

BY-LAW NO. 6

A by-law relating generally to the constitution of The Niagara Parks Commission (Commission) and the administration of its affairs, BE IT ENACTED as a by-law of The Niagara Parks Commission as follows:

HEAD OFFICE

1. The Head Office of The Niagara Parks Commission shall be in the City of Niagara Falls at Oak Hall, 7400 Portage Road in the Province of Ontario, and at such place therein as the Commissioners may from time to time determine.

SEAL

2. The seal, an impression whereof, is stamped in the margin hereof, shall be the corporate seal of the Commission.

GOVERNANCE

3. The affairs of the Commission shall be managed by the members of the Commission consisting of not fewer than ten and not more than twelve members appointed by the Lieutenant Governor in Council, of whom, not fewer than six and not more than eight members shall be appointed for their terms prescribed in section 3.1; one member shall be a member of the Council of the Regional Municipality of Niagara; one member shall be a member of the Council of the Town of Fort Erie; one member shall be a member of the Council of the City of Niagara Falls and one member shall be a member of the Council of the Town of Niagara-on-the-Lake and shall be appointed annually upon the recommendation of their Councils.
31. For persons appointed, as noted in Section 3 above, the term shall be determined by the Province and detailed in the Order-in-Council issued by the Lieutenant Governor in Council.
32. Where a vacancy occurs in any appointment for any reason it may be filled for a term to be determined by the Lieutenant Governor in Council.

CHAIR AND VICE CHAIR

4. The Lieutenant Governor in Council may designate one of the members of the Commission as Chair and one as Vice Chair. The Chair shall preside at all meetings of the Commission and shall perform all duties incidental to his/her office. In the case of the absence, illness or incapacity of the Chair, the Vice Chair shall act as and have all the powers of the Chair. Should neither the Chair nor Vice Chair be available to preside at a duly called meeting of the Commission due to absence, illness, or incapacity, the other attending Commissioners, with quorum present, may designate a Commissioner from among those in attendance to chair that meeting only.

MEETINGS, NOTICE OF MEETINGS, AND QUORUM, THE COMMISSION

5. A majority of the Commissioners shall form a quorum for the transaction of business provided that in no case can any meeting of the Commission be held unless there are six Commissioners present. If a quorum is still not present within 30 minutes of the scheduled start of meeting, then the recording secretary must record the names of the members present and the Commission must stand adjourned until the next meeting. If a quorum should be lost during a meeting and is not regained, the meeting must stand adjourned until the quorum is restored or until the next meeting.

Where the number of Commissioners who, by reason of the conflict of interest provisions of the *Public Service of Ontario Act* and its *Regulations*, are unable to participate in a meeting of the Commission, and at that meeting the remaining Commissioners are not of sufficient number to constitute a quorum, then the remaining number of Commissioners shall be deemed to constitute a quorum provided such number is not less than three (3).

In the case of Standing Committees, three (3) members of the Committee shall constitute a quorum. A quorum is lost if less than three (3) members are able to participate in a meeting of the Standing Committee by reason of the conflict of interest provisions of the *Public Services of Ontario Act* and its *Regulations*.

- 51 The Commissioners shall hold their meetings at such place or places as the Chair shall from time to time determine. Regular and special meetings of the Commission shall be called by the Chair, or in his/her absence or incapacity, by the Vice Chair. The Chair may appoint a day or days in any month or months for regular and special meetings of the Commission at an hour to be named.

Meetings of the Standing Committees established by the Commission shall be called by the Chair of the Standing Committee and coordinated through the Chair's Office.

Notice of any meetings shall be delivered, telephoned, faxed, e-mailed or sent by any other form of transmitted or recorded message to each Commissioner not less than two days before the meeting is to take place.

The publication of the approved schedule of meetings on The Niagara Parks Commission's website shall be deemed to be sufficient public notice of meetings.

- 52 Where all the Commissioners consent thereto either in writing, by fax, e-mail, or by any other form of transmitted or recorded message, any Commissioner may participate in a meeting of the Commission by means of a conference telephone or other communications equipment, by means of which all persons participating in a meeting can hear each other and a Commissioner participating in a meeting

pursuant to this by-law shall be deemed to be present in person at that meeting. Any consent given hereunder shall be effective whether given before or after the meeting to which it relates.

- 53 Commission meetings shall be open to the public for all matters except for those matters determined by the Commission in the exercise of its discretion to be held in camera. The Commission shall be guided in the exercise of this discretion by the following criteria:
- a) the security of property under the Commission's control;
 - b) personal matters about identifiable individuals including Commissioners and employees;
 - c) a proposed or pending issuance of a licence or a proposed or pending acquisition or disposition of an interest in land by the Commission;
 - d) labour relations or employee negotiations;
 - e) litigation or potential litigation including matters before administrative tribunals affecting the Commission;
 - f) advice which is subject to Solicitor/Client privilege including communications necessary for that purpose;
 - g) matters in respect of which the Commission may hold an in camera meeting as required by any provincial or federal act, directive or protocol;
 - h) matters which may be exempted from disclosure pursuant to the provisions of the *Freedom of Information and Protection of Privacy Act* (Ontario);
 - i) such other matters as deemed by the Commission to be in the Commission's interest or for which the release of information could potentially cause damage to the Commission;
 - j) such matters with a third party which are protected by agreement.
- 54 All deliberations while in camera shall remain confidential unless otherwise agreed upon by the Commission in camera by resolution for report at an open session of the Commission.
- 55 The Chair may at his/her sole discretion authorize delegations that wish to make presentations to the Commission or its Committees.

ERRORS IN NOTICE, THE COMMISSION

6. No error or omission in giving notice for a meeting of the Commissioners shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Commissioner may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, THE COMMISSION

7. Questions arising at any meeting of the Commission shall be decided by a majority of votes. The Chair is a member of the Commission and is entitled to vote but may decide to abstain from voting. In the event of a tie vote, if the Chair chooses not to exercise his/her vote and abstains from voting the matter is tabled and said matter can be brought forward at the discretion of the Chair.

A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes of the Commission meeting shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. A motion shall be recorded as carried or defeated. The tally of the vote shall not be recorded, and how a Commissioner voted shall not be recorded unless that Commissioner requests that his/her vote be noted on the record.

MOTIONS, THE COMMISSION

8. A motion must have a mover and seconder.
- 81 A motion to refer a matter or question for further information or to postpone a matter for further consideration at a future Commission meeting is not debatable and, until decided, shall preclude all amendments to the main question.
- 82 A motion to amend must be relevant to the main motion, and not be in direct opposition to the main motion and be decided before another motion to amend is made.
- 83 Notice of Motion
- 8.3.1 Prior to the Commission entertaining a motion involving new business at a meeting of the Commission, a member wishing to do so shall be required to give notice of their intent to present the motion at the next or a subsequent meeting of the Commission.
- 8.3.2 The motion shall be included as an item of New Business on the agenda for the meeting specified in the notice.
- 8.3.3 Notwithstanding the above, a motion may be introduced without notice, if the Commission, without debate, dispenses with the requirement for notice on the affirmative vote of two-thirds of the members present.
- 8.4 The Commission may reconsider a motion decided at a previous meeting within one year of the approval of said motion if:
- advanced written notice, including the reasons for the reconsideration thereof, was distributed with or prior to the notice of meeting at which this motion to reconsider is to be heard; and

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- b) the motion to reconsider is passed by the concurring votes of a least two- thirds of the members of the Commission present.

A discussion to reconsider the motion shall be permitted but there shall be no discussion of the previously decided motion prior to the passage of the motion to reconsider. The previously decided motion can then be considered as if it had not been decided.

The Commission may at any time reconsider a Commission decision related to order, or procedure.

- 85 The motions of the Commission shall remain in effect unless the motion is reconsidered by the Commission in accordance with section 8.3 or superseded at a later date by a motion approved by a subsequent Commission.

COMMITTEES, THE COMMISSION

9. The Commission, from time to time, may appoint committees to assist it in doing its work. The Chair by reason of his/her office is a member of each committee. Committees are not final decision-making bodies. Any recommendation from a Committee shall be considered for approval at a regularly scheduled Commission meeting. All Committee meetings shall be held in camera including any delegations that wish to make presentations as authorized by the Chair.

CONFLICT OF INTEREST, THE COMMISSION

10. All members of the Commission are bound by By-law No. 5, Fiduciary Responsibility and Conflict of Interest.

PROCEDURAL RULES, COMMISSION MEETINGS

11. A matter not provided for in the procedural rules contained in this by-law, by By-law No. 5 and Robert's Rules of Order shall be decided by the Chair.

POWERS

12. The members of the Commission may administer the affairs of the corporation in all things and make or cause to be made for the Commission, in its name, any kind of contract which the Commission may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Commission is by its legislated mandate or otherwise authorized to exercise and do.

REMUNERATION OF COMMISSIONERS

13. The Commissioners, for their attendance at regular meetings of the Commission, shall be paid such remuneration as is fixed by the Lieutenant Governor in Council.

THE NIAGARA PARKS COMMISSION**OFFICERS OF THE COMMISSION**

14. The Chair and Vice Chair shall be officers of the Commission. The Commission may appoint such other officers as it may see fit.

DUTIES OF THE CHAIR

15. The Chair shall provide leadership to the Commission and execute his/her duties and responsibilities as set out in the Memorandum of Understanding for the Commission and as required by all applicable directives.

DUTIES OF OTHER OFFICERS

16. The duties of all other officers of the Commission shall be such as the terms of their engagement call for or the Commission requires of them.

EXECUTION OF DOCUMENTS

17. Deeds, licences, major contracts and engagements on behalf of the Commission shall be signed by the Chair and Chief Executive Officer or in the case of absence, illness or incapacity, the Vice Chair or the person designated in writing by the Chief Executive Officer respectively. Notwithstanding any provision to the contrary contained in the by-laws of the Commission, the Commission may at any time by resolution direct the manner in which, and the persons by whom, any particular instrument, contract or obligations of the Commission may or shall be executed.

BOOKS AND RECORDS

18. The Commission shall see that all necessary books and records of the Commission required by the by-laws of the Commission or by any applicable statute or law are regularly and properly kept.

FINANCIAL YEAR

19. The fiscal year of the Commission shall be April 1 to March 31.

BANKING

20. The banking of the Commission will be set out by resolution which will be dealt with from time to time by the Commission.

NOTICE

21. Whenever under the provisions of any by-laws or applicable statute or law of the Commission, notice is required to be given, such notice may be given either personally, faxed, e-mailed, by any other form of transmitted message or by depositing same in a post office or public letter-box in a pre-paid, sealed wrapper addressed to the Commissioner or officer at his/her or their address as the same appears on the books of the Commission. A notice or other document so sent by post shall be held to be sent at a time when the same was deposited in a post office or public letter-box as aforesaid, or when transmitted by facsimile transmission or e-mailed or transmitted by any other form of

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transmission. For the purpose of sending any notice the address of any Commissioner or officer shall be his/her last address as recorded on the books of the Commission.

BORROWING

22. With the approval of the Lieutenant Governor in Council, the Commission may borrow money to meet its indebtedness accruing due or for purchasing or otherwise acquiring real or personal property, or making improvements, or for any other purpose of the Commission, and may issue bonds, debentures, notes or other securities to provide for the repayment of any money so borrowed, and such securities may be payable at such times and in such manner and at such place or places in Canada or elsewhere, and may bear such interest as the Commission may consider proper.

The Lieutenant Governor in Council may authorize the Treasurer of Ontario for and on behalf of Ontario to guarantee the payment of any securities issued by the Commission for any of the purposes mentioned above.

SURPLUS MONEY

23. Any surplus money of the Commission, shall on the order of the Lieutenant Governor in Council, be paid to the Treasurer of Ontario and shall form part of the Consolidated Revenue Fund.

AUDIT

24. The books and records of the Commission shall be examined annually by the Auditor General or such other auditor as may be designated by the Lieutenant Governor in Council.

ANNUAL REPORT

25. The Commission shall after the close of each fiscal year of the Commission file with the Minister an annual report setting forth the revenue and expenditure of the year as shown by the audited statement and such other matters as may appear to be of public interest in relation to the Commission or as the Lieutenant Governor in Council may direct. The Minister shall submit the report to the Lieutenant Governor in Council and shall then lay the report before the Assembly, if it is in session, or if not, at the next ensuing session.

INTERPRETATION

26. In these by-laws and in all other by-laws of the Commission hereafter passed, any references to persons shall mean and include individuals, bodies corporate, cooperatives, companies, partnerships, syndicates, trusts, unincorporated organizations, entities and any number of aggregate of persons.

Passed by The Niagara Parks Commission and sealed with the corporate seal this 8th day of October 2020, to take effect as of the 8th of October 2020.

By-law No.1 Administration of Affairs, as amended, is hereby repealed.

Original Signed

Sandie Bellows
Chair

AmendmentsFinancial Year (approved by the Commission January 23, 2015)

19. The fiscal year of the Commission shall be April 1 to March 31.

Title Update (approved by the Commission August 8, 2019)

Updated to replace the title General Manager with Chief Executive Officer referenced throughout the document.

Section 4 – Chair and Vice Chair (approved by the Commission October 10, 2019)

Should neither the Chair nor Vice Chair be available to preside at a duly called meeting of the Commission due to absence, illness, or incapacity, the other attending Commissioners, with quorum present, may designate a Commissioner from among those in attendance to chair that meeting only.

Section 8.3 Notice of Motion (approved by the Commission August 13, 2020)

- 8.3.1 Prior to the Commission entertaining a motion involving new business at a meeting of the Commission, a member wishing to do so shall be required to give notice of their intent to present the motion at the next or a subsequent meeting of the Commission.
- 8.3.2 The motion shall be included as an item of New Business on the agenda for the meeting specified in the notice.
- 8.3.3 Notwithstanding the above, a motion may be introduced without notice, if the Commission, without debate, dispenses with the requirement for notice on the affirmative vote of two-thirds of the members present.