

**THE CORPORATION OF
THE TOWNSHIP OF MATACHEWAN
BY-LAW NO. 2018-08**

**BEING A BY-LAW TO APPOINT A REGISTERED CODE AGENCY, CHIEF
BUILDING OFFICIAL AND BUILDING INSPECTORS FOR THE ENFORCEMENT
OF THE *BUILDING CODE ACT, 1992*.**

WHEREAS subsection 3(1) of the *Building Code Act, 1992*, SO 1992, c 23, provides that the Council of each municipality is responsible for the enforcement of the *Building Code Act, 1992*, in the municipality, except as where otherwise provided for in the *Act*;

AND WHEREAS subsection 3(2) of the *Building Code Act, 1992*, SO 1992, c 23, directs the Council of each municipality to appoint a Chief Building Official and such Inspectors as are necessary for the enforcement of the *Building Code Act, 1992*, in the areas in which the municipality has jurisdiction;

AND WHEREAS subsection 4.1(1) of the *Building Code Act, 1992*, S.O. 1992, c. 23, permits the Council of each municipality to enter into agreements with a registered code agency to perform the functions specified in the agreement in respect of the construction of any building or classed of buildings specified in the agreement.

AND WHEREAS the Corporation of the Township of Matachewan deems it necessary to enter into an agreement with Temiskaming Municipal Services Association dated for the provision of enforcement of the *Building Code Act, 1992*, SO 1992, c 23, chief building official services, and building inspector services.

**NOW THEREFORE THE COUNCIL OF THE CORPORATION OF THE TOWNSHIP OF
Matachewan ENACTS AS FOLLOWS:**

1. That the Head of Council and the Clerk-Treasurer be authorized to enter into an agreement with Temiskaming Municipal Services Association under the terms and conditions set out in said agreement.
2. That Temiskaming Municipal Services Association be appointed to perform the functions specified in said agreement.
3. That the following staff of Temiskaming Municipal Services Association be appointed as building officials for the Township of Matachewan:
4. That all by-laws and resolutions, or parts thereof, contrary hereto or inconsistent herewith, be and the same are hereby repealed.

**READ A FIRST, SECOND AND THIRD TIME IN OPEN COUNCIL AND FINALLY PASSED THIS 19TH DAY
OF APRIL, 2018.**



Cheryl Drummond
Mayor



Anne Kmyta
CAO-Clerk-Treasurer

ENACTED by the board of directors of the Corporation this ___ day of _____, 2018

Chair of the Board

Secretary

SCHEDULE "A"

Zone 1	Zone 2	Zone 3	Zone 4	Zone 5
• Town of Cobalt	• Township of Brethour	• Township of Hilliard	• Township of Evanturel	• Township of McGarry
• Township of James	• Township of Kerns	• Township of Harris	• Town of Englehart	• Township of Larder Lake
• Township of Coleman	• Township of Harley	• Village of Thornloe	• Municipality of Charlton and Dack	• Township of Gauthier
• Town of Latchford	• Township of Hudson	• Township of Armstrong	• Township of Chamberlain	• Township of Matachewan

Temiskaming Municipal Services Corporation

Incorporated December 20, 2017



Temiskaming Municipal Services Corporation

- History
 - Year 2005 creation of TMBA
 - For the hire of a CBO to meet legislative changes
 - Funded by
 - Cost apportioned 75% average building permits (3 yr) + 25% fixed share
 - Joint committee of management
 - 20 Municipalities within 5 zones

Temiskaming Municipal Building Association (est. 2005)

- Chief Building Official / Inspector hired
 - Training and education
- Administrative Lead Assigned
 - Internal Procedures developed
 - Human Resources
- Set of Fees for Building Services
 - Uniform for all municipalities
- Executive Committee work
 - Training and education for municipalities

TMBA 2005 to 2017

Administrative lead municipality changed

Change of CBO

Hiring of inspectors & other staff

Acquisition of assets

Addition of another member (21)

Improvements to procedures and resources

Continuous training and education and communication

Refund of Buy-in to members

Continuous support for shared service arrangement

Revenue Neutral operation since establishment

TMBA to Municipal Services Corporation

Growing Pains.....

- Governance challenges
- Need for specific policies
- Insurance Indemnity
- Improved Communications



Temiskaming Municipal Services Corporation

- Committee assigned to research and improve governance
 - Municipal Services Board
 - Single municipality acting as Service Provider
 - Registered Code Agency

RESULT of committee findings prompted the draft governance be sent to Solicitor for review.

- Recommended incorporation of a Municipal Services Corporation
 - The Municipal Services Corp is independent
 - Has its own liability policies of insurance to insulate the municipalities from the liabilities inherent in the provision of the services
 - Opportunity to add other services under the corporation such as By-law enforcement, etc. in the future

Temiskaming Municipal Services Corporation

BENEFITS



Benefits identified

- Modernization of the TMBA
- Insulate the municipalities from liability
- Cost effective in a single tier environment

Temiskaming Municipal Services Corporation

In the fall of 2017 the Municipalities passed by-laws for the direction of incorporation.

Mission – to provide building code enforcement and other services to its members more effectively than each of them could independently.

Temiskaming Municipal Services Corporation

- Incorporation filed and in effect December 20, 2017
- Review of next steps indicated for Transition:
 - Each Municipality would need to enter into an Agreement with the TMSA to perform the functions as set out in the Agreement.
 - Corporation must then:
 - Pass a by-law for the conduct of the affairs of the TMSA
 - Register as a Registered Code Agency
 - Obtain professional indemnity insurance for Corp.
 - Develop Human Resources and General Policies for the Corp.
 - Enrollment in OMERS plan as associated employer
 - Transition employees and assets to Corp.
 - Determine Financial Obligations to meet Not-For-Profit Status such as Investments, surplus funds, etc.

Temiskaming Municipal Services Corporation

What does this mean.....

- Day to day operations remain status quo
- All member municipalities must sign the Agreement:
 - To participate and recognize the services to be provided by the Corporation as detailed in the scope of work.
 - To identify the services the municipalities will provide such as allowing access to information, access to property, etc.

Note: the Directors and Officers as assigned, are accountable and have the power to manage the affairs of the Corporation.

Temiskaming Municipal Services Corporation

Election of Directors to the TMSA to coincide with upcoming municipal election

Director Qualifications

Each director shall be an individual who is at least eighteen (18) years of age, has not been found by a court in Canada or elsewhere to be mentally incompetent, does not have the status of bankrupt, in full agreement with the governing documents of the Corporation, and is ***an administrative employee or municipal councilor of a member.***

Director Election and Term

Subject to the articles, directors shall be elected by the members by ordinary resolution at each annual meeting of the members at which an election of directors is required. The directors' term of office shall be four (4) years calculated from the date of the meeting at which they are elected until the close of the annual meeting next following or until their successors are elected.

Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation.

Temiskaming Municipal Services Corporation

- One Class of Members

Zone 1 Jamie Allen	Zone 2 Michel Lachapelle	Zone 3 Alex Regele	Zone 4 Dan Thibeault	Zone 5 Anne Kmyta
<ul style="list-style-type: none"> • Town of Cobalt • Township of James • Township of Coleman • Town of Latchford 	<ul style="list-style-type: none"> • Township of Brethour • Township of Kerns • Township of Harley • Township of Hudson • Township of Casey 	<ul style="list-style-type: none"> • Township of Hilliard • Township of Harris • Village of Thornloe • Township of Armstrong 	<ul style="list-style-type: none"> • Township of Evanturel • Town of Englehart • Municipality of Charlton and Dack • Township of Chamberlain 	<ul style="list-style-type: none"> • Township of McGarry • Township of Larder Lake • Township of Gauthier • Township of Matachewan
<p>Head Office – Township of Armstrong Reynald Rivard</p>				

Temiskaming Municipal Services Corporation



Agreement & Appointment By-law to be considered and copies to be circulated for signatures no later than May 31, 2018.

Corporation will meet ASAP after May 31, 2018 to get organized

Transition date to coincide with term of council



Thank-you for the continued cooperation shown in our District.

The past service arrangement of the Temiskaming Municipal Building Association and the newly created Corporation are an exceptional example of collaboration by all stakeholders and staff.

It should be recognized that this long standing arrangement has demonstrated excellence in the use of innovative approaches to improve alternative service delivery initiatives and partnerships.

A by-law relating generally to the conduct
of the affairs of

TEMISKAMING MUNICIPAL SERVICES CORPORATION

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Definition

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Mission

The mission of the Corporation is to provide building code enforcement and other services to its members more efficiently and cost effectively than each of them could independently.

4. First Directors

The persons set out in the articles shall be the first directors of the Corporation whose term of office shall continue until their successors are elected at the first meeting of the members. The board elected at the first meeting of the members following incorporation shall replace the first directors.

5. Director Qualifications

Each director shall be an individual who is at least eighteen (18) years of age, has not been found by a court in Canada or elsewhere to be mentally incompetent, does not have the status of bankrupt, in full agreement with the governing documents of the Corporation, and is an administrative employee or municipal councilor of a member.

6. Director Election and Term

- a. Subject to the articles, directors shall be elected by the members by ordinary resolution at each annual meeting of the members at which an election of directors is required. The directors' term of office shall be four (4) years calculated from the date of the meeting at which they are elected until the close of the annual meeting next following or until their successors are elected.
- b. If directors are not elected at an annual meeting of the members, the incumbent directors shall continue in office until their successors are elected.
- c. The board shall retire at the annual meeting at which the election of directors is to be made but subject to the provisions of the by-laws, shall be eligible for re-election. There is no maximum number of terms of office for a director and as such, a director will be eligible for re-election on a consecutive basis thereafter provided that such director continues to meet the qualification requirements to be a director.

7. Board Policies

The board may adopt, amend, or repeal such board policies that are not inconsistent with the by-laws of the Corporation relating to the management and operation of the Corporation as the board may deem appropriate. Any board policy adopted by the board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the board.

8. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the

person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

9. Financial Year

The financial year end of the Corporation shall be determined by the board of directors.

10. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

11. Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- iii. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

12. Annual Budget

The board of directors shall prepare an annual budget for the operations and capital of the Corporation before March 31 of the given year.

13. Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not

required to send the documents or a summary to a member who, in writing, declines to receive such documents.

14. Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. The members of the Corporation are the municipalities in the zones set out in Schedule "A" to this by-law. Additional members may be added upon application and acceptance in the Corporation by the resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

15. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

16. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

17. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

18. Membership Dues

Membership dues shall be payable annually based on the budget passed by the board of directors. The dues payable by each member shall be apportioned based on their respective number of issued building permits. Members shall be notified in writing of the membership dues payable by them and the date by which payment is due.

19. Member Insurance

Each member shall take out and maintain appropriate policies of insurance. Such insurance shall include public liability insurance in appropriate limits, but no less than \$2,000,000 per single occurrence, and \$10,000,000 in aggregate. The members shall remit Certificates of insurance within ten (10) days of policy renewal to the Corporation.

20. Termination of Membership

A membership is terminated (1) when the Corporation is liquidated or dissolved under the Act (2) by the member failing to pay their membership dues within one (1) month of date by which payment for them is due, or (3) by the member providing the Corporation with twelve (12) months' prior written notice.

21. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

22. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

23. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

24. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within any member's municipality as determined by the board or, if all of the members entitled to vote at such meeting so agree, another location.

25. Persons Entitled to be Present at Members' Meetings

Aside from meetings the directors, accountant, and legal counsel of the Corporation, the only persons entitled to be present at a meeting of members are members' designated representatives. Each member shall appoint, by by-law, which by-law shall be provided to the Corporation, an elected official or officer who shall act as the member's designated representative to attend and vote on the member's behalf at members' meetings. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

26. Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

27. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

28. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

29. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

30. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

31. Number of Directors

The board shall consist of seven (7) directors. There shall be one (1) director for each of the five (5) zones set out in Schedule "A" and two (2) directors at large.

32. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

33. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-

law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects 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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

34. Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such 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 meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

35. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

36. Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. The membership of any shall consist of one administrative employee from each of zones set out in Schedule "A" to this by-law.

37. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer must be a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

38. Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings

of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.

- b. Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c. President – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- d. Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- e. Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

39. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment)
or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

40. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

41. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

42. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

43. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

44. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the rules for expedited arbitration of ADR Chambers of Toronto, Ontario, as amended from time to time, The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

45. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

ENACTED by the board of directors of the Corporation this ___ day of _____, 2018

Chair of the Board

Secretary

SCHEDULE "A"

Zone 1	Zone 2	Zone 3	Zone 4	Zone 5
• Town of Cobalt	• Township of Brethour	• Township of Hilliard	• Township of Evanturel	• Township of McGarry
• Township of James	• Township of Kerns	• Township of Harris	• Town of Englehart	• Township of Larder Lake
• Township of Coleman	• Township of Harley	• Village of Thornloe	• Municipality of Charlton and Dack	• Township of Gauthier
• Town of Latchford	• Township of Hudson	• Township of Armstrong	• Township of Chamberlain	• Township of Matachewan

A by-law relating generally to the conduct
of the affairs of

TEMISKAMING MUNICIPAL SERVICES CORPORATION

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Definition

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Mission

The mission of the Corporation is to provide building code enforcement and other services to its members more efficiently and cost effectively than each of them could independently.

4. First Directors

The persons set out in the articles shall be the first directors of the Corporation whose term of office shall continue until their successors are elected at the first meeting of the members. The board elected at the first meeting of the members following incorporation shall replace the first directors.

5. Director Qualifications

Each director shall be an individual who is at least eighteen (18) years of age, has not been found by a court in Canada or elsewhere to be mentally incompetent, does not have the status of bankrupt, in full agreement with the governing documents of the Corporation, and is an administrative employee or municipal councilor of a member.

6. Director Election and Term

- a. Subject to the articles, directors shall be elected by the members by ordinary resolution at each annual meeting of the members at which an election of directors is required. The directors' term of office shall be four (4) years calculated from the date of the meeting at which they are elected until the close of the annual meeting next following or until their successors are elected.
- b. If directors are not elected at an annual meeting of the members, the incumbent directors shall continue in office until their successors are elected.
- c. The board shall retire at the annual meeting at which the election of directors is to be made but subject to the provisions of the by-laws, shall be eligible for re-election. There is no maximum number of terms of office for a director and as such, a director will be eligible for re-election on a consecutive basis thereafter provided that such director continues to meet the qualification requirements to be a director.

7. Board Policies

The board may adopt, amend, or repeal such board policies that are not inconsistent with the by-laws of the Corporation relating to the management and operation of the Corporation as the board may deem appropriate. Any board policy adopted by the board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the board.

8. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the

person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

9. Financial Year

The financial year end of the Corporation shall be determined by the board of directors.

10. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

11. Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- iii. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

12. Annual Budget

The board of directors shall prepare an annual budget for the operations and capital of the Corporation before March 31 of the given year.

13. Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not

required to send the documents or a summary to a member who, in writing, declines to receive such documents.

14. Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. The members of the Corporation are the municipalities in the zones set out in Schedule "A" to this by-law. Additional members may be added upon application and acceptance in the Corporation by the resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

15. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

16. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

17. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

18. Membership Dues

Membership dues shall be payable annually based on the budget passed by the board of directors. The dues payable by each member shall be apportioned based on their respective number of issued building permits. Members shall be notified in writing of the membership dues payable by them and the date by which payment is due.

19. Member Insurance

Each member shall take out and maintain appropriate policies of insurance. Such insurance shall include public liability insurance in appropriate limits, but no less than \$2,000,000 per single occurrence, and \$10,000,000 in aggregate. The members shall remit Certificates of insurance within ten (10) days of policy renewal to the Corporation.

20. Termination of Membership

A membership is terminated (1) when the Corporation is liquidated or dissolved under the Act (2) by the member failing to pay their membership dues within one (1) month of date by which payment for them is due, or (3) by the member providing the Corporation with twelve (12) months' prior written notice.

21. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

22. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

23. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

24. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within any member's municipality as determined by the board or, if all of the members entitled to vote at such meeting so agree, another location.

25. Persons Entitled to be Present at Members' Meetings

Aside from meetings the directors, accountant, and legal counsel of the Corporation, the only persons entitled to be present at a meeting of members are members' designated representatives. Each member shall appoint, by by-law, which by-law shall be provided to the Corporation, an elected official or officer who shall act as the member's designated representative to attend and vote on the member's behalf at members' meetings. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

26. Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

27. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

28. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

29. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

30. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

31. Number of Directors

The board shall consist of seven (7) directors. There shall be one (1) director for each of the five (5) zones set out in Schedule "A" and two (2) directors at large.

32. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

33. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-

law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects 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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

34. Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such 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 meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

35. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

36. Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. The membership of any shall consist of one administrative employee from each of zones set out in Schedule "A" to this by-law.

37. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer must be a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

38. Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings

of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.

- b. Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c. President – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- d. Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- e. Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

39. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

40. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

41. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

42. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

43. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

44. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the rules for expedited arbitration of ADR Chambers of Toronto, Ontario, as amended from time to time, The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

45. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.