

**BYLAW NO. 3-2012**

**A BYLAW OF THE CITY OF  
LLOYDMINSTER IN THE PROVINCES OF  
SASKATCHEWAN AND ALBERTA TO  
AMEND THE FUNCTIONS AND  
GOVERNANCE STRUCTURE OF THE  
LLOYDMINSTER FACILITIES CORP.**

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

That Bylaw 35-2010, entitled the Lloydminster Facilities Corp. bylaw is hereby amended as follows:

**Under Part III CREATION AND FUNCTIONS OF CORPORATION  
Function**

**Item 6 will be deleted and replaced with the following:**

6. The Corporation shall:

- (1) Set standards, rules, policies and procedures to ensure effective operation of the Corporation;
- (2) Conduct the affairs of the Corporation in a business-like fashion with due regard to best practices;
- (3) Produce and implement a strategy to effectively market any facilities under its control that will encourage new users and events to the facility.

**Under Part IV GOVERNANCE STRUCTURE**

**Board of Directors**

**Item 7 will be deleted and replaced with the following:**

7. The Corporation shall be governed by a Board of Directors composed of no fewer than one (1) and no more than five (5), all of whom shall be appointed by resolution of City Council on an annual basis.

**Item 8 will be deleted and replaced with the following:**

8. The Board shall be comprised of:

- (1) a minimum of one (1) and a maximum of two elected officials from the City of Lloydminster Council;
- (2) a minimum of three (3) and a maximum of four (4) City of Lloydminster staff members that are management staff;
- (3) a minimum of one (1) Saskatchewan resident;



(4) the majority of voting Board members shall be residents of the City of Lloydminster.

**Reporting Requirements**

**Item 11(2) shall be deleted in its entirety.**

**Schedule A of Bylaw 35-2010 shall be deleted and replaced with a new "Schedule A" which is attached hereto and forms part of this Bylaw.**

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

INTRODUCED AND READ a first time this 23<sup>rd</sup> day of January, 2012, A.D.

READ a second time this 23<sup>rd</sup> day of January, 2012, A.D.

READ a third time this 23<sup>rd</sup> day of January, 2012, A.D.



  
MAYOR

  
CITY CLERK

**Schedule "A" to Bylaw 3 - 2012**

**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:

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

**"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 of Lloydminster, 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;

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



Mayor  
City Clerk

**“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 any project that is undertaken by the Corporation;
  - (2) Set standards, rules, policies and procedures to ensure effective operation of the Corporation;
  - (3) Conduct the affairs of the Corporation in a business-like fashion with due regard to best practices;
  - (4) Produce and implement a strategy to effectively market any facilities under its control 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) acquire by purchase, lease, gift or any other means any real or personal property that it requires for the purposes of this Bylaw;
  - (2) dispose of by lease, sale or any other means any real or personal property that it no longer requires for its purposes;
  - (3) engage the services of any bank or credit union and to enter into agreements with any bank or credit union;
  - (4) 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;
  - (5) 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;
  - (6) make and adopt bylaws and policies to govern its own internal procedures and the governance and proper administration of its property affairs and interests;



- (7) 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;
- (8) 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;
- (9) 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
- (10) subject to any applicable statutory limitations, delegate in writing any power referred to in this Section to any Director of the Corporation.

## **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 five (5) voting members, all of whom shall be appointed by City Council.
9. The Board shall be comprised of:
  - (1) a minimum of one (1) and a maximum of two (2) elected officials from Council;
  - (2) a minimum of three (3) and a maximum of four (4) City of Lloydminster staff members who are management staff;
  - (3) a minimum of one (1) Saskatchewan resident;
  - (4) the majority of voting Board members shall be residents of the City of Lloydminster.

#### **Regular Appointments**

10. Commencing January 1, 2012, all Directors shall be appointed annually by resolution of Council.

#### **Term of Office**

11. Except for the elected officials from Council, appointments to the Board may be for any number of years, as long as the appointee remains a member of the City of Lloydminster management team.
12. 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.



Mayor  
City Clerk

**Vacancy**

13. Where a vacancy occurs among the Directors appointed, Council shall appoint a person to fill the vacancy.

**No Payment**

14. 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**

15. Directors 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**

16. A Member of the Board of Directors may be removed from office by a resolution of City Council.

**Corporation Officers**

17. At the first meeting of the Corporation each year 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 Vice-Chairperson, and a director to act as Secretary-Treasurer of the Corporation.
18. The Chairperson shall:
  - (1) preside at all meetings of the Board of Directors and at any general meeting of the Corporation;
  - (2) have such other powers and duties as may from time to time be assigned to him/her by the Board of Directors.





19. 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.

20. The Secretary-Treasurer shall:

- (1) File the minutes of the meetings of the Board of Directors;
- (2) Ensure that proper regulatory filings are complete and submitted; and
- (3) Perform other duties as requested by the Board of Directors.

**Governance Procedures**

21. The Board of Directors shall meet as required, and shall record the proceedings of any meetings held by producing minutes of the Board's proceedings in accordance with established rules of order.

22. Subject to Subsection 7(6), the Board of Directors shall establish and adopt its own policies and procedures to govern its internal procedures and meetings.

23. The Board of Directors will adopt the policies of the City of Lloydminster for a code of ethics, a code of conduct, and conflict of interest.

24. 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.

25. 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.

**Reporting Requirements**

26. 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 as required by projects the Corporation will undertake.



27. The Corporation shall submit the budget referred to in Section 26 to the City at such time as Council may from time to time advise.
28. Upon receipt of the budget, Council shall debate and approve the payment to the Corporation of such monies as required to fund the proposed budget or such other amounts and at such times as Council, in its sole discretion, directs.
29. 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**

30. 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**

31. 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.
32. 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**

33. 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**

34. 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**

35. This Bylaw and the enabling bylaw enacted by the City shall be reviewed periodically by the Board of Directors.
36. The Board of Directors shall, following the review required pursuant to Section (35) submit a report of the review and recommendations for amendments, if any, to Council.
37. Notwithstanding Section (35), 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.
38. The Board of Directors will not amend the bylaws of the Corporation without the prior approval of Council.

