

PARKLAND REGIONAL WASTE MANAGEMENT AUTHORITY

CONSTITUTION

ARTICLE 1

TITLE

1.01 This Constitution may be cited as the Constitution of the Parkland Regional Waste Management Authority.

ARTICLE 11

Definitions

1.02 In this Constitution:

(a) "Agreement" means the multi-member agreement which establishes the Authority, and of which the Constitution is a part;

(b) "Authority" means the Parkland Regional Waste Management Authority;

(c) "Board" means the group of individuals that is selected from among the elected municipal representatives to manage the day-to-day business of the Authority;

(d) "Chairperson" means a member of the Board, elected to office at a meeting of the Board, and who is to preside over meetings of both the Board and the Authority;

(e) "Council" means the Council of a Municipality or First Nation;
"First Nation" means a First Nation defined under the Indian Act, 1985, ~1.- 5

(g) "Interim Authority Board" means the body whose responsibility it is to manage the establishment of the Authority, and which is made up of representatives from several of the municipalities and First Nations that intend to become the founding members of the Authority;

(h) "Liquid domestic sewage" means any remains or by-products which contain

animal, mineral or vegetable matter in solution or suspension;

(i) "Minister" means the Minister responsible for Municipalities under The Municipalities Act.

(j) "Municipality" means a rural or urban municipality as defined under The Municipalities Act.

(k) "Representative: means the elected official appointed to represent the municipality on the Authority after the Authority is established;

(l) "Waste" means the remains, by-products and discarded materials typically resulting from residential, commercial, institutional, industrial, agricultural and construction activities but does not include liquid domestic sewage.

2.01 In this Constitution and all bylaws adopted by the members, unless the context requires otherwise, words importing the singular number shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neutral genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of persons.

2.02 The headings used in this Constitution are inserted for reference purposes only and are not to be considered in construing the terms and provisions hereof or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

ARTICLE 111

OBJECTIVES OF THE AUTHORITY

3.0 1 To plan, implement and operate an integrated waste management system serving the Authority's members with an environmentally appropriate waste management service at a reasonable cost.

3.02 To minimize the amount of waste requiring disposal through the application of the 4Rs in the following order: reduction (at source), reuse, recycling and recovery.

3.03 To dispose of residual waste in a manner that will protect public health and safety, and the environment.

3.04 To plan, develop and implement an educational program that will foster the creation of environmental committees in local communities to encourage waste minimization and proper waste disposal.

3.05 To cooperate with the business community exploring business and job creation within the region through waste minimization and waste disposal in a manner which is environmentally friendly.

ARTICLE IV

MEMBERSHIP IN THE AUTHORITY

4.01 When each of the following communities:

NAME	PHONE -FAX	EMAIL
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]

passes a Bylaw accepting the terms of the original *Multi-Municipality Solid Waste Management Agreement* establishing the Parkland Regional Waste Management

Authority, they each become a founding member of the Authority.

4.02 A Member of the Authority which is not a founding member may become a member of the Authority through the provisions of Article 6: Joining Membership.

4.03 Membership in the Authority is for an indefinite term and may only be withdrawn pursuant to the provisions of Article 8: Withdrawal/Expulsion from Membership.

4.04 Membership in the Authority is not transferable, assignable or saleable.

4.05 Amalgamation of non members with a member of the authority will be considered a new member and Article VI and Article VII will apply.

ARTICLE V

CLASSES AND VOTING PRIVILEGES OF MEMBERS OF THE AUTHORITY

5.01 There shall be one class of Members of the Authority.

5.02 Each Member is entitled to vote at all general and special meetings of members of the Authority.

ARTICLE VI

JOINING MEMBERSHIP

6.01 A Member of the Authority which was not a founding Member of the Authority pursuant to Article 4.01 may apply for membership in the Authority. The application must be in writing. The Board chairperson shall deal with the application according to the provisions of Article 14.

6.02 An application for membership must receive approval of at least 50% plus 1 of the Members of the Authority.

6.03 Following approval of the membership application, the applicant shall pass a bylaw as required by s.103 of The Municipalities Act.

, as the case may be, accepting in its entirety, the provisions of the Agreement establishing the Parkland Regional Waste Management Authority, and shall forward a certified true copy of that bylaw to the Authority.

6.04 Accommodation of the new member must be approved unanimously by the Members of the Authority and enacted according to the provisions of Article 31.01.

ARTICLE VII

FINANCIAL CONTRIBUTION BY NEW MEMBERS

7.01 A new Member joining the Authority shall pay a pro-rated funding assessment based on population (see Agreement: Articles.3.1 and 3.2) equal to the total assessment paid by the existing Authority members since the creation of the Authority.

7.02 A new Member joining the Authority shall pay an operational funding assessment based on the operations assessment for the year in which it joins but prorated to cover only the part of the year in which it was a member.

ARTICLE VIII

WITHDRAWAL/EXPULSION FROM MEMBERSHIP

8.01 A Member of the Authority may withdraw from the Authority by providing written notice of its intention to withdraw to the Authority and the other members of the Authority. Should a Member of the Authority decide to withdraw its withdrawal notice after it has given notice it may cancel the notice by a written retraction to the Authority and the other members of the authority.

8.02 The notice to withdraw must be received by the Authority and the other members of the authority at least one year prior to the date of withdrawal. The effective date of withdrawal may only be December 31 of a particular year.

8.03 A member of the authority that withdraws from the Authority loses its right, effective the date that written notice to withdraw is received by the Authority,

to participate in decisions regarding capital budgeting, over expenditure, borrowing, new members and expulsion of members. The withdrawing member of the authority retains its right to participate in decisions regarding operational budgeting, appointment of Board members and amendments to the Agreement or the Bylaws until the effective date of withdrawal.

8.04 The Authority may expel from membership a member of the authority that refuses to meet its financial obligation to the Authority. Written notice of the intention to expel may be served on the member of the authority after it has failed to meet its financial obligations to the Authority for a period of sixty (60) days. The written notice shall also be provided to all other members of the authority. The Authority may withdraw waste management services to the member of the authority effective the date of service of the notice to expel.

8.05 The notice to expel shall be effective sixty (60) days after it has been received by the member of the authority unless the member in that period of time, completely fulfils its financial obligation to the Authority. The notice shall be considered withdrawn on the date that the financial obligation is met.

8.06 A member of the authority that is under notice of expulsion loses all of its rights to participate in Authority decisions from the date it receives the notice to expel until the notice is withdrawn.

8.07 Reorganization of the communities in the Authority to accommodate a withdrawal or expulsion must be approved by the members of the authority and enacted according to the provisions of Article 31.01.

8.08 A member of the authority that has withdrawn, or been expelled, from the Authority and wishes to rejoin shall be treated as if it were a new applicant.

ARTICLE IX

FINANCIAL CONTRIBUTION BY WITHDRAWING/EXPELLED MEMBERS

9.01 A member of the authority withdrawing from the Authority is required to make all payments due under the agreement until the effective withdrawal date.

9.02 A member of the authority expelled from the Authority is required to pay its entire capital assessment due under the agreement for the year in which it was expelled.

9.03 Upon withdrawal, or expulsion, a member of the authority loses any right to recover any money, paid in accordance with the agreement, from the Authority or the other members of the authority, or to make any claim arising from payment of money made in accordance with the agreement to, or the use of that money by the Authority.

ARTICLE X

TERM OF APPOINTMENT FOR MEMBERS OF THE AUTHORITY

10.01 The Council of each member of the authority shall appoint a representative and an alternate representative to the Authority at the first Council meeting after the Authority is established, and thereafter at the first Council meeting in January of each appropriate year. A vacancy arising from any cause during the term of appointment shall be filled for the balance of the term at the first regular meeting of the Council after the vacancy occurs.

ARTICLE XI

GENERAL MEETING OF MEMBERS

11 .01 The general meeting of Authority members shall be held once each Calendar year.

11.02 At least thirty (30) days written notice of a general meeting of the Authority shall be given to each representative and each member of the authority.

ARTICLE XI1

SPECIAL MEETINGS OF MEMBERS

12.01 The Chairperson may call a special meeting of the Authority at any time and shall always do so upon the written request of at least 25% of the members.

12.02 Where the Chairperson calls a special meeting of the Authority he shall give at least one (1) day notice in writing, or by other means, to each representative and each member of the authority, and shall indicate the matters for discussion at the special meeting.

ARTICLE XIII

RULES OF GENERAL OR SPECIAL MEETINGS OF MEMBERS

13.01 No business shall be transacted at any general or special meeting of the Authority until a quorum is present.

13.02 A quorum shall be at least 50% plus 1 of the members of the authority.

ARTICLE XIV

POWERS AND DUTIES OF THE MEMBERS

14.01 Authority members may make decisions governing:

- the procedure and policy for Authority meetings.
- the operating and capital budget.
- borrowing.
- admitting new members of the authority
- expulsion of members of the authority
- amendments to the Authority Agreement and Bylaws

14.02 Decisions of the Authority may be made or amended at a general or special meeting of Members of the Authority. Decisions of the Authority will be binding where they are approved at a properly called meeting by at least 50% plus 1 of the members of the authority.

14.03 Where a member has submitted a proposal pursuant to Article 14.03. the Chairperson shall include the proposal on the agenda for the general Authority meeting unless:

- the proposal is primarily for the purpose of redressing a personal grievance or for the purpose of promoting general economic, political, racial, religious, social or similar causes.
- substantially the same proposal was considered, and defeated, by the Authority
- within the two (2) years preceding the general meeting. The Board may direct the Chairperson to include this type of item on the agenda if they feel that there is value in discussing again the proposal within the two (2) year period.

ARTICLE XV

COMPOSITION OF THE BOARD

15.01 That the Board will be made up of 9 elected members. One seat for the municipality that houses the landfill and one seat for the municipality that houses

the recycle plant. Both these seats are automatically nominated by their municipality. The remaining 7 seats shall be 3 rural, 3 urban and 1 at large member.

15.02 Calls for nominations to the board shall be done in January and open for 4 weeks and circulated to all authority members. The election for board members will be held during the AGM in April.

The term of the board members shall be for two years. The 1st year 2 urban and 2 rural seats will be elected and the 2nd year 1 urban, 1 rural and 1 at large

15:03 A member municipality that owes money to the authority is still a member but will not be allowed to vote until arrangements have been made to pay any arrears .

ARTICLE XVI

ACCOUNTING BY THE AUTHORITY

16.00 The Authority shall annually appoint an Auditor.

16.01 The Authority shall keep distinct and regular accounts of its receipts, payments, assets and liabilities.

16.02 The auditors of the Authority shall annually audit the accounts identified in Article 16.01 using generally accepted and appropriate audit procedures. The Audit shall be completed by March 31.

16.03 The audit shall be presented at the general meeting of the Authority.

ARTICLE XVII

ANNUAL REPORT

17.01 The Authority shall prepare an annual report by March 31 of each calendar year.

17.02 The report shall be presented to each Member of the Authority and the provincial agency responsible for environmental protection.

ARTICLE XVIII

PURPOSE OF THE BOARD

18.01 The purpose of the Board is to manage, control, operate and carry out the day to day business of the Authority and ensure the proper operation of the waste management system.

ARTICLE XIX

DUTIES AND POWERS OF THE BOARD

19.01 In the course of operating the waste management system the Board will be responsible for planning, implementing and operating programs and activities related to the management, minimization and disposal of waste within the Authority boundaries using powers which include, but are not restricted to:

- establishing policies, regulations and rules relating to waste management
- the purchase and operation of a common landfill site(s) which will service all of the participating Members of the Authority.
- the reduction, reuse, recycling or recovery of waste.
- entering agreements to carry out any of the Authority's purposes.
- hiring employees, including management employees, and establishing the terms of employment for those employees, including their layoff or dismissal.
- Invoicing and collecting fees to users, other than the participating members of the authority, of the programs, activities or works established by the Authority.
- establishing committees to research and report to the board regarding any aspects of the Authority's mandate or any of the programs proposed or undertaken by the Authority.
- preparing a budget which will provide the resources to fulfil the Authority's

mandate.

- proposing borrowing funds as required to meet the established budget.
- acquiring, using and disposing of any necessary real or chattel property.
- annually setting the remuneration and expense amounts for Board officers, Board members, and representatives to the Authority.

ARTICLE XX

OFFICERS OF THE BOARD

20.01 The Board will annually elect or confirm these positions from among its members a Chairperson, Vice- Chairperson. The election will be by majority vote. An abstention from voting will be considered to be a negative vote.

20.02 The officers will be elected or confirmed at the budget meeting of each calendar year.

The officers elected in the previous calendar year will continue to carry out their responsibilities until the new officers are elected.

ARTICLE XXI

RESIGNATION BY THE CHAIRPERSON

21 .01 Where the Chairperson vacates the chair for any cause, the Vice-Chairperson shall act as Chairperson until the next Board meeting.

21.02 At the next Board meeting following the vacancy in the chair, the Vice-Chairperson shall indicate his interest in running for the office of Chairperson by putting his name forward together with any other member of the Board who wishes to be a candidate for the office.

21.03 If the Vice-Chairperson is elected as Chairperson he shall immediately assume that office and have the Board elect another Vice-Chairperson.

21.04 If the Vice-Chairperson is not interested in running for the office of Chairperson, or is not elected as Chairperson further to his candidacy, he will cease acting as Chairperson, and resume the office of Vice-Chairperson, except as otherwise provided in this Bylaws, upon the election of a new

Chairperson.

21.05 The Chairperson elected to fill a vacancy in the chair holds the office for the unexpired term of his predecessor.

ARTICLE XXII

RESIGNATION BY THE VICE-CHAIRPERSON

22.01 Where the Vice-Chairperson vacates his office for any cause, the Board shall elect a new Vice-Chairperson at the next Board meeting.

22.02 The Vice-Chairperson elected during a term of office holds the office for the unexpired term of his predecessor.

ARTICLE XXI I

MISCONDUCT BY AN OFFICER OR BOARD MEMBER

23.01 A Board officer or member shall:

- disclose that he or his agent, partner, spouse, parent or child has an interest in land, buildings or corporations that could make a financial profit (hereinafter referred to as a pecuniary interest) from a Board decision;
- not participate in a discussion at a Board meeting where he, his agent, partner, spouse, parent or child has a pecuniary interest in the Board's decision;
- excuse himself from the Board meeting so as not to be involved with or seen to be involved with making or influencing the Board's decision where he, his agent, partner, spouse, parent or child has a pecuniary interest in the decision;

- and exclude himself from the Board meeting until the Board has completed voting on the matter that may affect his or his agent's, partner's, spouse's, parent's or child's pecuniary interest.

23.02 A Board officer or member shall not misuse Authority funds or monies.

23.03 Where a Board officer or member has contravened Article 23.01 or Article

(a) the Board may make a resolution requesting the officer or member to resign from the Board , or

(b) the Chairperson, at his own initiative, may call a special Board meeting pursuant to Article 25.01 or shall be obliged to call a special Board meeting pursuant to Article 25.01 to have a resolution passed that the officer or member resign from the Board, resign as a representative to the Authority, or any combination of the two.

23.04 Where a resolution has been passed pursuant to Article 23.03(b) the Board officer or member shall be deemed to have resigned from the Board, to have resigned as a representative to the Authority, or any combination of the two

23.05 A Board officer or member shall not be absent from three successive Board meetings without sufficient cause.

23.06 Where a Board officer or member has contravened Article 23.05, the Board may make a resolution requesting the officer or member to resign from the Board.

ARTICLE XXV

SPECIAL MEETING OF THE BOARD

25.01 The Chairperson may call a special meeting of the Board at any time and shall always do so upon written request of at least 25% of the Board members.

25.02 Where the Chairperson calls a special meeting of the Board he shall give at least one (1) day's notice in writing, or by other means, to each Board

member and shall indicate the matters for discussion at this special meeting.

ARTICLE XXVI

RULES FOR GENERAL OR SPECIAL MEETINGS OF THE BOARD

26.01 No business shall be transacted at any general or special meeting of the Board until a quorum is present. A quorum shall be a majority of the Board members.

26.02 Decisions of the Board will be binding where a majority of the Board members present at a properly called meeting approve the decision. A majority shall be comprised of at least 50% plus one (1) of the members of the authority which represent the total population of the authority. An abstention from voting will be considered to be a negative vote.

26.03 Minutes shall be kept of each meeting and approved by the Board as to the accuracy and completeness at the subsequent meeting. A copy of the minutes of each meeting will be distributed to each Board member and to each Member of the Authority within fourteen (14) days after their approval.

26.04 The Chairperson, Vice-Chairperson have the right to vote at special and general Board meetings.

ARTICLE XXVII

ENTERING INTO AGREEMENTS

27.01 The Board may pass a resolution authorizing the Authority to enter into agreements with any individuals, public and private corporations, institutions, organizations, and governments, and otherwise, to provide or obtain services, goods, grants, real and chattel property to ensure that the Authority operates effectively.

ARTICLE XXVIII

BUDGET FOR THE AUTHORITY

28.01 The Board shall draft a budget to be presented to the Authority for approval at the Authority general meeting.

28.02 Upon approval of the budget the Board shall not incur an expenditure or debt in excess of the budget without the prior approval of the Authority.

ARTICLE XXIX

EMPLOYEES OF THE AUTHORITY

29.01 The Board shall appoint the employees of the Authority as it deems necessary.

ARTICLE XXX

COMMITTEES

30.01 The Board may create Advisory Committees and may assign duties to them.

30.02 Where an Advisory Committee is created by the Board:

- a Committee Chairperson shall be appointed from among the Board members by the Board Chairperson, subject to confirmation by the Board.
- other Committee members shall be appointed by the Board.
- the number of Committee members shall be determined by the Board.
- Committee participants may meet, adjourn, and otherwise regulate their meetings as they may determine.

ARTICLE XXXI

AMENDING PROCEDURE

31.01 Amendments to the constitution must be made in writing and approved by 50% plus one(1) of the membership of the Authority and in compliance with s.254(1) and (2) of The Rural Municipality Act, 1989 or s. 175(2)(a)and (h) of The Urban Municipality Act, 1984 or Indian Act, 1985 or the legislation governing the National and Provincial Parks respectively as the case may be.

ARTICLE XXXII

DISTRIBUTION OF PROPERTY

32.01 Upon liquidation and dissolution of the Authority, any remaining Authority property shall be transferred to the members of the Authority that were members of the Authority during the calendar year in which the Authority was liquidated and dissolved.

32.02 Members of the Authority, pursuant to Article 32.01, shall divide any remaining Authority property on a pro rata basis according to the equation shown in Article 9 of the Agreement to Organize.

PARKLAND REGIONAL WASTE MANAGEMENT AUTHORITY
MULTI-MUNICIPALITY SOLID WASTE MANAGEMENT AGREEMENT