

A BYLAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF
REGIONAL RECREATION CORPORATION OF WOOD BUFFALO
(the "Corporation")

BE IT ENACTED as a Bylaw of the Corporation as follows:

1. Definition

In this Bylaw and all other Bylaws of the Corporation, unless the context otherwise requires:

- (a) **"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.
- (b) **"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (c) **"Board"** means the Board of Directors of the Corporation.
- (d) **"Board Resolution"** means any vote taken or resolution passed in the normal conduct of a meeting of the Board.
- (e) **"Bylaw"** means this Bylaw and any other bylaw of the Corporation as amended and which are, from time to time, in force and effect.
- (f) **"Director"** means a member of the Board of Directors.
- (g) **"Meeting of Member"** includes an annual meeting of the Member or a special meeting of the Member.
- (h) **"Member"** means the Regional Municipality of Wood Buffalo.
- (i) **"Municipality"** means the Regional Municipality of Wood Buffalo.
- (j) **"Ordinary Resolution"** means a resolution passed by the Member.
- (k) **"Public Accountant"** means the public accountant for the Corporation as defined in the Act.
- (l) **"Secured Debt"** means any borrowing by the Corporation secured by a charge of any kind, legal or equitable, upon any asset of either the Corporation or the Municipality.
- (m) **"Special Resolution"** means a resolution passed in accordance with the Act.

- (n) “**Unsecured Debt**” means any borrowing by the Corporation in respect of there is no charge of any kind, legal or equitable, upon any asset of either the Corporation or the Municipality, to secure repayment of the debt.

2. Interpretation

- (a) In the interpretation of this Bylaw, 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.
- (b) Other than as specified above, words and expressions defined in the Act have the same meanings when used in this Bylaw.

3. Corporation’s Mandate

- (a) The purposes and mandate of the Corporation are to:
- (i) advance, promote and encourage recreational, cultural and social activities and events for the benefit of residents of the Municipality;
 - (ii) operate the recreational and cultural facilities existing as of November 1, 2016 at:
 - MacDonald Island Park;
 - Anzac Recreation Centre (indoor operations only); and
 - Fort Chipewyan Aquatics Centre (aquatics programming only),

and operate such additional recreational and cultural facilities, whether existing as of November 1, 2016 or constructed after November 1, 2016 as the Municipality may from time to time request the Corporation to operate.

- (b) The Corporation shall not amend, alter or fail to follow the foregoing mandate, without the prior approval of the Municipality, which approval may be withheld in the sole and absolute discretion of the Municipality.

4. Corporate Seal

- (a) The Corporation may have a corporate seal in the form approved from time to time by the Board.

5. Execution of Documents

- (a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its officers or Directors, or by any person or persons designated from time to time by Board Resolution as an authorized signatory. In addition, the Board may from time to time direct the manner in which a particular document or type of document shall be executed. Any person authorized to sign any documents may affix the corporate seal (if any) to the document. Any authorized signatory may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

6. Financial Year

- (a) The financial year end of the corporation shall be the same as that of the Municipality.

7. Banking Arrangements and Corporation's Cash Assets

- (a) 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 may designate, appoint or authorize from time to time by Board Resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and any other persons that the Board may by Board Resolution from time to time designate, direct or authorize.
- (b) All monies received on account of the Corporation's operations from time to time shall be immediately paid into the Corporation's bank, and all disbursements in respect of the Corporation's expenditures shall be paid by cheque on such bank. Notwithstanding the foregoing, alternate methods of paying for said disbursements, such as preauthorized debit, may be used in the discretion of the person or persons authorized by Board Resolution or this Bylaw to transact the banking business of the Corporation.
- (c) In the usual and regular course of business but subject to the approvals required by Section 8 hereof,
 - (i) any one of the Directors; along with either
 - (ii) the President and CEO or other officer that may be appointed from time to time; or
 - (iii) any other person or persons authorized from time to time by Board Resolution

are authorized to pledge the credit of the Corporation and are also authorized to make, sign, draw, accept, negotiate, endorse, execute and deliver all or any cheques, promissory notes, drafts, acceptances, bill of exchange, orders for the payment of money, and other instruments in the name of the Corporation.

8. Borrowing Powers

- (a) If authorized by both a Board Resolution and an Ordinary Resolution of the Member, the Directors of the Corporation may from time to time:
 - (i) borrow money on the credit of the Corporation as a Secured Debt;
 - (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.
- (b) If authorized by a Board Resolution, the Corporation may borrow money on the credit of the Corporation as an Unsecured Debt.
- (c) Any such Board Resolution 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 such Board Resolution.

9. Financial Statements

- (a) The Corporation shall keep the financial statements and shall provide a copy of the annual financial statements and other documents referred to in subsection 172(1) to the Member in accordance with section 172 of the Act.
- (b) Notwithstanding the foregoing, the Corporation shall submit to the Member:
 - (i) an annual report along with audited financial statements [within 90](#) days of the end of each fiscal period; and
 - (ii) the proposed annual budget for each calendar year, not later than September 1 of the preceding calendar year.

10. Membership Conditions

- (a) Subject to the Articles, there shall be one class of members in the Corporation, and the Municipality shall be the sole Member.
- (b) All rights, privileges and powers of the Member shall be exercised by the elected council of the Municipality unless specifically delegated by the council to the Municipality's Chief Administrative Officer or to another person.

- (c) The Member shall be entitled to receive notice of, attend and vote at all Meetings of Member.

11. Notice of Meeting of Member

- (a) The Corporation shall give notice of the time and place of a Meeting of Member during a period of 21 to 35 days before the day on which the Meeting of Member is to be held. Any Meeting of Member, whether special or annual, shall be called in accordance with the Act.
- (b) All notices for Meetings of Member shall be sent to the Municipality's Office of the Chief Administrative Officer and Office of the Mayor with copy to the Municipality's Chief Legislative Officer.

12. Annual Meeting of Member

- (a) The Board shall call an annual Meeting of Member in accordance with section 160 of the Act.
- (b) With respect to the substantive business at an annual Meeting of Member, the Municipality may:
 - (i) exercise the voting rights of the Member by way of majority vote of a quorum of elected councillors of the Municipality; or
 - (ii) exercise the voting rights of the Member through the Municipality's Chief Administrative Officer.
- (c) With respect to the process of calling and holding an annual Meeting of Member, if the Municipality has not chosen to proceed under clause (b)(ii) of this section 12, then the Corporation shall co-operate with the Municipality's administrative and legal support staff to ensure that the annual Meeting of Member also complies with the requirements of applicable municipal law for a valid meeting of the municipal council

13. Special Meeting of Member

- (a) The Board may call a special Meeting of the Member in accordance with section 160(3) of the Act.
- (b) The Board shall call a special Meeting of the Member as required by the Act or upon receipt of a request from the Municipality. If the Board does not call such special meeting within 21 days of receiving the request, the Municipality may call the meeting.

- (c) A special Meeting of Member shall be held as a special council meeting within the meaning of and in full compliance with applicable municipal law.
- (d) Subject to compliance with section 159 of the Act, special Meetings of the Member will be held in the Council Chamber of the Municipality or, if not available, within the geographical boundaries of the Municipality.

14. Appointment of the Public Accountant

- (a) The Public Accountant of the Corporation shall be appointed by Ordinary Resolution by the Member at the annual Meeting of Member.

15. Public Entitled to be Present at Meetings of Member

- (a) If the Municipality has not chosen to proceed under Section 12(b)(ii) of this Bylaw then the general public is entitled to attend at an annual Meeting of Member, subject to the statutory right of the Council to conduct all or a portion of the meeting *in camera*.
- (b) The general public is entitled to attend at a special Meeting of Member, subject to the statutory right of the Council to conduct all or a portion of the meeting *in camera*.

16. Chair of Meeting of Member

- (a) The chair of the Board, or the vice-chair of the Board in the absence of the chair, shall chair the annual Meeting of Member.
- (b) The Mayor of the Municipality, or in the Mayor's absence the Deputy Mayor or Acting Mayor of the Municipality, shall chair any special Meeting of Member.

17. Quorum at Meeting of Member

- (a) If the Municipality has not chosen to proceed under Clause 12(b)(ii) of this Bylaw then a quorum at any annual Meeting of Member shall be a quorum of the elected officials of the Municipality.
- (b) A quorum at any special Meeting of Member shall be a quorum of the elected officials of the Municipality.

18. Votes to Govern at Meeting of Member

- (a) At any Meeting of Member every question shall, unless otherwise provided by the Articles or Bylaws or by the Act, be determined by a majority of the votes cast on the questions.

19. Participation by Electronic Means at Meeting of Member

- (a) Members, Directors, the Public Accountant and such other persons who are entitled or required under any provision of the Act or Bylaws to attend a Meeting of Member, excepting any general members of the public, may participate in the meeting via electronic means using a telephone landline that has been tested for reliability and capability to block out background noise. Other forms of electronic communication technology may be used if determined by the Legislative Services Department of the Municipality to be reliable and capable of blocking out background noise. A person participating in a meeting by such means is deemed to be present at the meeting and if entitled to vote, may vote.
- (b) If a technical problem prevents or interrupts electronic participation in a Meeting of the Member, the person may rejoin the Meeting of Member if a vote has not already taken place on the item in respect of which the person's electronic participation was interrupted.

20. Termination of Membership

- (a) A membership in the Corporation is terminated when:
 - (i) the Member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation; or
 - (ii) the Corporation is liquidated or dissolved under the Act.

21. Number of Directors and Constitution of Board

- (a) The Board shall consist of between one and up to eleven Directors, none of which are employees of the Corporation or its affiliates.
- (b) One or two elected officials of the Municipality may be appointed as non-voting Directors, one of whom shall be from Ward 2, 3 or 4.

22. Appointment and Term of Office of Directors

- (a) The Member may choose to appoint the Directors at the same times and following the same process by which the Municipality appoints persons to council committees and other boards or tribunals, provided however that all such appointments must be ratified by vote of the Member at the next annual Meeting of Member. Between the time of appointment by the council of the Municipality, and the time of ratification of appointment at the next following annual Meeting of Member, newly appointed Directors are entitled to attend at meetings of the Directors and participate in discussion, but are not entitled to vote on any items of business at such meetings. Directors shall be appointed for a minimum term of two years to a maximum term to be set by the Municipality at the time of appointment and ratified at the annual Meeting of Member.
- (b) The Member shall fill any Director vacancy in accordance with section 132(5) of the Act. Directors appointed to fill a vacancy shall be appointed for a minimum of two years to a maximum term to be set by the Member at the time of the appointment.
- (c) The Member may revoke the appointment of a Director in accordance with section 130(1) of the Act at any time during the term of the Director.

23. Directors Voting and Quorum

- (a) Except as otherwise required by law or by this Bylaw, questions arising at any meeting of the Directors shall be decided by a majority of votes. Each Director shall have and exercise one vote only. A quorum of Directors shall be a majority of the Directors.

24. Indemnification of Directors and Officers

- (a) Except in respect of an action by or on behalf of the Corporation or body corporate to procure a judgement in its favor, the Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation or a person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a member, shareholder or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or officer of that Corporation or body corporate, if:
 - (i) he or she acted honestly and in good faith with a view to the best interests of the Corporation; and

- (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.
- (b) The Corporation may, with the approval of the Court, indemnify a person referred to in subparagraph (a) in respect of an action by or on behalf of the Corporation or body corporate to procure a judgement in its favour, to which he or she is made a party by reason of being or having been a Director or an officer of the Corporation or body corporate, against all costs, charges, and expenses reasonably incurred by him or her in connection with the action if he or she fulfills the conditions set out in subparagraphs (a)(i) and (ii) above.

25. Right of Indemnity not Exclusive

- (a) The provisions for indemnification contained in this Bylaw shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaws, agreement, vote of member(s) or disinterested Directors or otherwise both as to acting in an official capacity and as to acting in any other capacity while holding such office and shall continue as to a person who has ceased to be a Director or officer and shall enure to the benefit of the heirs and legal representatives of such person.

26. Board Responsibilities

- (a) Without limiting the general obligations at law that are imposed on the Board, as a collective and upon the individual Directors, the Board and each Director shall have the following responsibilities in the discharge of its duties:
 - (i) provide general governance for the Corporation;
 - (ii) review the Bylaw at least once every two years to ensure that the Bylaw is current and correct for the operations of the Corporation; and
 - (iii) suggest to the Municipality, revisions to the Bylaw as may be necessary or advisable from time to time.

27. Calling of Meetings of Board of Directors

- (a) Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two Directors at any time; provided that for the first organizational 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.

28. Notice of Meeting of Board of Directors

- (a) Notice of the time and place for holding a meeting of the Board shall be given in accordance with this Bylaw, to every Director of the Corporation not less than seven days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all 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 Bylaw otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that such notice shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

29. Regular Meetings of the Board of Directors

- (a) 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 Board Resolution 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) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

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

- (a) At all meetings of the Board, every question shall be decided by 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 not have a second or casting vote and the matter shall be considered defeated.

31. Committees of the Board of Directors

- (a) 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. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by Board Resolution.

32. Remuneration of the Board of Directors

- (a) Directors may only be remunerated or paid honoraria if approved by an Ordinary Resolution of the Member.

33. Appointment of Officers

- (a) The President and CEO shall be appointed by the Board in accordance with this Bylaw. For clarity, the President and CEO shall be an employee of the Corporation.
- (b) A Director may be appointed to any office of the Corporation. An officer may, but need not, be a Director. Two or more offices may be held by the same person.

34. Removal of Officers

- (a) No officer may be removed from his or her position except by the Board.

35. Description of Offices

- (a) Subject to any other restriction in this Bylaw as to the appointment of officers, the officers of the Corporation, if appointed, shall have the following duties and powers:
 - (i) Chair of the Board – The chair of the Board, if one is to be appointed, shall be a Director, but shall not be an elected official of the Municipality. The chair of the Board, if any, shall, when present, preside at all meetings of the Board and shall have such other duties and powers as the Board may specify.
 - (ii) Vice-Chair of the Board – The vice-chair of the Board, if one is to be appointed, shall be a Director, but shall not be an elected official of the Municipality. 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 and shall have such other duties and powers as the Board may specify.
 - (iii) President and CEO – If appointed, the President and CEO shall always be both the president and the chief executive officer, and shall be responsible for implementing the strategic plans and policies of the Corporation and shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
 - (iv) Secretary – If appointed, the secretary shall have such powers and duties as the Board may specify.
 - (v) Treasurer – If appointed, the treasurer shall have such powers and duties as the Board may specify.
- (b) The powers and duties listed above may, subject to the Act, be modified, added to, restricted or supplemented by the Board.

- (c) The powers and duties of all other officers of the Corporation, if appointed, shall be specified in their respective terms of engagement or required by the Board or President and CEO.

36. Vacancy in Office

- (a) 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:
 - (i) such officer's successor being appointed,
 - (ii) such officer's resignation,
 - (iii) such officer ceasing to be a Director (if a necessary qualification of appointment) or
 - (iv) such officer's death.
- (b) If the office of any officer of the Corporation shall be or become vacant, a person may be appointed by Board Resolution to fill such vacancy.

37. Method of Giving Any Notice

- (a) Any notice (which term includes any communication or document), other than notice of a Meeting of Member or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, this Bylaw or otherwise to the Member, a Director, an officer, a member of a committee of the Board or to the Public Accountant shall be sufficiently given:
 - (i) if delivered personally to the person to whom it is to be given, or if delivered or mailed to the most recent address of such person known to the Corporation or, in the case of notice to a Director, to the latest address shown in the most recent notice sent by the Corporation in accordance with section 128 or 134;
 - (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - (iii) if sent to such person by telephone, fax, email or other communication facility at the most recent telephone number, fax number, or email address of such person known to the Corporation; or
 - (iv) if provided in the form of an electronic document, in accordance with Part 17 of the Act.

- (b) 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, or any person authorized by the Corporation, may change or cause to change 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 or such authorized person to be reliable. The declaration by the secretary that notice has been given pursuant to this Bylaw 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 any document to be given by the Corporation may be written, stamped, type-written, or printed, or partly written, stamped type-written or printed.

38. Invalidity of any Provisions of this Bylaw

- (a) The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

39. Omissions and Errors

- (a) 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 this Bylaw 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.

40. Bylaws and Effective Date

- (a) The Board may not make, amend or repeal any bylaws that regulate the activities or affairs of the Corporation without having such bylaw, amendment or repeal confirmed by the Member. Such bylaw, amendment or repeal is only effective on the confirmation of the Member and in the form in which it was confirmed.
- (b) This section does not apply to this Bylaw for which any amendment requires a Special Resolution of the Member according to subsection 197(1) of the Act.