

Bylaw No. 35-2010

A BYLAW OF THE CITY OF LLOYDMINSTER IN THE PROVINCES OF SASKATCHEWAN AND ALBERTA TO ESTABLISH A GOVERNANCE BOARD FOR THE PURPOSE OF OPERATING AND MANAGING A NON-PROFIT CORPORATION KNOWN AS THE *LLOYDMINSTER FACILITIES CORP.*

THE COUNCIL IN THE CITY OF LLOYDMINSTER , in the Provinces of Alberta and Saskatchewan enacts as follows:

**PART I - PURPOSE AND STATUTORY AUTHORITY**

**Purpose**

1. The purpose of this Bylaw is to authorize establishment of the Lloydminster Facilities Corp as a municipal body distinct in function and operation from the City of Lloydminster Administration and to define its:
  - (1) mandate;
  - (2) procedures and rules of conduct;
  - (3) governance structure; and
  - (4) delegated authority.

**Statutory Authority**

2. The authority for this Bylaw is granted through the Lloydminster Charter.

**PART II - INTERPRETATION**

**Definitions**

3. In this Bylaw:

“**Charter**” means the Lloydminster Charter Consolidated (Alberta and Saskatchewan);

“**City**” means the City of Lloydminster and its Council and/or Administration or the geographical area within the City limits, as the context requires, and which shall be the sole member of the Corporation;

“**City Manager**” means the City Manager or Chief Administrative Officer of the City of Lloydminster

“**Corporation**” means the Lloydminster Facilities Corp;

“**Council**” means the Council of the City, through which the City shall, by resolution, exercise its rights and powers as the sole member of the Corporation;

“**Directors**” or “**Board of Directors**” means the persons appointed to serve as directors of the Corporation to manage the activities and affairs of the Corporation;

“**Mayor**” means the Mayor of the City;

**PART III – CREATION AND FUNCTIONS OF CORPORATION**

**Creation**



4. The Corporation shall be an incorporated non-profit entity under the legislation of one of the Governments of Canada, Saskatchewan or Alberta.
5. The Corporation may register extra-provincially and register trade names as is appropriate for marketing and operations

**Functions**

6. The Corporation shall:
  - (1) Conduct normal business affairs and direct the orderly operation of various recreation facilities, including but not limited to the facility currently known as the "Lloydminster Communiplex" in order to achieve a satisfactory level of service to the patrons and visitors to the facilities and to the principal users of the facilities;
  - (2) Set standards, rules, policies and procedures to ensure effective governance of the Corporation;
  - (3) Conduct the affairs of the Corporation in a business-like fashion with due regard to the best practices of a facility of this nature by employing marketing strategies to enhance the facilities' profile and maximizing patron user ship;
  - (4) Produce and implement a strategy to effectively market the facility that will encourage new users and events to the facility.

**PART IV**

**GOVERNANCE STRUCTURE**

**Board of Directors**

7. Following incorporation the Corporation shall be governed by a Board of Directors composed of no fewer than one (1) and no more than ten (10) voting members, all of whom shall be appointed by City Council.
8. The Board shall be comprised of:
  - (1) a maximum of two elected officials from the City of Lloydminster Council;
  - (2) a minimum of one (1) Saskatchewan resident;
  - (3) up to seven (7) additional persons selected at large;
  - (4) the Communiplex Supervisor, as a non-voting member, in an ex-officio capacity;
  - (5) the City Manager, as a non-voting member, in an ex-officio capacity;
  - (6) the majority of voting Board members shall be residents of the City of Lloydminster.

**Inaugural Board**

9. Notwithstanding Section 8, as soon as practical after creation of the Corporation, Council shall, by resolution, appoint the first Board of Directors who shall serve for a term ending December 31, 2011 and which shall be constituted as set out in Section 8.

**No Payment**

10. No Director of the Corporation shall be paid any payment or emolument for his or her services, but may receive indemnification for expenses incurred or advances made on behalf of the Corporation as a Director. Such Director shall not be entitled to vote upon any resolution of the Board with respect to such expenses.

**Reporting Requirements**



11. The Corporation shall, in each Council budget period, prepare:

- (1) a detailed budget in a form prescribed by the City, including but not limited to the probable capital and current expenditures and revenues of the Corporation for the year next following the year in which the budget is made; and
- (2) a work plan for a period not less than three years, including the current year, showing for each year of the plan, the estimated cost of and the proposed financing of the work.

12. The Corporation shall submit the budget and work plan referred to in Section 11 to the City annually in such manner and in advance of the next fiscal year of the Corporation or at such time as Council may from time to time advise.

13. Upon receipt of the budget and work plan, Council shall debate and approve the payment to the Corporation of such monies as required to fund the proposed budget and work plan or such other amounts and at such times as Council, in its sole discretion, directs.

14. The Corporation shall, in each fiscal year, submit to the Council a report on its business for its preceding fiscal year.

**Expenditures not to exceed Budget**

15. The Corporation shall not, without the prior approval of the Council, authorize the expenditure of any money in excess of the gross amount of the budget approved by the Council, unless such expenditures are offset by revenues received by the Corporation in excess of the gross budgeted revenues as approved by the Council.

**Audit**

16. The Corporation shall cause an annual audit of the accounts of the Corporation to be made at least once in every fiscal year by an auditor who shall be a chartered accountant and who shall be appointed by the City.

17. The Corporation shall give the auditor such information and permit such inspections as are necessary to enable the audit to be carried out and shall cause a certified statement of audit to be laid before the first meeting of the Directors of the Corporation held after the completion of the audit and to be presented to Council as part of the City's audited financial statements.

**Fiscal Year**

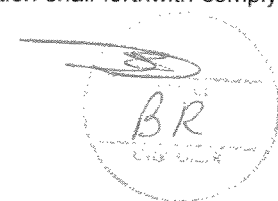
18. The fiscal year of the Corporation shall coincide with the fiscal year of the City and the Corporation shall submit its annual audited statement to Council, together with such information as may be required to be incorporated into the municipal public accounts for the immediately preceding year.

19. Following approval from Council, operational funding for the Corporation shall flow from the City throughout the fiscal year

20. Capital funding shall flow on an as approved basis.

**Dissolution of Corporation**

21. If in the opinion of Council, the Corporation fails to carry out its functions in a satisfactory manner or if Council otherwise determines such action to be in the best interests of the City, Council may resolve to dissolve the Corporation and or direct the Corporation to turn over the management and operation of the assets of the Corporation to the City and or its nominee and the Corporation shall forthwith comply with the direction.



**Bylaw Enactment and Review**

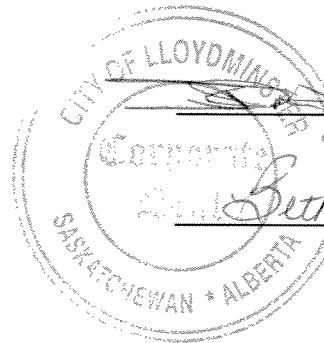
- 22. The Board of Directors shall enact a bylaw substantially in the form attached to this bylaw; and will not amend the bylaws of the Corporation without the prior approval of Council.
- 23. This Bylaw and the internal bylaws adopted by the Board of Directors shall be reviewed by the Board of Directors before the expiration of two years from the date of their passage and thereafter at minimum intervals of four years.
- 24. The Board of Directors shall, following the review required pursuant to Section 23, submit a report of the review and recommendations for amendments, if any, to Council.
- 25. Notwithstanding Section 23, the Board of Directors may review this bylaw and the internal bylaws adopted by the Board of Directors and make recommendations to Council for amendment at any time should an issue arise which necessitates the need for review.

This bylaw shall come into force and effect upon the final passing thereof

Introduced and read a first time this 22<sup>nd</sup> day of November, 2010

Read a second time this 29<sup>th</sup> day of December, 2010

Read a third time this 29<sup>th</sup> day of December, 2010

  
\_\_\_\_\_  
Mayor  
  
\_\_\_\_\_  
Beth Kember  
City Clerk

Schedule "A" to Bylaw 35 - 2010

THE LLOYDMINSTER FACILITIES CORP BYLAW

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THE BOARD OF DIRECTORS OF THE CORPORATION ENACTS AS FOLLOWS:

**PART I - PURPOSE AND STATUTORY AUTHORITY**

**Purpose**

1. The purpose of this Bylaw is to set out the mandate, procedures and rules of conduct, and governance structure of the Lloydminster Facilities Corp.

**Authority**

2. The authority for this Bylaw is granted through the Non Profit Corporations Act (Saskatchewan).

**PART II - INTERPRETATION**

**Definitions**

3. In this Bylaw:

**"Audit & Finance Committee"** means the Audit and Finance Committee of the Corporation as established by the Corporation;

**"Chairperson"** means the Chairperson of the Corporation appointed by the Corporation;

**"Charter"** means the Lloydminster Charter Consolidated (Alberta and Saskatchewan);

**"Communiplex Supervisor"** means the senior Executive staff member of the Corporation, reporting to the Board of Directors;

**"City"** means the City of Lloydminster and its Council and/or Administration or the geographical area within the City limits, as the context requires, and which shall be the sole member of the Corporation;

**"City Manager"** means the City Manager or Chief Administrative Officer of the City of Lloydminster

**"Corporation"** means the Lloydminster Facilities Corp;

**"Council"** means the Council of the City, through which the City shall, by resolution, exercise its rights and powers as the sole member of the Corporation;

**"Directors" or "Board of Directors"** means the persons appointed to serve as directors of the Corporation to manage the activities and affairs of the Corporation;

**"Human Resources Committee"** means the Human Resources Committee of the Corporation as established by the Corporation;

**"Mayor"** means the Mayor of the City;

**"Nominating and Governance Committee"** means the Nominating and Governance Committee of the Corporation as established by the Corporation;

**"Secretary-Treasurer"** means the Secretary-Treasurer of the Corporation appointed by the Corporation;

“Vice-Chairperson” means the vice-chairperson of the Corporation appointed by the Corporation;

### **PART III - CREATION, FUNCTIONS AND AUTHORITY OF CORPORATION**

#### **Creation**

4. The Corporation is an incorporated non-profit entity under the Non-Profit Corporations Act (Saskatchewan).
5. The Corporation may register extra-provincially and register trade names as is appropriate for marketing and operations.

#### **Functions**

6. The Corporation shall:
  - (1) Conduct normal business affairs and direct the orderly operation of various recreation facilities, including but not limited to the facility currently known as the “Lloydminster Communiplex” in order to achieve a satisfactory level of service to the patrons and visitors to the facilities and to the principal users of the facilities;
  - (2) Set standards, rules, policies and procedures to ensure effective governance of the Corporation;
  - (3) Conduct the affairs of the Corporation in a business-like fashion with due regard to the best practices of a facility of this nature by employing marketing strategies to enhance the facilities’ profile and maximizing patron user ship;
  - (4) Produce and implement a strategy to effectively market the facility that will encourage new users and events to the facility .

#### **Authority**

7. Without limiting the generality of Section 6, the Corporation shall have the power and authority to:
  - (1) employ, direct and monitor the Corporation’s executive officer(s) as may be appointed by the Corporation and determine his/her:
    - i. duties and powers;
    - ii. conditions of employment;
    - iii. remuneration; and
    - iv. termination;
  - (2) establish and support any or all of:
    - i. a superannuation plan;
    - ii. a group insurance plan; and
    - iii. any other pension, superannuation or employee benefit program for the benefit of the employees of the Corporation and their dependents;
  - (3) acquire by purchase, lease, gift or any other means any real or personal property that it requires for the purposes of this Bylaw;
  - (4) dispose of by lease, sale or any other means any real or personal property that it no longer requires for its purposes;
  - (5) engage the services of any bank or credit union and to enter into agreements with any bank or credit union;
  - (6) subject to its bylaws, draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable and transferable instruments;
  - (7) upon prior approval of Council, borrow money upon the credit of the Corporation and guaranteed by the City, and execute evidence of indebtedness for that purpose;
  - (8) make and adopt bylaws and policies to govern its own internal procedures and the governance and proper administration of its property affairs and interests;

- (9) enter into agreements with any person, corporation, association, or with the Governments of Saskatchewan, Alberta, or Canada or their agents with respect to any matter within the jurisdiction of the Corporation;
- (10) generally do and authorize the doing of any things that it considers incidental or conducive to the performance of its duties or the exercise of its powers in accordance with its bylaws;
- (11) designate a person or persons to have signing authority for the purpose of executing agreements, cheques, negotiable instruments or other documents requiring formal execution; and
- (12) subject to any applicable statutory limitations, delegate in writing any power referred to in this Section to any Director, employee or committee of the Corporation;
- (13) set out the terms of reference for the creation of one or more Advisory Committee(s) to the Board, comprised of members of the golfing fraternity and the Lloydminster Curling Club and any other user group as the Board deems acceptable.

#### **PART IV**

#### **GOVERNANCE STRUCTURE**

##### **Board of Directors**

8. Following incorporation, the Corporation shall be governed by a Board of Directors composed of no fewer than one (1) and no more than ten (10) voting members, all of which shall be appointed by City Council.
9. The Board shall be comprised of:
  - (1) a maximum of two elected officials from the City of Lloydminster Council;
  - (2) a minimum of one (1) Saskatchewan resident;
  - (3) up to seven (7) additional persons selected at large;
  - (4) the Communiplex Supervisor, as a non-voting member, in an ex-officio capacity and;
  - (5) the City Manager, as a non-voting member, in an ex-officio capacity.
  - (6) the majority of voting Board members shall be residents of the City of Lloydminster.
10. A person shall be considered independent and eligible for appointment as a Director, if he/she:
  - (1) does not work directly for the Corporation;
  - (2) does not have any immediate family member employed directly by the Corporation;
  - (3) does not benefit from a business relationship with the Corporation that could reasonably be perceived to materially interfere with his/her independent judgment;
  - (4) does not receive remuneration from the Corporation other than as provided to Directors pursuant to this Bylaw.

For the purposes of this Section, the Corporation shall be deemed an entity distinct from the municipal corporation of the City of Lloydminster, such that a person may still be considered eligible for appointment as a Director notwithstanding that he/she may work for, have a family member who is employed by, receive remuneration from or benefit from a business relationship with the City of Lloydminster that is unrelated to the Corporation.

##### **Inaugural Board**

11. Notwithstanding Section 8, as soon as practical after creation of the Corporation, Council shall, by resolution, appoint the first Board of Directors who shall serve for a term ending December 31, 2011 and which shall be constituted as set out in Section 9.

##### **Regular Appointments**

12. Commencing effective January 1, 2012, all Directors shall be appointed annually by resolution of Council from and in consideration of nominations which shall be presented by the Nominating and Governance Committee and the recommendations of the Corporation.

**Term of Office**

13. Except for the elected officials from the City of Lloydminster Council, appointments to the Board shall be for a period of three (3) years in length. Provided that, in the interests of staggering changes to the Board of Directors, Council may appoint a person(s) for a shorter term.

14. The term of the appointed elected officials will be at the pleasure of Council, and will automatically terminate upon the person ceasing to be a member of Council .

15. The Communiplex Supervisor and the City Manager shall serve in ex-officio capacity while in that position, and shall not have a right to vote on any resolution put before the Board.

**Maximum Term**

16. A Director who has served on the Board of the Corporation for six (6) consecutive years shall not be eligible for reappointment as a Director. Such person may be appointed for a new term or terms after having left the Board for at least one full year. The elected City officials are eligible to serve for eight (8) consecutive years.

**Vacancy**

17. Where a vacancy occurs among the Directors appointed pursuant to Section 9 or 11, the Nominating and Governance Committee and the Corporation shall recommend to Council a person to fill the vacancy for the remainder of the term.

**No Payment**

18. No Director of the Corporation shall be paid any payment or emolument for his or her services, but may receive indemnification for expenses incurred or advances made on behalf of the Corporation as a Director. Such Director shall not be entitled to vote upon any resolution of the Board with respect to such expenses.

**Indemnity**

19. Directors and employees of the Corporation shall be indemnified and saved harmless by the Corporation from and against:

- (1) all costs, charges and expenses whatsoever that he or she sustains or incurs on or about any action, suit or proceeding that is brought against him or her with respect of any act, deed, matter or thing done, made or permitted by him or her in or about the proper execution of the duties of his or her office; and
- (2) all other costs, charges and expenses that he or she sustains or incurs in the conduct of his or her office in the affairs of the Corporation; except if such costs, charges and expenses are occasioned by the wilful neglect, default, misconduct or when acting in excess of his or her proper authority.

**Removal of Director**

20. A Member of the Board of Directors may be removed from office based on a resolution approved by at least two-thirds of the duly appointed Directors, and subject to approval of City Council.

**Corporation Officers**



21. Subject to Section 11, at the first meeting of the Corporation and annually thereafter (or as often as may be required), the Corporation shall elect a Director to act as Chairperson, a Director to act as a Vice-Chairperson, a director to act as Secretary-Treasurer of the Corporation and a Director-at-Large. The Communiplex Supervisor shall serve as a non-voting officer.

22. The Chairperson and Vice-Chairperson shall not serve in any combination of those positions for a cumulative period of more than six (6) years.

23. The Chairperson shall:

- (1) preside at all meetings of the Board of Directors and at any general meeting of the Corporation;
- (2) be a non-voting ex-officio member of all committees of the Corporation; and
- (3) have such other powers and duties as may from time to time be assigned to him/her by the Board of Directors.

24. The Vice-Chairperson shall:

- (1) Where the Chairperson is absent or unable to act or the office of the Chairperson is vacant, exercise all the powers and shall perform all the duties of the Chairperson;
- (2) Serve as chairperson of the Nominating and Governance Committee and the Human Resources Committee;

25. The Secretary-Treasurer shall:

- (1) Serve as Chairperson of Audit and Finance Committee;
- (2) File the minutes of the meetings of the Board of Directors;
- (3) Ensure that property regulatory filings are complete and submitted; and
- (4) Perform other duties as requested by the Board of Directors.

26. The Director-at-Large shall:

- (1) Perform executive duties as requested by the Board of Directors.

#### **Governance Procedures**

27. The Board of Directors shall meet at least six times per year, and shall record the proceedings of any meetings held by producing minutes of the Board's proceedings in accordance with established rules of order.

28. Subject to Subsection 7(8), the Board of Directors shall establish and adopt its own policies and procedures to govern its internal procedures and meetings.

29. The Board of Directors is to establish policies for a code of ethics, a code of conduct, and conflict of interest.

30. The quorum for the transaction of business at any meeting of the Board shall be a majority of the number of Directors appointed to the Board.

31. Every officer and Director in exercising his or her powers and in performing his or her duties, shall:

- (1) act honestly and in good faith with a view to the best interests of the Corporation; and
- (2) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

**Committee Structure**

32. The Board of Directors shall establish three standing committees:

- (1) Nominating and Governance Committee;
- (2) Audit and Finance Committee; and
- (3) Human Resources Committee.

33. The Corporation may establish other committees for any purpose, the membership of which shall consist of at least one or more Directors.

34. Subject to this Part, the Board of Directors shall:

- (1) establish and adopt terms of reference to establish the functions and procedures of each of the committees established in accordance with this Bylaw; and
- (2) review and update the said terms of reference, as required, at least every two years.

**Nominating and Governance Committee**

35. The Board of Directors shall appoint the Chairperson, Vice-Chairperson, and the chairperson appointed to each of the Audit and Finance Committee and the Human Resources Committee to serve on the Nominating and Governance Committee.

36. The Nominating and Governance Committee shall be responsible for, but not necessarily limited to:

- (1) establishing competency requirements, recruiting and recommending candidates for the Board of Directors;
- (2) reviewing and reporting on Board performance and effectiveness; and
- (3) reviewing and recommending changes to the governance structure, policies and procedures of the Corporation; and
- (4) conducting the periodic review of this bylaw as outlined in Section 50.

**Audit and Finance Committee**

37. The Board of Directors shall appoint one or more Directors to serve on the Audit and Finance Committee.

38. The Audit and Finance Committee shall be responsible for, but not necessarily limited to:

- (1) overseeing and advising the Board of Directors in relation to financial matters concerning the Corporation; and
- (2) preparing and submitting budgetary and financial requests and reports to Council.

**Human Resources Committee**

39. The Board of Directors shall appoint one or more Directors to serve on the Human Resources Committee.

40. The Human Resources Committee shall be responsible for, but not necessarily limited to reviewing and reporting with respect to performance of the Corporation's executive officer(s) and on employee compensation.

**Reporting Requirements**

41. The Corporation shall, in each Council budget period, prepare:

- (1) a detailed budget in a form prescribed by the City, including but not limited to the probable capital and current expenditures and revenues of the Corporation for the year next following the year in which the budget is made; and
- (2) a work plan for a period not less than three years, including the current year, showing for each year of the plan, the estimated cost of and the proposed financing of the work.

42. The Corporation shall submit the budget and work plan referred to in Section 41 to the City annually in such manner and in advance of the next fiscal year of the Corporation or at such time as Council may from time to time advise.

43. Upon receipt of the budget and work plan, Council shall debate and approve the payment to the Corporation of such monies as required to fund the proposed budget and work plan or such other amounts and at such times as Council, in its sole discretion, directs.

44. The Corporation shall, in each fiscal year, submit to the Council a report on its business for its preceding fiscal year.

#### **Expenditures not to exceed Budget**

45. The Corporation shall not, without the prior approval of the Council, authorize the expenditure of any money in excess of the gross amount of the budget approved by the Council, unless such expenditures are offset by revenues received by the Corporation in excess of the gross budgeted revenues as approved by the Council.

#### **Audit**

46. The Corporation shall cause an annual audit of the accounts of the Corporation to be made at least once in every fiscal year by an auditor who shall be a chartered accountant and who shall be appointed by the City.

47. The Corporation shall give the auditor such information and permit such inspections as are necessary to enable the audit to be carried out and shall cause a certified statement of audit to be laid before the first meeting of the Directors of the Corporation held after the completion of the audit and to be presented to Council as part of the City's audited financial statements.

#### **Fiscal Year**

48. The fiscal year of the Corporation shall coincide with the fiscal year of the City and the Corporation shall submit its annual audited statement to Council, together with such information as may be required to be incorporated into the municipal public accounts for the immediately preceding year.

#### **Dissolution of Corporation**

49. If, in the opinion of Council, the Corporation fails to carry out its functions in a satisfactory manner or if Council otherwise determines such action to be in the best interests of the City, Council may resolve to dissolve the Corporation and or direct the Corporation to turn over the management and operation of the assets of the Corporation to the City and or its nominee and the Corporation shall forthwith comply with the direction.

#### **Bylaw Review**

50. This Bylaw and the enabling bylaw enacted by the City shall be reviewed by the Board of Directors before the expiration of two years from the date of their passage and thereafter at minimum intervals of four years.

51. The Board of Directors shall, following the review required pursuant to Section 50, submit a report of the review and recommendations for amendments, if any, to Council.
52. Notwithstanding Section 50, the Board of Directors may review the enabling bylaw enacted by the City and this bylaw and make recommendations to Council for amendment at any time should an issue arise which necessitates the need for review.
53. The Board of Directors will not amend the bylaws of the Corporation without the prior approval of Council.