

**BYLAW 2021-01
WESTEND REGIONAL SEWAGE SERVICES COMMISSION**

BEING A BYLAW OF THE BOARD OF DIRECTORS OF THE WESTEND REGIONAL SEWAGE SERVICES COMMISSION TO PROVIDE FOR THE MATTERS REQUIRED BY SECTION 602.09(1) OF THE *MUNICIPAL GOVERNMENT ACT*.

WHEREAS, The Westend Regional Sewage Services Commission (the "Commission") was established by Alberta Regulation 277/1994, as amended or replaced;

AND WHEREAS, the Commission is a continued Commission pursuant to s 602.47 of the *Municipal Government Act*, RSA 2000, c. M-26;

AND WHEREAS the Board of Directors of the Commission wishes to enact a Bylaw respecting the matters set out in s. 602.09(1) of the *Municipal Government Act*, RSA 2000, c. M-26, as more particularly set out herein;

NOW THEREFORE the Board of Directors of the Commission, in the Province of Alberta, duly assembled, hereby enacts as follows:

1. TITLE

- 1.1. This Bylaw may be cited as the "Westend Regional Sewage Services Commission Bylaw."

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3. DEFINITIONS

- 3.1. “*Act*” means the *Municipal Government Act*, RSA. 2000, c. M-26; as amended from time to time;
- 3.2. “*Board*” means the Board of Directors of the Commission;
- 3.3. “*Bylaw*” means a Bylaw of the Commission;
- 3.4. “*Chair*” means the chairperson of the Board;
- 3.5. “*Commission*” means the Westend Regional Sewage Services Commission;
- 3.6. “*Continued Commission*” means the regional services commission established and existing under the former provisions as defined under s. 602.47 of the *Act*;
- 3.7. “*Director*” means a person appointed to the Board of Directors of the Commission in accordance with this Bylaw;
- 3.8. “*Director-at-Large*” means a person appointed to the Board in accordance with section 8.2 of this Bylaw; who does not represent a Member of the Commission;
- 3.9. “*Member(s)*” means the member municipal authorities as set out in this Bylaw;
- 3.10. “*Quorum*” means three (3) Directors of the Board are present;
- 3.11. “*Regular Meeting*” means the meetings of the Board to be held each year on dates and at a location to be determined by Resolution of the Board pursuant to section 13.2 of this Bylaw;
- 3.12. “*Resolution*” means a motion passed by a municipal authority or Commission;
- 3.13. “*Secretary*” means a person employed or contracted, and appointed by the Board, to provide administrative services to the Commission.
- 3.14. “*Service*” means, in respect of the Commission, a Service that the Bylaw authorizes the Commission to provide;
- 3.15. “*Special Meeting*” means a meeting called by the Chair pursuant to the *Act*;
- 3.16. “*Treasurer*” means a person employed or contracted, and appointed by the Board, to provide administrative and financial services to the Commission;
- 3.17. “*Vice-Chair*” means the Vice-Chairperson of the Board.

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4. MEMBERS

- 4.1. The following municipalities shall be Members of the Commission:
4.1.1. Town of Black Diamond;
4.1.2. Town of Turner Valley.

5. ADDING A MEMBER

- 5.1. A Commission is established by Resolution or two or more founding municipal authorities, in accordance with 602.02 of the Act.
- 5.2. Another municipality that is not a Member may make an application to the Commission to join the Commission as a Member (the "Proposed Member") by submitting a Membership application. Upon the Commission's receipt of an application, the Board shall determine if additional information is required.
- 5.3. Upon the Board's review that a Membership Application should be forwarded for consideration, the Board shall send same to each Member for their respective approval. The Members agree that a simple majority of the Members, as evidenced by certified Resolutions from each of them, shall be sufficient to support the Membership Application and admit the Proposed Member as a new Member of the Commission.
- 5.4. Upon admittance as a new Member, the Proposed Member shall execute an Operating Agreement with the Commission to govern the operation and administration of the services.

6. MEMBER WITHDRAWAL

- 6.1. Notice to withdraw membership from the Commission shall be made in writing to the Board Chair.
- 6.2. Minimum notice to withdraw membership from the Commission shall be one (1) year. Notice must be provided on or before December 31st.
- 6.3. The Board will address any deficiencies created by Member withdrawal.

7. PROVISION OF SERVICES

- 7.1. The Commission shall supply sewage transmission and treatment services to all Member municipalities, and to any customers to whom the Board authorizes the supply of sewage transmission and treatment services.

A handwritten signature in black ink, appearing to be 'RLB' followed by a flourish.

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8. DIRECTORS OF THE BOARD

- 8.1.** The Board shall consist of a minimum four (4) Directors that shall be appointed for a term of four (4) years as follows:
- two (2) Directors, who shall be an elected official from each Member of the Commission;
 - written notification of all appointments shall be provided to the Board by the Member municipalities;
 - a Member shall appoint an Alternate Director to act in place of each Director in accordance with the Act;
 - if for any reason a Director is unable to complete their term of office, the Alternate Director shall assume the duties of the Director until such time as a new Director is appointed by the Member.
- 8.2.** The Board may appoint one (1) non-voting Director-at-Large for a term of up to two (2) years.
The recruitment process shall include:
- advertisement in newspapers reaching all Member municipalities;
 - advertisement may be placed on the websites of all Member municipalities;
 - advertising must take place for a minimum of two (2) weeks;
 - applicants with relevant technical experience will be considered;
 - selection of the Director-at-Large shall be made in a Closed Session at a Regular Meeting by the Commission by a simple majority vote of Directors.
- 8.3.** Directors shall hold office until such time that:
- the end of the electoral or appointed term is reached;
 - the Director resigns;
 - the Director ceases to be an elected official, or;
 - the Director is removed by the Board.
- 8.4.** A Resolution approved by a simple majority of the Directors is required to remove a Director from the Board for any of the following reasons:
- unethical conduct, or;
 - the Director is absent from three (3) consecutive Regular Meetings of the Commission unless the Director's absence is authorized by Resolution of the Commission.
- 8.5.** Annually at the November meeting, the Board will appoint a Chair and the Vice-Chair for the following one (1) year period.



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9. DUTIES OF THE BOARD

- 9.1. The Board shall be responsible for the management and conduct of the affairs of the Commission, which responsibility shall include, but is not limited to the following:
- adopting the Budget and Master Plan; and
 - maintaining the operations of the Commission in a manner which benefits its Members.
- 9.2. The Director-at-Large may be reimbursed for Board related travel expenses as approved by the Board and in accordance with the Budget. Travel expense rates to be set by the Board at a meeting in November.

10. MEETINGS

- 10.1. The Chair shall work with the Secretary to establish an agenda for any meeting of the Board. Directors shall be entitled to add time-sensitive items to the proposed agenda by submitting a written request to the Secretary before the meeting.
- 10.2. The Board shall adopt the agenda at the beginning of the meeting and may, upon agreement of the majority of those Directors present at the meeting, add or delete items from the agenda.
- 10.3. The Chair shall preside over each Regular Meeting or Special Meeting of the Commission.
- 10.3.1. The Chair may call a Special Meeting whenever the Chair considers it appropriate to do so, and
- 10.3.2. The Chair must call a Special Meeting if the Chair receives a written request for the meeting, stating the purpose, by the majority of the Directors.
- 10.4. All Directors shall vote on all matters before the Board unless the Director has a Pecuniary Interest. The Director shall disclose the general nature of the Pecuniary Interest, and abstain from discussing the matter or voting on the matter, and leave the room until discussion and voting on the matter are concluded, as prescribed by the Act. Disclosure of Pecuniary Interest shall be recorded in the minutes of the meeting.
- 10.5. The Chair shall perform all other and such other duties as are usually performed by the Chair.
- 10.6. In the absence of the Chair the Vice-Chair shall perform the duties of the Chair.
- 10.7. In the absence of the Chair at any meeting, the Vice-Chair shall preside over the meeting for that meeting only.
- 10.8. Board meetings are public meetings. Members of the public may attend as observers but shall not be permitted to participate in the meeting except as permitted by the Chair.
- 10.9. The Chair shall not begin the meeting or transact any business until a Quorum is present.

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- 10.10.** If a Quorum is not established within fifteen (15) minutes from the time set for the commencement of a Commission meeting, the Secretary shall record the names of all the Directors present and the meeting shall be adjourned.
- 10.11.** During a meeting should quorum be lost due to a Director leaving the meeting; or as a result of a Director's electronic communication connection being lost, the Chair may call a ten (10) minute recess to allow for the return of the Director or to re-establish a connection. If after ten (10) minutes a quorum is not re-established, the meeting must be adjourned, and any remaining Agenda items for that Commission Meeting shall be considered at the next Regular Meeting, unless a Special is conducted to complete such business.

11. VOTES AT MEETING

- 11.1.** All Directors or Alternates present at a meeting, with the right to vote, must vote, including the Chair.
- 11.2.** Guests, administration and technical advisors are not eligible to vote on any matter before the meeting.
- 11.3.** A simple majority vote on a motion constitutes an approval of the Resolution.
- 11.4.** A motion shall be declared lost when it: a) does not receive the required number of votes; or b) receives an equal division of votes.

12. ELECTRONIC COMMUNICATIONS

- 12.1.** Directors may attend a meeting utilizing electronic communications in accordance with the Act and any related regulations.
- 12.2.** Directors may use any method of two-way electronic communication available, including but not limited to; telephone conference platforms, videoconferencing software or other media that provide full audio and visual capabilities.
- 12.3.** Directors attending a meeting using electronic communications must ensure that their location is able to support the use of electronic communications, and an appropriate work environment, ensuring that all Directors participating in the meeting are able to communicate effectively.
- 12.4.** A Director may attend a Regular Meeting or a Special Meeting by means of electronic communication a maximum of two (2) times per calendar year, unless otherwise approved by a Resolution or authorized by the Act or any related regulation.
- 12.5.** A Director attending a Regular or Special Meeting via electronic communications shall not chair a meeting unless the majority of Directors attend via electronic communications.
- 12.6.** Directors attending a meeting via electronic communications shall vote verbally, only after all other Directors present have voted in their usual

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manner. In the event that a majority of Directors are attending via electronic communications, all Directors shall vote verbally as called upon by the Chair.

- 12.7.** Director may attend a Closed Session using electronic communications only if the Directors are able to ensure that their location provides privacy for confidential participation in the Closed Session.
- 12.8.** The Commission may request or permit any person or group, such as but not limited to a contractor, consultant, auditor, lawyer or other advisors, to attend a Regular or Special Meeting using electronic communications. They may attend a Closed Session only if such persons can confirm their ability to ensure privacy for confidential participation in the Closed Session.

13. NOTICE AND CANCELLATION OF MEETINGS

- 13.1.** Notice of all meetings will be provided in accordance with the Act.
- 13.2.** Regular meetings will be scheduled by Resolution at a meeting in November (after elections in an election year) for the following one (1) year period.
- 13.3.** A meeting may be cancelled, by Resolution of the Board, in accordance with the Act and this Bylaw, including the cancellation of any or all Regular Meetings in the month of July and August.
- 13.4.** If the Commission changes the date, time or place of a regularly scheduled meeting, the Commission must give at least 24 hours notice of the change as per s. 193(3) of the MGA.

14. ADMINISTRATION

- 14.1.** There shall be Administration and advisors as determined by the Board at its discretion from time to time.
- 14.2.** The Administration shall act as the administrative head of the Commission and without limiting the foregoing shall:
- ensure that policies and programs of the Commission are implemented;
 - advise and inform the Board on the operations and affairs of the Commission;
 - perform the duties and exercise the powers assigned in this Bylaw, the Act and other applicable legislation;
 - receive and disburse funds of the Commission in accordance with the directions of the Board, subject to this Bylaw;
 - keep detailed accounts of all income and expenditures, including proper vouchers for all disbursements of the Commission.
- 14.3.** The Secretary shall ensure that copies of the Agenda for a Regular Meeting are published:



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- for Directors no later than 4:30 pm on the fifth (5th) day prior to the day on which the meeting is to be held; and
 - available on the website no later than 4:30 pm on the fifth (5th) day prior to the day on which the meeting is to be held.
- 14.4.** The Agenda for a Special Meeting will be published as soon as possible based on the needs of the meeting.
- 14.5.** Meeting minutes will be sent to Member municipalities' Councils for information purposes.

15. FINANCIAL

- 15.1.** The financial year of the Commission shall be the calendar year.
- 15.2.** Without limiting the requirements of the Act, the Board in the fall of each year will adopt a budget for the subsequent year.
- 15.3.** The borrowing powers of the Commission shall be in accordance with the Act.
- 15.4.** The fees to be charged by the Commission to its customers for the supply of sewage transmission and treatment services shall be based on the annual full cost recovery for supplying the service, including an allowance for reserve accounts.
- 15.5.** Without limiting the generality of section 15.4, the cost referred to includes the debt services cost of debenture repayments.
- 15.6.** The Commission may establish and maintain one or more reserve accounts in the annual Budget to provide for renewals, alterations, extensions and contingencies in respect to the works and shall credit the reserve accounts and expend, use, apply and allocate funds from them for the purposes and in the amounts determined by the Commission.
- 15.7.** Retail sewage transmission and treatment rates shall be determined by each of the Member municipalities.
- 15.8.** The Commission shall establish retail rates for customers other than Member municipalities.

16. AUDITED FINANCIAL STATEMENTS

- 16.1.** The Commission must prepare audited annual financial statements for the immediately preceding calendar year.
- 16.2.** The Commission must submit its financial information return and audited annual financial statements to the Minister and each Member of the Commission by May 1st of the following year for which the return and statements have been prepared.



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17. MASTER PLAN

- 17.1. The Board shall, from time to time, adopt a Master Plan which will set out:
- an assessment of the Commission's existing assets and projected maintenance and asset acquisition requirements;
 - a written forecast of the amounts of sewage;
 - engineering and other information supporting the forecast, including, without limitations, information regarding the forecast population, business and industrial growth on the Members.
 - the Master Plan will be reviewed every four (4) years.

18. DISPOSAL OF ASSETS BY THE COMMISSION

- 18.1. The disposal of any assets owned by the Commission requires the approval of the simple majority of the Board of Directors, and shall be subject to any terms and conditions established by the Board.
- 18.2. The assets of the Commission shall be liquidated and distributed to municipalities that are Members at the time of disestablishment.

19. DISESTABLISHMENT OF THE COMMISSION

- 19.1. Any Resolution to disestablish the Commission requires unanimous approval of the Board of Directors.
- 19.2. In the event the Board approves the disestablishment of the Commission, the Board must at the time of approval specify further particulars of the procedure for disestablishment including:
- a timeline for disestablishment of the Commission, and;
 - the distribution of the assets and liabilities upon disestablishment of the Commission, which shall include a process for the collection and disposition of any property and assets owned by the Commission and the discharge, assignment or transfer of the Commission's obligations for the provision of services, and provide for any residual or remaining assets of the Commission to be distributed to the current Members at the time of disestablishment.
- 19.3. The Commission shall, as of the date of the Board's decision to approve disestablishment of the Commission, cease to provide services or begin the process of ceasing to provide services except to the extent that the Commission is legally required to do so or as required for the beneficial winding-up of the business or affairs of the Commission.



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20. AMENDMENTS

- 20.1. An amendment to this Bylaw may be passed by the Board in the form of an amending Bylaw adopted by first, second and third readings.
- 20.2. Written notice of the proposed amendment shall be provided to each Member by publication of a Regular or Special meeting agenda.

21. GENERAL

- 21.1. It is the intention of the Commission that each section of this Bylaw should be considered as being separate and severable from all other sections. Should any section or part of this Bylaw be found to have been improperly enacted, then such section or part shall be regarded as being severable from the rest of this Bylaw and that the Bylaw remaining after such severance shall be effective and enforceable.
- 21.2. Within the text of this Bylaw:
 - use of a pronoun or determiner which indicates one gender shall include all genders unless the context requires otherwise, and
 - use of the singular shall include the plural and the plural shall include the singular, as the context requires.
- 21.3. Bylaws 2013-01 and Bylaw 95-01 and any amendments thereto are repealed in their entirety.
- 21.4. This Bylaw will take force and effect upon third and final reading and signing thereof.

READ A FIRST TIME this 9 day of August A.D. 2021.

READ A SECOND TIME this 9 day of August A.D. 2021.

READ A THIRD AND FINAL TIME this 24 day of August A.D. 2021.



CHAIR



SECRETARY

 24 Aug 21
Date signed