting if they occur consecutively on the same day.

The Authority shall reimburse Members' reasonable travel expenses incurred for the purpose of attending meetings and/or functions on behalf of the Authority. A per-kilometre rate to be paid for use of a personal vehicle shall be approved by Resolution of the General Membership from time-to-time. Requests for such reimbursements shall be submitted within a timely fashion and shall be consistent with Canada Revenue Agency guidelines.

18. Records Retention

The Authority shall keep full and accurate records including, but not limited to:

- i. Minutes of all meetings of the Authority, including registries of statements of interests in accordance with the *Municipal Conflict of Interest Act*;
- ii. Assets, liabilities, receipts and disbursements of the Authority and Financial Statements and Reports of the Auditors;
- iii. Human Resources Files for all employees and Members as applicable;
- iv. Workplace Health and Safety documents including workplace inspections, workplace accidents, investigations, etc.;
- v. Electronic Communications including emails
- vi. Contracts and Agreements entered into by the Authority;
- vii. Strategic Plans and other documents providing organizational direction
- viii. Projects of the Authority;
- ix. Technical Studies and data gathered in support of Programs of the Authority;
- x. Legal Proceedings involving the Authority;
- xi. Incidents of personal injury or property damage involving the Authority and members of the public.

Such records shall be retained and protected in accordance with all applicable laws and the Records Retention Policy of the Authority as approved by the General Membership from time-to-time.

19. Records Available to Public

Records of the Authority shall be made available to the public, subject to requirements of the *Municipal Freedom of Information and Protection of Personal Privacy Act* (MFIPPA).

20. By-law Review

In accordance with the Act, these by-laws shall be reviewed by the Authority to ensure the by-laws are in compliance with the Act and any other relevant law. The General Membership shall review the by-laws every four years to ensure best management practices in governance are being followed to comply with Section 19.1 of the Act.

21. By-law Available to Public

In accordance with the Act, the Authority shall make its by-laws available to the public on the Authority's website. By-laws shall also be available for review by any member of the public at the Authority's administration centre or provided in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

22. Enforcement of By-laws and Policies

The Members shall respect and adhere to all applicable by-laws and policies (for example, the Member Code of Conduct and Member Conflict of Interest Policy). The Authority may take reasonable measures to enforce its by-laws and policies, including the enforcement mechanisms under the *Municipal Act* or the *Municipal Conflict of Interest Act*. The procedure for enforcement shall include:

- i. An investigation will be conducted regarding the alleged breach;
- ii. An opportunity will be provided to the affected Member to respond to the allegation;
- iii. The findings of the investigation and the affected Member's response will be communicated to the General Membership in a closed meeting;
- iv. The appointing municipality shall be notified of the outcome of the investigation

23. Indemnification of Members, Officers and Employees

The Authority undertakes and agrees to indemnify and save harmless its Members, Officers and Employees and their heirs and legal representatives, respectively, from and against all costs, charges and expenses, including all amounts paid to settle an action or satisfy any judgement, reasonably incurred by any such Member, Officer or Employee in respect of any civil, criminal or administrative action or proceeding to which any such Member, Officer or Employee is made a party by reason of being a Member, Officer or Employee of the Authority (except in respect of an action by or on behalf of the Authority to procure a judgment in its favour) if;

- Such Member, Officer or Employee acted honestly, in good faith with a view to the best interests of the Authority and within the scope of such Member's, Officer's or Employee's duties and responsibilities, and,
- In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty that such Member, Officer or Employee had reasonable grounds for believing that the conduct was lawful.

C. Meeting Procedures

The Meeting Procedures below governing the procedure of the Authority shall be observed in committee and Advisory Board meetings, as far as they are applicable, and the words committee or Advisory Board may be substituted for the word Authority as applicable.

1. Rules of Procedure

In all matters of procedure not specifically dealt with under the Act and this By-law, the current edition of Robert's Rules of Order shall be binding.

The Authority may choose to conduct its business as a committee of the whole.

2. Notice of Meeting

The General Membership shall approve a schedule for regular meetings in advance. The Secretary-Treasurer shall send Notice of regular meetings to all Members at least five calendar days in advance of a meeting. Notice of all regular or special meetings of the General Membership or its committees shall be made available to the public as soon as possible after its delivery to General Membership.

Notice of any meeting shall indicate the time and place of that meeting and the agenda for the meeting.

All material and correspondence to be dealt with by the Authority at a meeting will be submitted to the Secretary-Treasurer 14 days in advance of the meeting where it is to be dealt with, if it is to be included in the published agenda, or two days if it is to be introduced at the meeting.

The Chair may, at his/her pleasure, call a special meeting of the Authority as necessary on three calendar days notice in writing or email. That notice shall state the business of the special meeting and only that business shall be considered at that special meeting. Any Member, with 50% support of the other Members, may also request the Chair to call a meeting of the Authority and the Chair will not refuse.

The Chair or the Secretary-Treasurer may, by notice in writing or email delivered to the Members so as to be received by them at least 24 hours before the hour appointed for the meeting, postpone or cancel any meeting until the next regularly scheduled meeting date.

The Chair or the Secretary-Treasurer may, if it appears that a storm or like occurrence will prevent the Members from attending a meeting, postpone that meeting by advising as many Members as can be reached. Postponement shall not be for any longer than the next regularly scheduled meeting date.

3. Meetings Open to Public

All meetings of the General Membership and its committees shall be open to the public.

A meeting or part of a meeting may be closed to the public if the subject matter being considered is identified in the closed meeting section of the Agenda and the subject matter meets the criteria for a closed meeting as defined in this by-law.

4. Agenda for Meetings

Authority staff, under the supervision of the Secretary-Treasurer and in consultation with the Chair, shall prepare an agenda for all regular meetings of the Authority that shall include, but not necessarily be limited to, the following headings:

- Agenda Review
- Adoption of Agenda
- Declaration of Interest
- Approval of Minutes of Previous Meeting
- Business Arising from Minutes
- Staff Reports / Activity Reports
- Meetings: Past and Upcoming
- Member Inquiries
- New Business
- Closed Session
- Adjournment

The agenda for special meetings of the Authority shall be prepared as directed by the Chair.

Agendas for meetings shall be forwarded to all Members at least five calendar days in advance of the meeting. Such agendas shall be made available to the public on the Authority's website at the same time, unless the meeting is closed to the public in accordance with this by-law. Such agendas shall also be available in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

5. Quorum

At any meeting of the General Membership, a quorum consists of one-half of the Members appointed by the Participating Municipalities, except where there are fewer than six such Members, in which case three such Members constitute a quorum. At any Executive Committee, Advisory Board or committee meeting, a quorum consists of one-half of the Members of the Executive Committee, Advisory Board or committee.

If there is no quorum within one half hour after the time appointed for the meeting, the Chair for the meeting shall declare the meeting adjourned due to a lack of a quorum, or shall recess until quorum arrives, and the recording secretary shall record the names of the Members present and absent.

If during an Authority or Advisory Board or Committee meeting a quorum is lost, then the Chair shall declare that the meeting shall stand recessed or adjourned, until the date of the next regular meeting or other meeting called in accordance with the provisions of this by-law. Agenda items including delegations present may be covered and presented and issues discussed, but no formal decisions may be taken by the remaining Members which do not constitute a quorum.

Where the number of Members who are disabled from participating in a meeting due to the declaration of a conflict of interest is such that at that meeting the remaining Members are not of sufficient number to constitute a quorum, the remaining number of Members shall be deemed to constitute a quorum, provided such number is not less than two.

6. Order of Business

The business of the Authority shall be taken up in the order in which it stands on the agenda unless otherwise decided by a majority of those Members present.

No Member shall present any matter to the Authority for its consideration unless the matter appears on the agenda for the meeting of the Authority or leave is granted to present the matter by the affirmative vote of a majority of the Members present.

7. Debate

The Authority shall observe the following procedures for discussion/debate on any matter coming before it:

- a) A Member shall be recognized by the Chair prior to speaking;
- b) Where two or more Members rise to speak, the Chair shall designate the Member who has the floor, who shall be the Member who in the opinion of the Chair was first recognized;
- c) All questions and points of discussion shall be directed through the Chair;
- d) Where a motion is presented, it shall be moved and seconded before debate;
- e) No Member shall speak more than once to the same question without leave from the Chair, except in explanation of a material part of the speech;
- f) No Member shall speak more than five minutes without leave of the Chair;
- g) Any Member may ask a question of the previous speaker through the Chair;
- h) The Member who has presented a motion, other than a motion to amend or dispose of a motion, may speak again to the motion immediately before the Chair puts the motion to a vote;
- i) When a motion is under debate, no motion shall be received other than a motion to amend, to defer action, to refer the question, to take a vote, to adjourn, or to extend the hour of closing the proceedings;
- j) When a motion is under consideration, only one amendment is permitted at a time.

8. Matters of Precedence

The following matters shall have precedence over the usual order of business:

- a) A point of order;
- b) Matter of privilege;
- c) A matter of clarification;
- d) A motion to suspend a rule of procedure or to request compliance with the rules of procedure;
- e) A motion that the question be put to a vote;
- f) A motion to adjourn.

9. Members' Attendance

The Authority shall provide a listing of Members' attendance at scheduled meetings of the Authority to the Participating Municipalities at least annually.

Upon a Member's vacancy due to death, incapacity or resignation occurring in any office of the Authority, the Authority shall request the municipality that was represented by that Member appoint a Member replacement.

If a Member is unable to attend any meeting and wishes to bring any additional information or opinion pertaining to an agenda item to the General Membership, the Member shall address in writing or email to the Chair or Secretary-Treasurer such correspondence prior to the start of the meeting. The correspondence shall be read aloud by the Secretary-Treasurer without comment or explanations.

10. Electronic Participation

Members may participate in a meeting that is open to the public by telephonic or other electronic means that permits all participants to communicate adequately with each other during the meeting. A Member participating in a meeting electronically shall not be counted in determining quorum.

A Member shall not participate electronically in a meeting that is closed to the public.

11. Delegations

Any person or organization who wishes to address the Authority may make a request in writing or email to the Secretary-Treasurer. The request should include a brief statement of the issue or matter involved and indicate the name of the proposed speaker(s). If such request is received 14 days in advance of a scheduled meeting, the delegation shall be listed on the published agenda.

Any person or organization requesting an opportunity to address the Authority, but not having made a written request to do so in the timelines specified above, may appear before the meeting if approved by a majority of Members present, or shall be listed on the published agenda for the following meeting.

Any person or organization who wishes to address the Authority regarding an item on the published agenda may make a request in writing or email to the Secretary-Treasurer. The request should indicate the agenda item to be addressed and the name of the proposed speaker(s). If such request is received two days in advance of a scheduled meeting, the delegation shall be permitted.

Any person or organization requesting an opportunity to address the Authority regarding an item on the published agenda, but not having made a written request to do so in the timelines specified above, may appear before the meeting if approved by a majority of Members present. Delegations shall provide twenty-three copies of any handouts and one electronic copy of any electronic presentation to the Secretary-Treasurer 15 minutes prior to the start of the meeting.

Except by leave of the Chair or appeal by the leave of the meeting, delegations shall be limited to one (1) speaker for not more than 10 minutes.

Speakers will be requested not to repeat what has been said by previous speakers at the meeting. A returning delegation will only be allowed to speak again if new, relevant information has become available since their previous presentation. The Chair may choose to end a returning delegation's presentation if, in the opinion of the Chair, the new information being presented is not relevant to a decision facing the General Membership.

12. Annual Meeting

The Authority shall designate one meeting of the General Membership each year as the annual meeting and shall include the following items on the agenda, in addition to the normal course of business:

- Appointment of auditor
- Appointment of solicitor(s)
- Appointment of signing officers

13. Meetings with Closed “In Camera” Sessions

Every meeting of the General Membership, Executive Committee, Advisory Board or other committee, if applicable, shall be open to the public as per Section 15(3) of the Act, subject to the exceptions set out below. Meetings may be closed to the public if the subject matter being considered relates to:

- a) The security of the property of the Authority;
- b) Personal matters about an identifiable individual, including employees of the Authority;
- c) A proposed or pending acquisition or disposition of land by the Authority;
- d) Labour relations or employee negotiations;
- e) Litigation or potential litigation, including matters before administrative tribunals (e.g. Local Planning Appeal Tribunal), affecting the Authority;
- f) Advice that is subject to solicitor-client privilege;
- g) A matter in respect of which the General Membership, Executive Committee, Advisory Board or committee or other body may hold a closed meeting under another act;
- h) Information explicitly supplied in confidence to the Authority by Canada, a province or territory or a Crown agency of any of them;
- i) A trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the Authority, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
- j) A trade secret or scientific, technical, commercial or financial information that belongs to the Authority and has monetary value or potential monetary value; or
- k) A position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Authority.

The Authority shall close a meeting if the subject matter relates to the consideration of a request under MFIPPA. The General Manager is the head of an institution for the purposes of MFIPPA.

Before holding a meeting or part of a meeting that is to be closed to the public, the Members shall state by resolution during the open session of the meeting that there will be a meeting closed to the public and the general nature of the matter to be considered at the closed meeting. Once matters have been dealt with in a closed meeting, the General Membership shall reconvene in an open session.

The General Membership shall not vote during a meeting that is closed to the public, unless:

- a) The meeting meets the criteria outlined in this by-law to be closed to the public; and
- b) The vote is for a procedural matter or for giving directions or instructions to Officers, employees or agents of the Authority.

Any materials presented to the General Membership during a closed meeting shall be returned to the Secretary-Treasurer prior to departing from the meeting and shall be treated in accordance with the Authority's procedures for handling confidential material.

A meeting of the Authority, Executive Committee, Advisory Board or other committee may also be closed to the public if:

- a) The meeting is held for the purpose of educating or training the Members, and

- b) At the meeting, no Member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the authority, the Executive Committee, Advisory Board or other committee.

14. Voting

In accordance with Section 16 of the Act:

- a) Each Member, including the Chair, is entitled to one vote, and
- b) A majority vote of the Members present at any meeting is required upon all matters coming before the meeting.

If any Member who is qualified to vote abstains from voting, they shall be deemed to have voted neither in favour nor opposed to the question, which will not alter the number of votes required for a majority.

On a tie vote, the motion is lost.

Interrelated motions shall be voted on in the order specified in Robert's Rules of Order.

Unless a Member requests a recorded vote, a vote shall be by a show of hands or such other means as the Chair may call.

If a Member present at a meeting at the time of the vote requests immediately before or after the taking of the vote that the vote be recorded, each Member present taken by alphabetical surname with the Chair voting last, except a Member who is disqualified from voting by any Act, shall announce his or her vote openly answering "yes" or "no" to the question, and the Secretary-Treasurer shall record each vote.

At the meeting of the Authority at which the Non-Matching Levy is to be approved, the Secretary-Treasurer shall conduct the vote to approve of Non-Matching Levy by a Weighted Majority of the Members present and eligible to vote, in accordance with Ontario Regulation 139/96 with the weighting for the City of Ottawa capped at 50%.

Where a question under consideration contains more than one item, upon the request of any Member, a vote upon each item shall be taken separately.

Except as provided in Section B, Paragraph 6 of this By-law (Election of Chair and Vice-Chair), no vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect.

15. Notice of Motion

Written notice of motion to be made at an Authority, Executive Committee, Advisory Board or committee meeting may be given to the Secretary-Treasurer by any Member of the Authority not less than seven business days prior to the date and time of the meeting and shall be forthwith placed on the agenda of the next meeting. The Secretary-Treasurer shall include such notice of motion in full in the agenda for the meeting concerned.

Recommendations included in reports of Advisory Boards or committees that have been included in an agenda for a meeting of the General Membership or Executive Committee (if applicable), shall constitute notice of motion for that meeting.

Recommendations included in staff reports that have been included in an agenda for a meeting of the General Membership or Executive Committee (if applicable), shall constitute notice of motion for that meeting.

Notwithstanding the foregoing, any motion or other business may be introduced for consideration of the Authority provided that it is made clear that to delay such motion or other business for the consideration of an appropriate Advisory Board or committee would not be in the best interest of the Authority and that the introduction of the motion or other business shall be upon an affirmative vote of a majority of the Members of the Authority present.

16. Duties of the Meeting Chair

It shall be the duty of the Chair, with respect to any meetings over which he/she presides, to:

- a) Preserve order and decide all questions of order, subject to appeal; and without argument or comment, state the rule applicable to any point of order if called upon to do so;
- b) Ensure that the public in attendance does not in any way interfere or disrupt the proceedings of the Members;
- c) Ask any individual that is disrupting the proceedings of the Members to leave;
- d) Adjourn the meeting without question, in the case of grave disorder arising in the meeting room;
- e) Receive and submit to a vote all motions presented by the Members, which do not contravene the rules of order or regulations of the Authority;
- f) Decline to put to a vote motions which infringe upon the rules of procedure, or which are beyond the jurisdiction of the Authority;
- g) Enforce on all occasions the observance of order and decorum among the Members;
- h) Announce the results of the vote on any motions so presented;
- i) Adjourn the meeting when business is concluded.

17. Conduct of Members

Members shall maintain a high standard for conduct and at all times comply with applicable laws and the Authority's Member Code of Conduct (Appendix 1).

No Member at any meeting of the Authority shall:

- a) Speak in a manner that is discriminatory in nature based on an individual's race, ancestry, place of origin, citizenship, creed, gender, sexual orientation, age, colour, marital status, family status or disability;
- b) Leave their seat or make any noise or disturbance while a vote is being taken or until the result is declared;
- c) Interrupt a Member while speaking, except to raise a point of order or a question of privilege;
- d) Speak disrespectfully or use offensive words against the Authority, the Members, staff, or any member of the public;
- e) Speak beyond the question(s) under debate;
- f) Resist the rules of order or disobey the decision of the Chair on the questions or order or practices or upon the interpretation of the By-laws.

18. Polls

Polls of Members may be undertaken with permission from the Chair for items of business considered to be urgent or an emergency and where it is considered impractical to convene a special meeting. Such polls may be conducted via conferencing methods (e.g. teleconference) or individual notices (e.g. electronic survey methods).

19. Minutes of Meetings

The Secretary-Treasurer shall undertake to have a recording secretary in attendance at meetings of the Authority, Executive Committee, Advisory Boards or committees. The recording secretary shall make a record in the form of minutes of the meeting proceedings and in particular shall record all motions considered at the meeting.

If a recording secretary is not present in a closed session, the Secretary-Treasurer shall take notes of any direction provided, for endorsement by the Chair and Vice-Chair.

Minutes of all meetings shall include the time and place of the meeting and a list of those present and shall state all motions presented together with the mover and seconder and voting results.

The Secretary-Treasurer or designate shall include draft minutes of the previous meeting available to each Member of the Authority at the same time as agendas for the next meeting are distributed.

After the minutes have been approved by resolution, original copies shall be signed by the Chair and Secretary-Treasurer and copies of all non-confidential minutes shall be posted on the Authority's website. Such minutes shall also be available for review by any member of the public at the Authority's administration centre or provided in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

D. Approval of By-law

The following motion was passed at the Authority meeting of September 27, 2018:

Motion: 3-180927

Moved by: Sharon Mousseau

Seconded by: Judy Brown

That the Board of Directors of the Rideau Valley Conservation Authority repeal RVCA's *Administrative Resolutions and Procedures for Board Meetings* and adopt By-Law No. 1 (Administrative By-Law) including Appendices 1, 2, 3, 4-A and 4-B (Member Code of Conduct, Member Conflict of Interest Policy, Procedure for Election of Officers, Terms of Reference for Executive Committee and Terms of Reference for Audit Committee).

CARRIED

E. Appendices to the Administrative By-law

Appendix 1 – Member Code of Conduct

1. Background

The Rideau Valley Conservation Authority demands a high level of integrity and ethical conduct from its General Membership. The Authority's reputation has relied upon the good judgement of individual Members. A written Code of Conduct helps to ensure that all Members share a common basis for acceptable conduct. Formalized standards help to provide a reference guide and a supplement to legislative parameters within which Members must operate. Further, they enhance public confidence that Members operate from a base of integrity, justice and courtesy.

The Member Code of Conduct is a general standard. It augments the laws which govern the behaviour of Members, and it is not intended to replace personal ethics.

This Member Code of Conduct will also assist Members in dealing with confronting situations not adequately addressed or that may be ambiguous in Authority resolutions, regulations, or policies and procedures.

2. General

All Members, whether municipal councillors or appointed representatives of a municipality, are expected to conduct themselves in a manner that reflects positively on the Authority.

All Members shall serve in a conscientious and diligent manner. No Member shall use the influence of office for any purpose other than for the exercise of his/her official duties.

It is expected that Members adhere to a Code of Conduct that:

- i. Upholds the mandate, vision and mission of the Authority;
- ii. Considers the Authority's jurisdiction in its entirety, including their appointing municipality;
- iii. Respects confidentiality;
- iv. Approaches all Authority issues with an open mind, with consideration for the organization as a whole;
- v. Exercises the powers of a Member when acting in a meeting of the Authority;
- vi. Respects the democratic process and respects decisions of the General Membership, Executive Committee, Advisory Boards and other committees;
- vii. Declares any direct or indirect pecuniary interest or conflict of interest when one exists or may exist; and
- viii. Conducts oneself in a manner which reflects respect and professional courtesy and does not use offensive language in or against the Authority or against any Member or any Authority staff.

3. Gifts and Benefits

Members shall not accept fees, gifts, hospitality or personal benefits that are connected directly or indirectly with the performance of duties, except compensation authorized by law.

4. Confidentiality

The Members shall be governed at all times by the provisions of the *Municipal Freedom and Information and Protection of Privacy Act*.

All information, documentation or deliberations received, reviewed, or taken in a closed meeting are confidential.

Members shall not disclose or release by any means to any member of the public, either in verbal or written form, any confidential information acquired by virtue of their office, except when required by law to do so.

Members shall not permit any persons, other than those who are entitled thereto, to have access to information which is confidential.

In the instance where a Member vacates their position on the General Membership they will continue to be bound by MFIPPA requirements.

Particular care should be exercised in protecting information such as the following:

- i. Human Resources matters;
- ii. Information about suppliers provided for evaluation that might be useful to other suppliers;
- iii. Matters relating to the legal affairs of the Authority;
- iv. Information provided in confidence from an Aboriginal community, or a record that if released could reasonably be expected to prejudice the conduct of relations between an Aboriginal community and the Authority;
- v. Sources of complaints where the identity of the complainant is given in confidence;
- vi. Items under negotiation;
- vii. Schedules of prices in tenders or requests for proposals;
- viii. Appraised or estimated values with respect to the Authority's proposed property acquisitions or dispositions;
- ix. Information deemed to be "personal information" under MFIPPA.

The list above is provided for example and is not exhaustive.

5. Use of Authority Property

No Member shall use for personal purposes any Authority property, equipment, supplies, or services of consequence other than for purposes connected with the discharge of Authority duties or associated community activities of which the Authority has been advised.

6. Work of a Political Nature

No Member shall use Authority facilities, services or property for his/her election or re-election campaign to any position or office within the Authority or otherwise.

7. Conduct at Authority Meetings

During meetings of the Authority, Members shall conduct themselves with decorum. Respect for delegations and for fellow Members requires that all Members show courtesy and not distract from the business of the Authority during presentations and when others have the floor.

8. Influence on Staff

Members shall be respectful of the fact that staff work for the Authority as a whole and are charged with making recommendations that reflect their professional expertise and corporate perspective, without undue influence.

9. Business Relations

No Member shall borrow money from any person who regularly does business with the Authority unless such person is an institution or company whose shares are publicly traded and who is regularly in the business of lending money.

No Member shall act as a paid agent before the Authority, the Executive Committee or an Advisory Board or committee of the Authority, except in compliance with the terms of the *Municipal Conflict of Interest Act*.

10. Encouragement of Respect for the Authority and its Regulations

Members shall represent the Authority in a respectful way and encourage public respect for the Authority and its Regulations.

11. Harassment

It is the policy of the Authority that all persons be treated fairly in the workplace in an environment free of discrimination and of personal and sexual harassment. Harassment of another Member, staff or any member of the public is misconduct. Members shall follow the Authority's Workplace Violence and Harassment Policy as approved from time-to-time.

Examples of harassment that will not be tolerated include: verbal or physical abuse, threats, derogatory remarks, jokes, innuendo or taunts related to an individual's race, religious beliefs, colour, gender, physical or mental disabilities, age, ancestry, place of origin, marital status, source of income, family status or sexual orientation. The Authority will also not tolerate the display of pornographic, racist or offensive signs or images; practical jokes that result in awkwardness or embarrassment; unwelcome invitations or requests, whether indirect or explicit and any other prohibited grounds under the provisions of the *Ontario Human Rights Code*.

12. Breach of Member Code of Conduct

Should a Member breach the Code of Conduct, they shall advise the Chair in writing, with a copy to the Secretary-Treasurer, as soon as possible after the breach.

Should a Member allege that another Member has breached the Code of Conduct, the said breach shall be communicated to the Chair in writing, with a copy to the Secretary-Treasurer. In the absence of the Chair, or if a Member alleges that the Chair has breached the Code of Conduct, the said breach shall be communicated to the Vice-Chair in writing, with a copy to the Secretary-Treasurer.

Should a member of the public or a municipality allege that a Member has breached the Code of Conduct, the party making the allegation will be directed to follow the notification procedure outlined above.

Any breach, or alleged breach, of the Code of Conduct shall be investigated in accordance with the Enforcement of By-laws and Policies procedure outlined or referred to in the Authority's Administrative By-law.

Appendix 2 – Member Conflict of Interest Policy

1. *Municipal Conflict of Interest Act*

The Authority Members commit themselves and the Authority to ethical, businesslike, and lawful conduct when acting as the General Membership. The Authority is bound by the *Municipal Conflict of Interest Act*. This appendix to the by-law is intended to assist Members in understanding their obligations. Members are required to review the *Municipal Conflict of Interest Act* on a regular basis.

2. *Disclosure of Pecuniary Interest*

Where a Member, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a meeting of the Authority, Executive Committee, Advisory Board or committee at which the matter is the subject of consideration, the Member:

- a) Shall, prior to any consideration of the matter at the meeting, disclose the pecuniary interest and the general nature thereof;
- b) Shall not take part in the discussion of, or vote on any question in respect of the matter; and,
- c) Shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question.

3. *Chair's Conflict of Interest or Pecuniary Interest*

Where the Chair of a meeting discloses a conflict of interest with respect to a matter under consideration at a meeting, another Member shall be appointed to chair that portion of the meeting by Resolution.

4. *Closed Meetings*

Where a meeting is not open to the public, a Member who has declared a conflict of interest shall leave the meeting for the part of the meeting during which the matter is under consideration.

5. *Member Absent*

Where the interest of a Member has not been disclosed by reason of their absence from the particular meeting, the Member shall disclose their interest and otherwise comply at the first meeting of the Authority, Executive Committee, Advisory Board or Committee, as the case may be, attended by them after the particular meeting.

6. *Disclosure Recorded in Minutes*

The recording secretary shall record in reasonable detail the particulars of any disclosure of conflict of interest or pecuniary interest made by Members and whether the Member withdrew from the discussion of the matter. Such record shall appear in the minutes/notes of that particular meeting of the General Membership, Executive Committee, Advisory Board or committee, as the case may be.

7. *Breach of Member Conflict of Interest Policy*

Should a Member breach the Conflict of Interest Policy, they shall advise the Chair in writing, with a copy to the Secretary-Treasurer, as soon as possible after the breach.

Should a Member allege that another Member has breached the Conflict of Interest Policy, the said breach shall be communicated to the Chair in writing, with a copy to the Secretary-Treasurer.

In the absence of the Chair, or if a Member alleges that the Chair has breached the Conflict of Interest Policy, the said breach shall be communicated to the Vice-Chair in writing, with a copy to the Secretary-Treasurer.

Should a member of the public or a municipality allege that a Member has breached the Conflict of Interest Policy, the party making the allegation will be directed to follow the notification procedure outlined above.

Any breach, or alleged breach, of the Conflict of Interest Policy shall be investigated in accordance with the Enforcement of By-laws and Policies procedure outlined or referred to in the Authority's Administrative By-law.

Appendix 3 – Procedure for Election of Officers

1. Voting

Voting shall be by secret ballot and no Members may vote by proxy.

2. Acting Chair

The General Membership shall appoint a person, who is not a voting Member, as Acting Chair or Returning Officer, for the purpose of Election of Officers.

3. Scrutineer(s)

The appointment of one or more scrutineers is required for the purpose of counting ballots, should an election be required. All ballots shall be destroyed by the scrutineers afterwards. The Acting Chair shall call a motion for the appointment of one or more persons, who are not Members of the Authority, to act as scrutineers.

4. Election Procedures

The Acting Chair shall advise the Members that the election will be conducted in accordance with the Act as follows:

- a) The elections shall be conducted in the following order:
 - i. Election of the Chair, who shall be a Member of the Authority
 - ii. Election of the Vice-chair, who shall be a Member of the Authority.
- b) The Acting Chair shall ask for nominations to each position;
- c) Only current Members of the Authority who are present may vote;
- d) Nominations shall be called three (3) times and will only require a mover;
- e) The closing of nominations shall require both a mover and a seconder;
- f) Each Member nominated shall be asked to accept the nomination. The Member must be present to accept the nomination unless the Member has advised the Secretary-Treasurer in writing or by email in advance of the election of their willingness to accept the nomination.

If one Nominee:

- g) If only one nominee, the individual shall be declared into the position by acclamation.

If More than One Nominee:

- h) In the event of an election, each nominee shall be permitted not more than three (3) minutes to speak for the office, in the order of the alphabetical listing by surnames.
- i) Upon the acceptance by nominees to stand for election to the position of office, ballots shall be distributed to the Members by the scrutineers for the purpose of election and the Acting Chair shall ask the Members to write the name of one individual only on the ballot.
- j) The scrutineers shall collect the ballots, leave the meeting to count the ballots, return and advise the Acting Chair who was elected with more than 50% of the vote.

A majority vote shall be required for election. If there are more than two nominees, and upon the first vote no nominee receives the majority required for election, the name of the person with the least number of votes shall be removed from further consideration for the office and new ballots shall be distributed. In the case of a vote where no nominee receives the majority required for election and where two or more nominees are tied with the least number of votes, a special vote shall be taken to decide which one of such tied nominees' names shall be dropped from the list of names to be voted on in the next vote.

Should there be a tie vote between two remaining candidates, new ballots shall be distributed and a second vote held. Should there still be a tie after the second ballot a third vote shall be held. Should there be a tie after the third vote, the election of the office shall be decided by lot drawn by the Acting Chair or designate.

Appendix 4-A – Terms of Reference for Executive Committee

1. Purpose

The Authority shall maintain a standing Executive Committee to hold hearings under Section 28 of the Act. The Executive Committee shall evaluate the information presented at a hearing by both Conservation Authority staff and the applicant and decide whether the application will be approved with or without conditions or refused, or if a permit will be cancelled. Applicants can appeal decisions of the Executive Committee to the Minister.

2. Membership

The Executive Committee shall consist of the Chair, Vice-Chair and three other Members, such that the Committee is comprised of at least one Member from the City of Ottawa. The Chair and Vice-Chair of the Authority shall be the Chair and Vice-Chair of the Executive Committee in accordance with Section 19(2) of the Act.

Appointment of Members to the Executive Committee shall be made by the Chair, subject to approval by the General Membership.

The Authority shall appoint an Executive Committee at the Annual meeting of the General Membership each year.

3. Meeting Procedures

Resolutions and policies governing the operation of the Authority shall be observed in all Executive Committee meetings.

The Executive Committee shall hold hearings in accordance with the Authority's Rules of Procedure for hearings as approved by the General Membership from time-to-time as well as other applicable laws including the *Statutory Powers Procedure Act* under which the Executive Committee is considered an Administrative Tribunal.

4. Frequency of Meetings

Meetings shall generally be held the second Thursday of the month as required.

Appendix 4-B – Terms of Reference for Audit Committee

1. Purpose

The Authority shall maintain a standing Audit Committee to ensure adequate financial systems, internal controls and reporting are in place for financial soundness of the Authority, to meet annually with the auditors before the General Membership receives and approves the Financial Statements and Report of the Auditor for the preceding year, and to address other specific financial matters as required.

The Audit Committee shall report to the General Membership, presenting any recommendations made by the Committee.

2. Membership

The Audit Committee shall consist of the Chair, Vice-Chair and three other Members, such that the Committee is comprised of at least one Member from the City of Ottawa. The Chair and Vice-Chair of the Authority shall be the Chair and Vice-Chair of the Audit Committee.

Appointment of Members to the Audit Committee shall be made by the Chair, subject to approval by the General Membership.

The Authority shall appoint an Audit Committee at the Annual meeting of the General Membership each year.

3. Meeting Procedures

Resolutions and policies governing the operation of the Authority shall be observed in all Audit Committee meetings.

4. Frequency of Meetings

Meetings shall be held at the call of the Chair. The Committee shall normally meet in February or March with the Auditors to review draft Financial Statements and Report of the Auditor, and thereafter as required.