

**BYLAW 2023-01
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*, R.S.A. 2000 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 x. 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, but 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. “*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 of this Bylaw;
- 3.11. “*Resolution*” means a motion passed by a municipal authority or Commission;
- 3.12. “*Secretary*” means a person employed or contracted, and appointed by the Board, to provide administrative services to the Commission.
- 3.13. “*Service*” means, in respect of the Commission, a Service that the Bylaw authorizes the Commission to provide;
- 3.14. “*Special Meeting*” means a meeting called by the Chair pursuant to the Act;
- 3.15. “*Treasurer*” means a person employed or contracted, and appointed by the Board, to provide administrative and financial services to the Commission;
- 3.16. “*Vice-Chair*” means the Vice-Chairperson of the Board.

4. MEMBERS

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

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5. ADDING A MEMBER

- 5.1. A Commission is established by Resolution of 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.

8. DIRECTORS OF THE BOARD

- 8.1. The Board shall consist of five (5) Directors that shall each be appointed as follows:
 - 8.1.1. Three (3) Directors, who shall be elected officials, from the Member municipality of the Commission.
 - 8.1.2. The Member shall appoint one Alternate Director, to act in place of its Directors, in accordance with the Act and this Bylaw.

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- 8.1.3.** 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.
- 8.1.4.** Written notification of all appointments shall be provided to the Board by the Member municipalities.
- 8.1.5.** Directors shall be eligible for payment of related, approved travel expenses, paid by the Commission, as determined by the Town of Diamond Valley expense reimbursement policies.
- 8.1.6.** Directors shall be appointed for a four (4) year term, unless:
- 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.
- 8.2.** Two (2) Directors at Large, who shall be recruited and appointed by the Board.
- 8.2.1.** Recruitment advertising shall be posted to the website of the Member municipality and the Commission's website and may also be placed in newspapers reaching the Member municipality. All advertising shall be posted for a minimum of two (2) weeks using any or all of the aforementioned.
- 8.2.2.** Selection of a Director at Large shall be made in a Closed Session at a Meeting of the Commission, by a simple majority vote of Directors.
- 8.2.3.** Directors at Large shall be appointed for a two (2) year term unless the Director at Large resigns or is removed by the Board.
- 8.2.4.** Directors at Large shall be paid Per Diems for attendance at Commission meetings. Such Per Diems will be paid by the Commission, in accordance with the rates and procedures set forth in the Town of Diamond Valley Council Remuneration policy.
- 8.2.5.** Directors at Large shall be eligible for payment of related, approved travel expenses, paid by the Commission, as determined by Town of Diamond Valley expense reimbursement policies.
- 8.3.** Any Director or Director at Large may be removed from the Board by a simple majority of the Directors, for any of the following reasons:
- 8.3.1.** unethical conduct, or;
- 8.3.2.** 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.
- 8.4.** Annually at the November meeting, or the first meeting following the Member's Organizational Meeting, the Board will:

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- 8.4.1.** appoint the Chair and the Vice-Chair for the following one (1) year period; and
- 8.4.2.** set the Regular Meeting schedule for the following one (1) year period; and
- 8.4.3.** ensure that the required number of Directors and Administration are appointed as bank signing authorities.

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:
 - 9.1.1.** adopting the Budget, Master Plan; and
 - 9.1.2.** maintaining the operations of the Commission in a manner which benefits its Members.

10. MEETINGS

- 10.1.** Administration will establish an agenda for any meeting of the Board, with information submitted as required by Operations, engineers or by Directors. 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.
- 10.4.** The Chair may call a Special Meeting whenever the Chair considers it appropriate to do so, and
- 10.5.** 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.
- 10.6.** 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.
- 10.7.** The Chair shall perform all other and such other duties as are usually performed by the Chair.
- 10.8.** In the absence of the Chair, the Vice-Chair shall perform the duties of the Chair.

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- 10.9. In the absence of the Chair at any meeting, the Vice-Chair shall preside over the meeting for that meeting only.
- 10.10. 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.
- 10.11. The Chair shall not begin the meeting or transact any business until a quorum is present.
- 10.12. Quorum shall be at least three (3) Directors, at least two (2) of which must be elected officials.
- 10.13. 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.
- 10.14. 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 must vote, including the Chair, unless a Pecuniary Interest is declared.
- 11.2. Guests, Administration, Operators 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 participate in any meeting by attending in-person, by telephone or by video conference.
- 12.2. Directors that are physically present at the meeting location or participating via electronic means are deemed to be present at the meeting and will be counted towards quorum.
- 12.3. Immediately after a meeting is called to order, the Chair must conduct a roll call to confirm the identity of any Directors participating by electronic means.

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- 12.4.** Except for any part of a meeting closed pursuant to the *Municipal Government Act* or the *Freedom of Information and Protection of Privacy Act*, Administration will provide access to a live publicly available audio and video view of the location where the meeting is being held. Meetings may be audio or video-recorded by request of the Chair, for the purposes of producing Minutes. Recordings will be destroyed following adoption of the Minutes.
- 12.5.** 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.
- 12.5.1.** If a meeting is closed pursuant to the *Municipal Government Act* or the *Freedom of Information and Protection of Privacy Act*, Directors participating by electronic means must confirm to the Chair that they are in a private location and able to maintain confidentiality over the item(s) to be discussed.
- 12.6.** 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.
- 12.7.** Directors attending a meeting via electronic communications shall vote verbally, only after all other Directors present have voted in their usual manner. In the event that a majority of Directors are attending via electronic means, all Directors shall vote verbally, as called upon by the Chair.
- 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 shall be given to each Director by email not less than forty-eight (48) hours before the time of the meeting.
- 13.1.1.** Notice of meetings must be provided to the public via the Commission's website not less than twenty-four (24) hours before the time of the meeting.
- 13.2.** Notwithstanding section 13.1, a Board meeting may be held at any time and place without such notice if:
- 13.2.1.** All the Directors are present at the meeting and signify their waiver of such notice at such meeting; or

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13.2.2. A quorum of Directors is present and thereat signifies their waiver of such notice and all absent Directors have signified their consent to the meeting being held in their absence.

13.3. Any scheduled meeting may be cancelled, by Resolution of the Board.

13.4. If the Commission changes the date, time or place of a scheduled meeting, the Commission must give notice, according to section 13.1.

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; and
- 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 on the website and provided to Directors 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, and may be in accordance with section 13.2.

14.5. Meeting Minutes will be sent to Member municipality Council 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 Members or 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.

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- 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 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.

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.

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19. DISESTABLISHMENT OF THE COMMISSION

- 19.1.** Any Resolution to disestablish the Commission requires approval of the Board of Directors, approved by simple majority.
- 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 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.

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 Director 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:
- 21.2.1.** Bylaw use of a pronoun or determiner which indicates one gender shall include all genders unless the context requires otherwise, and
- 21.2.2.** use of the singular shall include the plural and the plural shall include the singular, as the context requires.

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21.3. 2021-01 and any amendments thereto are repealed in their entirety.

21.4. This Bylaw will take force and effect following third and final reading and signing thereof.

READ A FIRST TIME this 3rd day of January A.D. 2023.

READ A SECOND TIME this 3rd day of January A.D. 2023.

READ A THIRD AND FINAL TIME this 3rd day of January A.D. 2023.



CHAIR



SECRETARY

January 03, 2023

Date signed

