



PROCEDURAL BY-LAWS

Revised February 18, 2014

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Regional Service Commission 12

Procedural By-Law Preamble:

Whereas Regional Service Commission 12 was established as a body corporate pursuant to the provisions of the *Regional Service Delivery Act*, Statutes of New Brunswick 2012, Chapter 37, and the Regulations thereunder;

And Whereas, pursuant to section 12.1 of the said Act, provision is made for the establishment of a Board of Directors to make bylaws not inconsistent with said Act or Regulations;

Now Therefore in pursuance of the powers contained in the said Act the Board of Directors of Regional Service Commission 12 hereby passes and enacts the following by-law:

1. Definitions/Interpretations

The following definitions apply in this By Law.

“Act” means the *Regional Service Delivery Act*, Statutes of New Brunswick 2012, Chapter 37.

“Board” means the board of directors of Regional Service Commission 12.

“Board member” shall be those members appointed pursuant to the Act and the by-laws of Regional Service Commission 12.

“Commission” means the body corporate established pursuant to the Act for Region 12.

“Executive Director” means a person appointed as an Executive Director under Section 13 of the Act.

“LSD” means a Local Service District as defined in the Municipalities Act and Section 2.1.

“Member,” with respect to the regional service commission, means a municipality, a rural community, or a local service district.

“Municipality” means a city, town, village or rural community.

“Minister” means the Minister of Environment and Local Government and includes any person designated by the Minister to act on the Minister’s behalf.

“Planning Director” means a person appointed as a planning director under subsection 24 of the Act.

“Region” means the geographic area described in Section 2.1 and Schedule A.

2. Organization:

2.1 Membership

The following local government units constitute the membership of the Commission:

- Woodstock.....Town
- Harland.....Town
- Florenceville-Bristol.....Town
- Centreville.....Village
- Bath.....Village
- Perth-Andover.....Village
- Aroostook.....Village
- Plaster Rock.....Village
- Canterbury.....Village
- Meductic.....Village

Local Service Districts (LSD) of: the parish of Aberdeen; the parish of Andover; Benton; the parish of Brighton; the parish of Canterbury; Coldstream; the Debec Consolidated School District; Glassville; the parish of Gordon; the parish of Kent; Lakeville; the parish of Lorne; the parish of Northampton; the parish of North Lake; the parish of Peel; the parish of Perth; the parish of Richmond; Riley Brook; the parish of Simonds; Somerville; Upper and Lower Northampton; Upper Kent; the parish of Wakefield; the parish of Wicklow; the parish of Wilmot; and the parish of Woodstock.

2.2 Description

For the purposes of this by-law the population data used for each member community is the data published by Statistics Canada for the 2011 Census or its revisions.

The Region is more particularly described in Schedule “A” attached to this by-law and outlined on the plan annexed thereto.

2.3 Board Composition

The Board of the Commission shall be made up of twenty members as follows:

- Ten representatives from the municipalities,
- Ten representatives from the local service districts.

The composition for the Board is determined by Regulation 2012-325, under the Act. Regulation 2012-325 specifies that the mayors of the municipalities and rural communities within the region shall serve on the Board. The regulation also specifies that a certain number of Local Service District Advisory Committee Chairpersons shall be elected at a public meeting

to serve on the Board. The number of Local Service District representatives is determined by formula in the Regulation.

The Minister shall provide the Commission with the names and contact information of those individuals who are elected to represent the Local Service Districts.

2.4 Board of Directors

The role of the Board of the Commission shall include the following:

- . Provide strategic direction as well as oversight for the Commission.
- . Make decisions on matters including, but not limited to: annual budget, hiring of the Executive Director, adopting by-laws and policies of the Commission, borrowing of money, setting of fees, service charges (including additions, terminations, adjustments);
- . Monitor the overall finances of the Commission;
- . Monitor the overall performance of the Commission;
- . Provide direction to the Executive Director;
- . Attend meetings of the Commission Board;
- . Participate in Committees as assigned and agreed to;
- . Review documents (various reports including annual reports, drafts, by-laws, minutes, etc., associated with the above noted matters, and financial statements);
- . Bring the municipal, rural community and LSD perspectives to the Commission;
- . Help formulate and determine the Commission's overall strategic direction;
- . Serve as liaison with respective communities: Mayors and LSD Representatives should keep their councils and advisory committees informed with respect to the activities of the Commission;
- . Participate in and provide direction regarding the regional planning process; and
- . Approve the regional plan.

2.5 Term of Office

The first two terms of office for the LSD representatives shall be two years and 1.5 years respectively. The first term of office for these representatives shall begin January 1, 2013 and end December 31, 2014. The second term for these representatives shall begin January 1, 2015 and end June 30, 2016. All subsequent terms of office shall be four years for LSD representatives, beginning July 1, 2016.

The first term of office for the municipal and rural community representatives shall be 3.5 years beginning January 1, 2013 and ending June 30, 2016. All subsequent terms of office shall be four years for municipal and rural community representatives, beginning July 1, 2016.

2.6 Executive Officers:

The Board shall elect one Board member to be the Chairperson and one Board member to be the Vice-Chairperson. The Board shall also elect one person to be Secretary and appoint a staff member of the Commission or other individual to be the recording Secretary to the Board.

2.6.1 Election of the first Executive Officers of the new Board, notwithstanding Sec. 5.9, shall occur on the first official meeting of the Commission and shall serve for a two-year term ending 31 December 2014. The subsequent elections shall be held on the last meeting in the expiring term, held in the calendar year 2014. This term of office shall end 30 June 2016.

The election of officers following the term expiring 30 June 2016 shall be for terms of two years and held during the last regular meeting in the expiring term.

Notwithstanding the stated terms of office, Officers shall hold office until a replacement is elected.

All elected positions shall be elected by secret ballot unless a position is filled by acclamation. Should a ballot result in a tie, the successful candidate shall be decided by a draw.

2.6.2 Chairperson of the Commission: The Chairperson shall, if present, preside at all meetings of the Commission. He/she shall sign all instruments, which require his/her signature and shall perform all duties incident to his/her office, and shall have such other powers and duties as may from time to time be assigned to him/her by resolution of the Commission.

2.6.3 Vice-Chairperson: During the Chairperson's absence or inability or refusal to act, the Chairperson's duties may be performed and his/her powers may be exercised by the Vice-Chairperson. A Vice-Chairperson shall also perform such duties and exercise such powers as may from time to time be prescribed by resolution of the Commission.

2.6.4 Delegation of duties of officers: In case of the absence or inability to act of the Chairperson or Vice-Chairperson, or for any other reason that the Commission may deem sufficient, The Commission may delegate the powers of such officer to any other Director of the Board for a specified time.

2.6.5 Vacancies: If an office of the Commission shall for any reason be or become vacant, the Commission may appoint another member of the Board to fill such vacancy.

2.6.6 Variation of duties: Notwithstanding the foregoing, from time to time the Commission may, by resolution, vary, add to or limit the powers of an office or of an officer occupying any office, except as prescribed by legislation or regulation.

3. Committees

Pursuant to Paragraph 12(1) of the Act, the Board has the power to make and approve by-laws with respect to the establishment and operation of committees of the Board and to determine their mandate. In pursuance of that mandate, the Board may establish the following committees:

3.1 Standing Committees

3.1.1 “Standing Committees” are committees of the Commission established for the purpose of considering matters of ongoing nature and they usually have a continuing responsibility in those areas. Membership on standing committees is normally reserved for members of the Board of Directors.

3.1.2 The Chairperson is an ex officio member of all Standing Committees and, as such, will be included in the membership to constitute a quorum of the Committee, and will have voting privileges on motions before Standing Committees. In the absence of the Board Chairperson from the Standing Committee meeting, the Vice-Chairperson shall be an ex officio Member.

3.1.3 Composition: Standing committees shall consist of a minimum of three board members appointed by the Board. The Board shall designate one of the committee members to be chairperson.

3.1.4 Term: The term of office for standing committee members shall be for one year and members are eligible for reappointment at the Board’s annual general meeting.

3.1.5 Quorum: A quorum is the majority of all members of the standing committee.

3.1.6 General Duties: Each Standing Committee shall serve in an advisory capacity to the Board of Directors and shall carry out the duties assigned to it by this by-law and shall carry out such other duties as may from time to time be referred to it by the Board.

3.2 Finance and Budget Committee:

3.2.1 The Board may appoint a standing committee called the Finance and Budget Committee.

3.2.2 Duties of the Finance and Budget Committee:

- (1) Receive, review, and co-ordinate the estimates of revenue and expenditures for the year for recommendation to the Board;

- (2) Consider all requests for expenditures in excess of those provided for in the annual budget and report to the Board with recommendations;
- (3) Study, provide advice, and recommend to the Board on all matters regarding capital funding;
- (4) Co-ordinate the development of short and long term financial planning for the Commission;
- (5) Monitor financial management services;
- (6) Ensure that the acquisition of property is carried out within the terms of policy directives issued by the Board; and
- (7) Act as the audit committee of the Board for the purpose of examining the Commission's financial statements and interacting with the Commission's external auditor.

3.3 Advisory Committees

The Board may also appoint advisory committees whose membership may include Board members, members of staff and members of the general public.

3.4 Ad Hoc Committees

Pursuant to the provisions of Subsection 12(1) of the Act the Board may, from time to time, appoint *ad hoc* committees to undertake specific tasks. When the Board appoints such a committee it shall define its terms of reference; its composition; its reporting relationship to the Board; and the duration of its existence.

4. Conflict of Interest

The provisions of Section 90 of the *Municipalities Act* with respect to the conflict of interest of elected officials and senior appointed officials of municipalities shall apply *mutatis mutandis* to members of the Board of Directors and senior appointed officials of the Commission.

5. Meetings

5.1 Place of Meetings

Meetings of the Commission Board of Directors and any Board committee meetings may be held at any place within the region.

5.2 Regular Meetings

The Board may, by resolution, fix a day or days for the holding of regular meetings. Subsequent to the making of such resolution, no extra notice to Board members shall be required for any such regular meetings.

5.3 Calling of Meetings

A meeting of the Board may be called at any time by the Chairperson of the Board, or in the absence of the Chairperson by the Vice-Chairperson, upon seven (7) days notice, electronically by email or by phone, to the Directors.

5.4 Waiver of Notice

The Board may waive a regular meeting or change the date for such meeting when, by resolution made at least four (4) weeks prior thereto, the Board deems it appropriate.

5.5 Chairperson of Meetings

In the absence of the Chairperson and Vice-Chairperson, the members present shall choose a person from their number to be Chairperson of the meeting.

5.6 Emergency/Special Meetings

5.6.1 The Chairperson or any 4 members of the Board, when deemed necessary, may call an emergency or special meeting of the Board in which time requirements would not apply. An emergency/special meeting applies where an issue arises which requires the input of the entire Board and is too serious or urgent to wait until the next regular meeting. Board members must be informed of the purpose of the emergency/special meeting so that they may attend in a position where they can discuss and exercise diligent judgment.

5.6.2 Only the subject matter set out in a Notice of Meeting is to be considered at the emergency/special meeting and the Commission is to make reasonable efforts to notify the public of the meeting.

5.6.3 In case the office of Chairperson, Vice-Chairperson becomes vacant, the Secretary may summon a emergency/special meeting of the Board for the purpose of selection of a new Chairperson, Vice-Chairperson or the declaration of such vacancy.

5.6.4 The Secretary shall issue notices of all emergency/special meetings of the Board and shall specify the time of such meetings and the business to be transacted thereat. He or she shall cause such notices to be delivered, **by any means including electronically**, to the residence or place of business of the Chairperson, Vice-Chairperson and board members at least one day before the meeting.

5.7 Annual General Meeting, Election of Officers, and Appointment of Auditor

Commencing in 2014, the Board shall hold an Annual General Meeting no later than the 30th day of May in each year, at which time a report covering the previous calendar year's activities of the Commission shall be presented, together with an Audited Financial Report. The Board shall appoint the financial auditor of the Commission at the Annual General Meeting.

5.8 Conduct of Meetings

5.8.1 In the event a question relating to procedure arises, *Roberts Rules of Order, Revised*, shall govern the Commission, the Board of Directors and all appointed committees, in all procedural matters not otherwise covered by this or any other Commission by-law, or by the Act or Regulations.

5.8.2 Quorum

No business shall be transacted at a meeting of the Board unless a quorum of the Board is present and entitled to vote. A quorum at any meeting of the Board and board committees shall be a majority of its members.

5.9 Voting

5.9.1 Simple Majority. Except as hereinafter noted, all questions arising at any meeting of the Board or board committees shall be decided by a majority of votes.

5.9.2 Open Vote. Unless disqualified to vote by reason of interest or otherwise upon a by-law, resolution, motion or for any other purpose, each Director present, including the Chairperson, shall announce his or her vote openly and individually. With the exception of the election of the Executive Officers, which may be conducted by ballot, no vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect.

5.9.3 Double Two-thirds Vote. A motion made at a meeting to (a) approve an annual budget, (b) approve the borrowing of money or (c) approve the setting of fees, shall not pass unless at least two-thirds of the Directors present, who represent at least two-thirds of the total population represented by all the Directors present, vote in favour of the motion.

5.9.5 All Must Vote. In a vote on any motion, including motions requiring a double two-thirds vote, all members of the Commission who are present, including the Chairperson, shall cast their vote. A member who is present and who does not vote, for any reason, shall be deemed to have voted in favour of the motion.

5.12 Public Access to Board Meetings

With respect to public access to Board meetings, including committee meetings, the provisions of the *Municipalities Act*. R.S.N.B. 1973, c. M-22, and in particular subsections 10 (2) 1 through 10 (2) 7, both inclusive, shall apply, *mutatis mutandis*, to meetings of Regional Service Commission 12.

6. Procedure for Meetings

6.1 Call to Order

As soon after the hour of meeting as a quorum is present, the Chairperson shall take the chair and call the board members to order.

6.2 Absence of Chairperson

In case the Chairperson and Vice-Chairperson are both absent, the Secretary shall call the meeting to order and, on a Chairperson having been chosen on motion, the Board shall proceed with the business of the meeting.

6.3 Absence of Quorum

Unless there is a quorum within 30 minutes after the time appointed for the meeting of the Board, the Board shall then stand adjourned until such day of meeting, as the Chairperson shall declare.

6.4 Public Attendance at Meetings

With the exception of those in-camera meetings referenced in the *Municipalities Act*, and noted in subsection 5.12 above, all meetings of the Board shall be open to the public and no member of the public shall be excluded therefrom except for improper conduct. The Chairperson or other presiding officer may order the expulsion from any meeting any person guilty of improper conduct at such meeting.

6.5 General Order of Business

The following shall be the order of business of each regular Board meeting:

- Recording of attendance
- Conflict of interest declarations
- Adoption of Agenda
- Business arising
- Adoption of minutes
- Presentations
- Committee Reports
- New Business
- Adjournment

6.5.1 Variation in the Order of Business: The business before the Board at each meeting shall be taken up in regular order unless otherwise determined by vote of the Directors present, and all questions as to precedence or to the suspension of the general orders of the day shall be decided without debate.

6.5.2 Agenda: A draft agenda shall be circulated with the notice of meeting. Any additions, deletions, and/or amendments shall be sent/given to staff by close of business on the Friday preceding the meeting for which the agenda was drafted. No further alterations will be allowed without consent of the Board by majority vote.

6.5.3 Delegations: Delegations wishing to make a presentation to the Board shall notify staff by close of business on the Friday preceding the meeting in question and shall provide the names, occupations and contact information for all presenters. Presentation shall not exceed ten minutes in length.

6.6 Order

6.6.1 Relation of Public to Board: Except by special invitation of the Chairperson or vote of the Board, no person other than Directors of the Board and the Commission Officers having duties to perform shall address the Board without permission of the Board.

6.6.2 Preservation of Order: The Chairperson shall preserve order and decorum and decide all questions of order, subject to an appeal to the Board; and in the absence of the Chairperson and Vice-Chairperson, the presiding officer shall have the same authority.

6.6.3 Ruling on Order: When called upon to decide a point of order, procedure, or practice, the Chairperson shall state the question without unnecessary comment and shall forthwith announce his or her decision citing any rule or authority he or she may deem necessary.

6.6.4 Chairperson entering Debate: If the Chairperson desires to leave the chair for the purpose of taking part in the debate or for any other purpose, he or she shall call on the Vice-Chairperson. If the Vice-Chairperson is not present, a board member can be called on to preside until the Chairperson resumes the chair.

6.7 Rules of Debate

6.7.1 Who Shall Have the Floor: When two or more board members raise their hands to speak, the Chairperson shall name the board member who, in his or her opinion, first raised his or her hand.

6.7.2 Reading of Motion: Any board member may require the question or motion under discussion to be read at any time during the debate but not so as to interrupt a board member who has the floor.

6.7.3 Limits of Debate: No board member shall speak more than once on the same question without the consent of the Chairperson, subject to challenge by the Board, except in explanation of a material part of his or her speech, which may have been misconceived, and in doing so, he or she shall not introduce a new matter. A reply is allowed to a board member who has made a substantive motion to the Board; an

amendment; or, the previous question. No board member, without consent, shall speak to the same question in reply for longer than fifteen minutes.

6.7.4 Appeal to Board: When a point of order is raised or when a board member is called to order by the chair, the Chairperson shall state and decide the point of order raised. The Board, if appealed to from the decision of the chair, shall decide the question but without debate; if there is no appeal, the decision of the Chairperson shall be final.

If the public is granted permission to address the Board, the rules of debate shall apply.

6.8 Rules of Conduct

6.8.1 Board members must address the Chairperson: Every board member, before speaking to any question, shall respectfully address the Chairperson.

6.8.2 Disrespectful Statements: No Board Member shall:

- (1) Speak disrespectfully of any elected member or official of any municipal, rural community or local service district, Government of New Brunswick or Government of Canada or any member of the public;
- (2) Use offensive language concerning the Board or any board member thereof;
- (3) Speak beside the question in debate;
- (4) Reflect upon any vote of the Board, except for the purpose of moving that such vote be rescinded or reconsidered; or
- (5) Resist the rules of the Board, nor disobey the decision of the Chairperson, or of the Board on a question of order or procedure, or upon the interpretation of a rule of the Board.

In case any board member shall so speak, resist, or disobey, the Chairperson or other presiding officer may order such board member to vacate his or her seat for the rest of the meeting; but, upon apologizing, he or she may by vote of the Board be permitted forthwith to retake his or her seat.

When a question is being put, no board member shall walk across the room, leave his or her place, or make or cause to be made any noise or disturbance..

When a board member is speaking, no other board member shall pass between him or her and the chair, or interrupt him or her to rise to a point of order.

6.9 Motions

6.9.1 Motions to be seconded before debate: Every motion shall be seconded before being debated or put from the chair:

(a) and shall be in writing, except motions to go into committee of the whole or to refer a matter to a standing or ad hoc committee, or to adjourn, which may be made *viva voce*.

(b) when a motion is seconded, it shall be read or stated by the Chairperson before debate.

6.9.2 Withdrawal of Motions: After a motion is read or stated by the Chairperson, it shall be deemed to be in possession of the Board but may, with permission of the Board, be withdrawn at any time before decision or amendment.

6.9.3 Motions to Adjourn: A motion to adjourn the debate shall be in order except:

- (1) When a board member is in possession of the floor;
- (2) When the yeas and nays have been called for;
- (3) When the board members are voting;
- (4) When it has been decided that the previous question shall be put forthwith;

But a second motion to the same effect shall not be made until after some intermediate proceeding has taken place, provided, however, the Board shall automatically adjourn at 10:00 P.M., unless two-thirds of the board members present shall consent to continuing the proceedings.

6.9.4 Questions under Debate: When a question is under debate, no motion shall be received unless it is:

- (1) To approve it,
- (2) To amend it,
- (3) To lay it on the table,
- (4) To defer it,
- (5) To adjourn it,
- (6) To move the previous question,
- (7) To move that the vote be taken now,
- (8) To extend the hour therefore.

6.9.5 The Previous Question: The previous question is a motion to end debate and bring the pending matter to an immediate vote. The previous question, until it is decided, shall preclude all amendments of the main question and shall be put in the following words: "Shall this question now be put?" If this motion be resolved in the affirmative, the original motion is to be put forthwith without any amendment or further debate, but if the proposed question is resolved in the negative the main question may be debated or amended.

6.9.6 Order of Amendments: Amendments shall be put in the reverse order to that in which they are moved except in filling up blanks when the longest time and the smallest sum shall be put first. Every amendment submitted shall be reduced to writing and shall be decided or withdrawn before the main question is put to the vote. Only one amendment shall be allowed to an amendment and any amendment more than one must be to the main question.

6.9.7 Reconsideration:

1. A substantive resolution, by-law, or any matter that has been adopted by the Board within the past twelve months may be reconsidered by the Board subject to the following:

- (1) A notice of motion to reconsider, given in accordance with this by-law, must be given by a Director on the prevailing side;
- (2) A motion to reconsider, if duly moved and seconded, shall be considered at the next Regular Board Meeting following the Board meeting that received the notice of motion to reconsider;
- (3) A motion to reconsider must be supported by a majority of the Directors of the whole Board before the matter to be reconsidered can be debated; and
- (4) A motion to reconsider shall not be considered more than once in a three month period.

2. A substantive resolution, by-law, or any other matter that has been adopted by the Board for a period of more than twelve months may be reconsidered by the Board at any time provided notice of motion has been given at a previous Board Meeting; and provided further that:

- (1) No discussion of the main question shall be allowed unless reconsidered; and
- (2) After such motion to reconsider, no action shall be taken by the Board on the main motion until such reconsideration is disposed of.

6.10 Voting

6.10.1 With the exception of the election of the Executive Officers as noted in subsection 2.6 above, every question submitted to the Board shall be determined by open vote by a show of hands of the Directors present.

6.10.2 Upon a division of the Board, the names of those who voted for and those who voted against the question shall not be entered upon the minutes unless there is a specific request from a board member to do so.

6.10.3 The Chairperson shall vote on every motion or resolution except a motion to appeal a procedural ruling of the chair.

6.10.4 If the Chairperson's vote results in an equal division on such questions, he or she shall not have a second or deciding vote and the question shall be declared lost.

6.10.5 Every Director who is present in the Boardroom when a question is put shall vote thereon unless he or she declares that he or she is personally interested in the question. If any Director persists in refusing to vote for other than the reason herein before stated, he or she shall be recorded as voting in the affirmative on the question before the Board.

6.10.6 When the question under consideration contains more than one distinct point, upon the request of any Director the vote upon each point shall be taken separately.

6.10.7 After a question is finally put, no Director shall speak to the question nor shall any other motion be made until after the result has been declared.

7 Administration

7.1 Registered Office:

650 Main St., Suite 4, Woodstock, New Brunswick, E7M 2G9

The Board may, by resolution, change the address of the registered office of the Commission.

7.2 Corporate Seal

The Commission shall have a corporate seal, which seal shall be as shown in the impression made in the margin hereof and may be changed by resolution of the Commission



7.3 Fiscal Year

The fiscal year of a Commission is the calendar year.

7.4 Execution of Documents

7.4.1 Signing Authority: Instruments in writing requiring execution by the Commission shall be signed on behalf of the Commission by the Chairperson or the Vice-Chairperson, and the Executive Director, and all instruments in writing so signed shall be binding upon the Commission without any further authorization or formality. The Board may from time to time, by resolution, appoint any member or members on behalf of the Commission to sign instruments in writing.

7.4.2 The corporate seal of the Commission shall be affixed to instruments in writing signed as aforesaid by any signing officer authorized to sign the same or at the direction of any such signing officer.

7.4.3 The term "instrument in writing" as used herein shall include banking documents, deeds, contracts, mortgages, hypothecs, charges, conveyances, transfers, and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for payment of money or other obligations, cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money, conveyances, transfers, powers of attorney, bonds, debentures or other securities or paper writings.

7.5 Banking:

The banking business of the Commission shall be transacted with such banks as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe by resolution.

7.6 Corporate Records

The Board shall prepare and maintain, at its registered office or at any other place designated by resolution of the Board, adequate accounting records and records containing minutes of meetings and resolutions of the Board and any committee thereof. The records described in this section shall, at all reasonable times, be open to inspection by the Board.

8. Protection of Directors and Officers

8.1 Limitation of Liability

Every director and officer of the Board of Directors in exercising his/her powers and discharging his/her duties shall act honestly and in good faith with a view to the best interest of the Commission and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Commission through the insufficiency or deficiency of title to any property acquired for or on behalf of the Commission or for the insufficiency or deficiency of any security in or on which any of the moneys of the Commission shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Commission shall be deposited, or for any loss occasioned by any error of judgement or oversight on his/her part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his/her office or in relation thereto; provided at nothing therein shall relieve any director or officer from the duty to act in accordance with the Act or from liability or any breach thereof.

8.2 Indemnity

The Commission shall indemnify a director or officer, a former director or officer, and his/her heirs and legal representatives, against all costs, charges and expenses, including an amount made to settle an action or satisfy a judgement, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a member or officer of the Commission, if;

(a) He/she acted honestly and in good faith with a view to the best interests of the Commission; and

(b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct lawful. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

8.3 Insurance

The Commission may purchase and maintain insurance for the benefit of any person referred to in section 8.1 against any liability incurred by him/her in his/her capacity as a director or officer of the Commission

9. Directors' Expenses & Remuneration

9.1 Directors' Expenses

The board members shall be reimbursed for their out-of-pocket expenses incurred in attending Commission or committee meetings or otherwise in respect of the performance by them of their duties, as per Schedule "B".

9.2 Directors' Remuneration

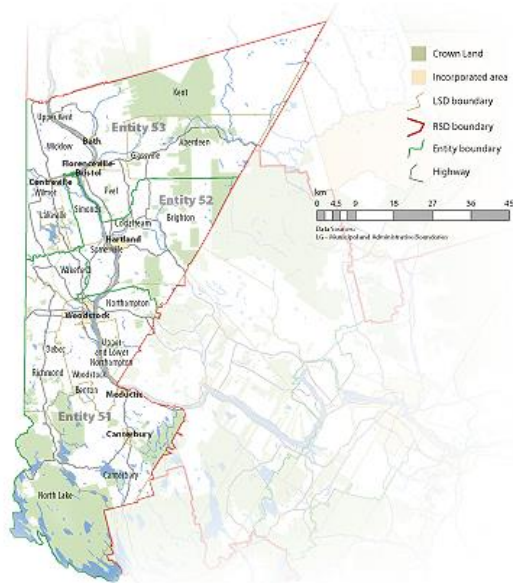
The Board members shall receive an honourarium for attendance at meetings of the Board, committee meetings of the Board or other activities approved by the Board. For regular Board members the honourarium is \$75 per meeting and for the Chairperson, \$100 per meeting.

Schedule A

The following local government units constitute the membership of the Commission:

- Woodstock.....Town
- Harland.....Town
- Florenceville-Bristol.....Town
- Centreville.....Village
- Bath.....Village
- Perth-Andover.....Village
- Aroostook.....Village
- Plaster Rock.....Village
- Canterbury.....Village
- Meductic.....Village

Local Service Districts (LSD) of: the parish of Aberdeen; the parish of Andover; Benton; the parish of Brighton; the parish of Canterbury; Coldstream; the Debec Consolidated School District; Glassville; the parish of Gordon; the parish of Kent; Lakeville; the parish Lorne; the parish of Northampton; the parish of North Lake; the parish of Peel; the parish of Perth; the parish of Richmond; Riley Brook; the parish of Simonds; Somerville; Upper and Lower Northampton; Upper Kent; the parish of Wakefield; the parish of Wicklow; the parish of Wilmot; and the parish of Woodstock.



Schedule B

Mileage and Expenses Policy

Reference [Regional Service Commission's Policies and Procedures Manual – Section 3.4.1](#)

Kilometric Allowance – When an employee, board member or committee appointee is requested to use his/her private vehicle, the following rates apply. The same rates apply when the employee, board member or committee appointee requests permission to use a personal vehicle and the Commission provided prior approval. This policy does not apply the building Inspectors.

Kilometric level/fiscal year – Individual records revert to zero on January 1 of each year.

For each of the first 8,000 kilometers per year	-	\$0.41
For each of the next 8,000 kilometers per year	-	\$0.38
For each kilometer in excess of 16,000 kilometers per year	-	\$0.33

Meals Allowance – For employees, board members and committee appointees travelling on Commission business are as follows:

<u>Meal Period</u>	<u>In Province</u>	<u>Out of Province</u>
Breakfast (between 12:00 a.m. and 12:00 noon)	\$7.50	\$10.00
Lunch (between 12:00 noon and 6:00 p.m.)	\$10.50	\$12.00
Dinner (between 6:00 p.m. and 12:00 p.m.)	\$19.50	\$24.00
TOTAL DAILY ALLOWENCE	\$37.50	\$46.00

For out of country meal rates refer to National Joint Council – Appendix C – Allowences – Modules 1,2, and 3.

Incidental Expenses

Reimbursement is \$5.00 per night of travel status in Canada.

For out of country travel refer to National Joint Council – Appendix C – Allowences – Modules 1,2, and 3.

Headquarters Area Travel

The daily allowance for authorized headquarters travel is \$6.00

Private Residences

Reimbursement is \$25.00 per night of travel status for accommodation at a private residence.