

**TITLE: CAPITAL PLANNING REGION ORGANIZATION AND
PROCEDURES BY-LAW**

BY-LAW NUMBER: 1

INDEX

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The Board of Directors of the Capital Planning Region enacts as follows:

BY-LAW TITLE

This By-law shall be known as the Capital Planning Region Organization and Procedures By-law.

1 DEFINITIONS

In this By-law

- a) "Act" means *The Planning Act*, C.C.S.M. c. P80, as amended from time to time and any successor legislation.
- b) "Annual General Meeting" means a yearly meeting of the Board of Directors of the CPR as required by the CPR Regulation.
- c) "Board" means the Board of Directors of the CPR.
- d) "Board Meeting(s)" means a Regular Board Meeting, Annual General Meeting or Special Board Meeting of the Board of Directors but does not include a Public Hearing held by the Board of Directors.
- e) "Chair" means the Chair of the Board of the CPR as appointed by the Minister of Municipal Relations.
- f) "Closed Meeting" means a meeting of the Board or a portion of a meeting of the Board that has been closed to the Public.
- g) "Committee" means a committee created by the CPR which includes members of the Board of Directors of the CPR as established in accordance with this By-law.
- h) "CPR" means the Capital Planning Region as established in accordance with the Act and the CPR Regulation.
- i) "CPR Regulation" means the *Capital Planning Region Regulation #161/2022* as amended from time to time and any successor regulations.
- j) "Director(s)" means a member of the Board of Directors of the CPR appointed in accordance with the CPR Regulation.
- k) "Electronic Meeting" means attending a meeting remotely by being virtually present through means of electronic communication including, audio teleconference, video teleconference or the Internet.
- l) "Executive Director" means the Executive Director for the CPR as appointed by By-law or Resolution of the Board of Directors.
- m) "Point of Order" means the raising of a question by a Director to call attention to a departure from the rules detailed in this By-law.
- n) "Proponent" means an owner, applicant or representative who advocates for a proposal on a matter for which a Public Hearing is being held.
- o) "Public" means any person that is not a member of the Board of Directors of the CPR.
- p) "Public Hearing" means a forum to hear any person who wishes to make representation, ask questions, or register an objection as provided for in the Act or CPR Regulation, or any other act or regulation.
- q) "Question of Privilege" means all matters affecting the rights and immunities of the Board collectively or of its members individually.

- r) “Regular Board Meeting” means a meeting of the Board as detailed in Section 4 of this By-law.
- s) "Resolution" means a motion that is proposed or has been formally adopted in accordance with the CPR Regulation at a Board Meeting in accordance with this By-law.
- t) “Special Board Meeting” means a meeting of the Board as detailed in Section 5 of this By-law.
- u) “Vice-chair” means the Vice-chair of the Board of the CPR as appointed by the Minister of Municipal Relations.

Notation: Use of "they" in this By-law is to be interpreted in the context of a singular gender-neutral pronoun; or plural, as the case may be.

2 APPLICATION AND INTERPRETATION

- (1) This By-law shall govern Board Meetings and Public Hearings and shall be binding upon all Directors and regional member municipalities represented thereby.
- (2) To the extent that a procedural matter is not dealt with in the Act or this By-law, the Board may refer to Robert’s Rules of Order Newly Revised.
- (3) The procedural rules governing the Board shall be determined, in order of priority, by the application of the following:
 - a. the Act;
 - b. CPR Regulation and any other regulation in force from time to time governing the CPR;
 - c. this By-law and any other By-law of the CPR enacted from time to time; and
 - d. Robert’s Rules of Order Newly Revised.

3 MANDATE OF CPR

- (1) The mandate of CPR is to enhance economic and social development by improving and coordinating sustainable land use and development in the region through:
 - a. adopting a regional plan;
 - b. facilitating and promoting regional considerations in providing infrastructure and services;
 - c. leading the development of regional responses to the planning issues of its member municipalities; and
 - d. identifying and promoting opportunities for the regional member municipalities to cooperate in the cost-effective development of infrastructure and the provision of services on a regional basis.

4 ANNUAL GENERAL MEETING AND REGULAR BOARD MEETINGS

- (1) An Annual General Meeting of the Board will be held each year as part of the last Regular Board Meeting of that year.
- (2) Date, time and place of Regular Board Meetings for the next following year will be set each year at the Annual General Meeting and may subsequently be amended by Resolution of the Board.
- (3) All Annual General Meetings and Regular Board Meetings will be open to members of the Public except for any portion of the meeting that has been determined to be a Closed Meeting in accordance with this By-law.

5 SPECIAL BOARD MEETINGS

- (1) A Special Board Meeting may be called at any time by the Chair or by two (2) Directors by providing a written request to the Executive Director that provides at least seven (7) days' notice and includes the following:
 - a. the date and place of the Special Board Meeting;
 - b. an agenda for the Special Board Meeting that details the topics to be discussed; and
 - c. any available information relevant to the topics listed in the Special Board Meeting agenda.
- (2) Directors shall be given a minimum of 48 hours' notice of a Special Board Meeting;
- (3) Special Board Meetings shall not be open to members of the Public.
- (4) A Resolution may not be passed or adopted at a Special Board Meeting.
- (5) A Special Board Meeting or any Regular Board Meeting other than an Annual General Meeting may be held and duly constituted at any time without notice if all the Directors are present or, if absent Directors have waived notice or signified their consent in writing to the meeting being held in their absence.

6 ELECTRONIC MEETING

- (1) A Board Meeting or Public Hearing may be conducted in whole or in part by means of an Electronic Meeting.
- (2) The Executive Director shall establish practices and procedures for participation by Directors and the Public at an Electronic Meeting.
- (3) Directors must notify the Executive Director a minimum of forty-eight (48) hours prior to the Board Meeting or Public Hearing of their intent to participate virtually.
- (4) Directors attending a Board Meeting or Public Hearing as an Electronic Meeting shall be required to audibly indicate their presence and, provided that the Director attending electronically can hear and be heard by the other attendees, such Director will be recorded as being present and shall be entitled to vote as if they were attending the Board Meeting or Public Hearing in person.
- (5) A requirement in this By-law to meet at a specific place or to provide notice of the place of a meeting does not apply to a fully Electronic Meeting.
- (6) A Board Meeting or Public Hearing conducted wholly as an Electronic Meeting shall include sufficient information as to provide the Public with a means to electronically access the open session, if any, of such Electronic Meeting.

7 CLOSED MEETING

- (1) Subject to this Section, Annual General Meetings, Regular Board Meetings and Public Hearings shall be held openly and no person shall be excluded, except for misconduct.
- (2) The Board may by Resolution close all or part of a Board Meeting to the Public if the matter to be considered relates to:
 - a. an employee, including the employee's salary, duties and benefits and any appraisal of the employee's performance;
 - b. a matter that is in its preliminary stages and respecting which discussion in Public could prejudice the CPR's ability to carry out its activities or negotiations;
 - c. the conduct of existing or anticipated legal proceedings;

- d. the conduct of an investigation under, or enforcement of, the Act or a by-law of the CPR;
 - e. the security of documents or premises;
 - f. a report of the Ombudsman received by CPR; or
 - g. any other matter that the Board may in public session decide.
- (3) No one is permitted to be present during a Closed Meeting except for individuals whose presence is determined by the Chair to be reasonably necessary to assist the Board in its deliberations.
- (4) No Resolution or by-law may be passed at a Closed Meeting, except a Resolution to re-open the meeting to the Public.
- (5) All information, documentation, notes or deliberations received, reviewed, or taken in a Closed Meeting are confidential and must not be released to the Public or any individual not entitled to be present at the Closed Meeting except that a Board member may share information from a Closed Meeting with the Council of the regional member municipality that they represent, but only in a Closed Meeting of that Council.

8 QUORUM

- (1) A majority of the Directors of the Board appointed in accordance with the CPR Regulation constitutes a quorum at any Board Meeting and must include:
- a. the Chair or Vice-chair; and
 - b. the Director representing the City of Winnipeg.
- (2) If no quorum is present within fifteen (15) minutes after the time scheduled for a meeting, the meeting may be adjourned by the Chair.

9 EXECUTIVE DIRECTOR AND OTHER OFFICERS

- (1) The officers of the CPR shall consist of an Executive Director, who shall also act as the chief executive officer, and any such other officers as the Board of Directors may determine and appoint from time to time. Any two offices may be held by the same person. Officers need not be Directors.
- (2) The Executive Director and other officers of the CPR shall be appointed and removed by Resolution of the Directors.

10 DUTIES OF DIRECTORS, OFFICERS AND OFFICIALS

- (1) Duties of Directors
- a. The Directors shall manage, or supervise the management of, the business and affairs of the CPR.
 - b. Subject to the limitations provided in the Act, the Regulation and these By-laws, the Directors may delegate:
 - i. to a Committee of Directors, any of the powers of the Directors; and
 - ii. to the Executive Director and any other persons appointed as officers of the CPR, such duties and powers to manage the business and affairs of the CPR as the Directors may determine.
 - c. Every Director in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the CPR, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

(2) Duties of the Chair

- a. The Chair, or in the absence of the Chair, the Vice-chair shall:
 - i. open and adjourn Board Meetings and Public Hearings;
 - ii. chair Board Meetings and Public Hearings;
 - iii. preserve order and decorum in Board Meetings and Public Hearings;
 - iv. rule on all questions of procedure;
 - v. ensure that each Director who wishes to speak to a Resolution is granted the opportunity to do so;
 - vi. determine the speaking order when two or more Directors or others wish to speak;
 - vii. decide who, aside from Directors, may address the Board;
 - viii. encourage engagement and participation of all Directors; and
 - ix. facilitate open discussion and respectful debate.
- b. The Chair shall be a Director and have voting rights as a Director.
- c. The Chair will each year at two (2) separate Regular Board Meetings, place on the Closed Meeting agenda the following topics:
 - i. Board only – to discuss preparation of Executive Director annual performance evaluation; and
 - ii. Board only – to discuss results of Executive Director annual performance evaluation.

(3) Duties of the Vice-chair

- a. The Vice-chair shall chair Board Meetings or Public Hearings when the Chair is absent or unable to act as Chair, and shall have all the powers and responsibilities of the Chair under this By-law during the absence or incapacity of the Chair.
- b. The Vice-chair shall be a Director and have voting rights as a Director.

(4) Duties of the Executive Director

- a. The Executive Director shall:
 - i. report to the Board and provide the Board with information and advice with respect to the operation of the CPR;
 - ii. when requested, provide information and advice to the Chair and Board on procedural matters in Board Meetings or Public Hearings;
 - iii. prepare Board Meeting agendas in accordance with this By-law and any policies established by the Board;
 - iv. ensure minutes of the Board Meetings are accurately recorded;
 - v. review proposed policies to ensure compliance with this By-law;
 - vi. implement and enforce all orders and Resolutions of, and By-laws enacted by, the Board from time to time;
 - vii. appoint, promote, demote, suspend and terminate employees of the CPR; and
 - viii. perform the duties and the responsibilities as more specifically detailed in the Executive Director's job description as determined by the Board.
- b. All CPR staff shall report to the Executive Director who shall be the chief executive and

administrative head of the CPR and who shall administer its business and affairs in accordance with the Act, the CPR Regulation, the By-laws of the CPR, and with all policies and programs approved and established by the Board from time to time.

(5) Signing Authority

- a. All cheques, agreements, contracts and other instruments of the CPR shall be signed by:
 - i. the Chair or Vice-chair; or
 - ii. the Executive Director or such other officer or staff member of the CPR as is approved for that purpose by By-law or Resolution of the Board; or
 - iii. such person or persons as may be specifically approved for such purpose by Resolution of the Board from time to time.
- b. All By-laws of the CPR shall be signed by the Chair and:
 - i. the Vice Chair; or
 - ii. another person authorized by the Board.

11 COMMITTEES

- (1) The Board may by Resolution establish Committees which may be comprised of Board members and such other appointees as the Board deems appropriate.
- (2) The Board shall establish Terms of Reference for each Committee which shall include:
 - a. chair – who shall act as chair of the Committee;
 - b. quorum – what constitutes a quorum of the Committee;
 - c. membership – who is appointed to the Committee;
 - d. authority – what authority is delegated to the Committee;
 - e. purpose – what is the purpose of the Committee;
 - f. term – the end date for the Committee, if applicable; and
 - g. such other terms as the Board determines are applicable.
- (3) Committees may establish their own procedures for meetings in accordance with any Terms of Reference established by the Board.
- (4) Meetings of Committees need not be open to members of the Public.

12 CONFLICT OF INTEREST

- (1) A Director who:
 - a. has a reasonable belief that they have a direct or indirect pecuniary interest as defined in the CPR Conflict of Interest By-law, in a matter before the Board, or any Committee to which they are appointed; or
 - b. is a party to any material contract or proposed material contract with the CPR; or
 - c. is a director or an officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the CPR,

shall be deemed to be in a "Conflict of Interest".

- (2) Any Director deemed to be in a Conflict of Interest shall:
 - a. disclose in writing to the Board or request to have entered in the minutes of a Board Meeting the nature and extent of their Conflict of Interest;

- b. not attempt in any way, either before, during or after the meeting at which the matter subject to the Conflict of Interest is to be debated, to influence the voting on the matter; and
 - c. if present at the meeting, abstain from discussion or voting on any questions relating to the matter and remove themselves from the meeting room, or disconnect from the meeting if attending electronically, until the matter is concluded.
- (3) The disclosure required in Section 11(2) shall be made by the Director forthwith upon becoming aware of the Conflict of Interest, and in any event prior to any discussion or voting on any questions relating to the matter.
- (4) The minutes of the meeting shall indicate the declaration of disclosure, the time at which the Director left the room or disconnected electronically from the meeting, and the time the Director returned to the meeting.

13 CONDUCT OF BOARD MEETINGS

(1) Agenda for Regular Board Meeting

- a. The agenda for each Regular Board Meeting shall be prepared by the Executive Director and approved by the Chair.
- b. Order of the agenda for a Regular Board Meeting shall be as follows:
 - i. Call to order
 - ii. Adoption of agenda
 - iii. Adoption of minutes of previous Board Meeting
 - iv. Public Hearings
 - v. Business arising from previous Board Meeting
 - vi. Items for information only; consent agenda items
 - vii. New business – reports and recommendations
 - viii. Closed Meeting
 - ix. Adjournment

(2) The following applies to the preparation of a Regular Board Meeting agenda:

- a. all items to be placed on the agenda, whether initiated by the Executive Director or Directors, must be provided to the Executive Director at least fourteen (14) days prior to the scheduled time of the Board Meeting;
- b. an agenda shall be prepared by the Executive Director, in consultation with the Chair, and shall include:
 - i. all matters scheduled to that Regular Board Meeting by prior Resolution of the Board;
 - ii. matters of business which warrant and require discussion and debate and a decision of the Board;
- c. agenda items requiring a Resolution of the Board shall be accompanied by a report from the Executive Director that includes an analysis of the issue, options and a recommendation;
- d. in establishing the agenda, the Executive Director may establish a specific time for the introduction of and debate of any agenda item;
- e. the Regular Board Meeting agenda shall, together with copies of supporting materials for each agenda item, be distributed to Board members via email a minimum of one (1) week in advance of the scheduled time of the Regular Board Meeting;

- f. the Regular Board Meeting agenda must be published to the CPR website at least three (3) business days before each Regular Board Meeting; and
 - g. at any Regular Board Meeting, prior to adoption of the agenda, additional agenda items may be added by the Board, provided that only items considered to be of a time sensitive nature needing approval prior to the next Regular Board meeting may be added.
- (3) The following applies to the Closed Meeting agenda:
- a. Closed Meeting section of the agenda is meant to serve to discuss any matter which fits the criteria for a Closed Meeting as listed in this By-law;
 - b. through the Chair or Executive Director, a Director may request at least fourteen (14) days in advance of the Regular Board Meeting an item be added to the Closed Meeting section of the agenda and the request must be accompanied with rationale and reference to the applicable criteria for a Closed Meeting in this By-law; and
 - c. if an emerging matter is identified during a Regular Board Meeting as falling within the criteria for a Closed Meeting in Subsection 7(2) of this By-law, such item may be added to the Closed Meeting portion of the agenda either by the Chair or by Resolution of the Board.
- (4) The order of business to adopt the agenda at any Board Meeting shall be consideration of the proposed agenda and adoption of it, subject to;
- a. approval of the consent agenda, and
 - b. any amendment that the Board may approve to add or delete items to the agenda.
- (5) After adoption of the agenda, the Board may alter the order of the items on the agenda, by vote, for convenience of the meeting.

14 CONSENT AGENDA

- (1) The proposed consent agenda for each Board Meeting shall be prepared by the Executive Director and approved by the Chair.
- (2) The proposed consent agenda shall include:
 - a. all information-only items that do not require discussion, debate or a decision by the Board;
 - b. it is understood and expected that all Directors will have reviewed and are familiar with the consent agenda items prior to the commencement of each respective Regular Board Meeting;
 - c. should a Director wish to transfer an item from the consent agenda to an item of new business on the agenda, such requests must be made during a Regular Board Meeting and prior to approval of the consent agenda and are not subject to debate;
 - d. items transferred from the consent agenda to new business on the agenda will be placed for discussion following the last substantive agenda item of the regular agenda and subject to the planned/scheduled adjournment of the meeting; and
 - e. correction to any items contained within the consent agenda should be raised and recorded when the approval Resolution for the consent agenda is before the Board.

15 CONDUCT OF PUBLIC HEARINGS

- (1) Board Members sitting at a Public Hearing constitute an impartial body that must consider all sides of the merits of the application in a Public forum before making a decision. Contact with members of the Public, including the Proponent, outside of the Public Hearing forum to discuss matters related to the application is not permitted.

- (2) A Public Hearing may be conducted in whole or in part as an Electronic Meeting.
- (3) The Board shall establish a policy that details practices and procedures for the conduct of a Public Hearing as an Electronic Meeting in whole or in part.
- (4) A Public Hearing conducted wholly as an Electronic Meeting shall include sufficient information as to provide the Public with a means to electronically access the Electronic Meeting.
- (5) All members of the Public wishing to speak at a Public Hearing should register with the Executive Director prior to the Public Hearing. Names of registered speakers for a Public Hearing will not be released to the Public prior to the Public Hearing.
- (6) To open a Public Hearing, the Chair shall declare the Public Hearing in session, state the purpose of the Public Hearing and outline Public Hearing procedures.
- (7) The Executive Director, or their delegate, shall introduce the application, Resolution or By-law and shall briefly state the intended purpose. Staff presentations, if required, shall follow the introduction of the application, Resolution, or By-law.
- (8) The order for members of the Public to speak at Public Hearing under the Act shall be as follows:
 - a. the Proponent;
 - b. members of the Public in support of the application;
 - c. members of the Public opposed to the application; and
 - d. members of the Public wishing to provide information.

Following such presentations, the Proponent may speak in rebuttal to address any matter raised by the previous speakers but may not provide new information unless it addresses a matter raised by the previous speakers.

- (9) In each category set forth in Subsection 15(8), the Chair shall call upon those persons who have registered with the Executive Director to speak first, followed by those persons at the Public Hearing who have not registered with the Executive Director but who wish to address the Board.
- (10) Presentations by the Public may be made orally, in writing, or both and may be accompanied by a video presentation, which must be submitted to the Executive Director at least ninety-six (96) hours prior to the scheduled time of the Public Hearing. Presentations shall be limited to ten (10) minutes in length unless there is consent by the Chair to extend the allotted time, after which the Board may wish to ask questions. All questions must be directed through the Chair.
- (11) The Chair may decide which presentations will be heard if they are satisfied that presentations are the same or similar. The Chair may decline to hear further presentations, questions or objections where the Chair is satisfied that the presentation deals with duplicative information and does not present any new information for Board consideration.
- (12) The Chair may require any member of the Public who, in the opinion of the Chair, is conducting themselves in a disorderly or improper manner to leave the Public Hearing and, if that person fails to do so, may cause that person to be removed.
- (13) If a Public Hearing is adjourned to continue on another date, the Board shall provide a public notice of the date, time and place of continuation of the Public Hearing, unless that information is announced at the adjournment. The Board shall not receive any additional submissions in relation to the subject matter until it reconvenes the Public Hearing.
- (14) Following Public presentations, the Chair shall declare the Public Hearing closed. Once the Public Hearing is closed, the Chair shall advise that no further information on the matter shall be received by the Board. Debate concerning matters raised at the Public Hearing shall take place after the Public Hearing is closed. The Board may then make a decision with respect to the application, Resolution or By-law.

16 PROCEDURE FOR BOARD MEETINGS AND PUBLIC HEARINGS

- (1) All questions and debate at a Meeting or Public Hearing of the Board shall be directed through the Chair.
- (2) The Chair may participate in debate on any matter before the Board by relinquishing the chair to the Vice-chair.
- (3) The Chair may make a Resolution on any matter on the agenda but before doing so the Chair must relinquish the chair to the Vice-chair until the vote on the Resolution has been taken. The Vice-chair, while acting in the role of the Chair, may participate in debate by relinquishing the chair. In this circumstance the Board will by Resolution appoint a Director to chair the Board Meeting or Public Hearing until a vote on the Resolution has been taken.
- (4) Items that are on the agenda and do not have a recommended Resolution may be discussed by the Board at the discretion of the Chair.
- (5) Question of Privilege and Point of Order
 - a. A Director who is speaking may only be interrupted by another Director on:
 - i. a Question of Privilege; or
 - ii. a Point of Order.
 - b. The Director who is speaking when a Point of Order or Question of Privilege is raised shall cease speaking immediately.
 - c. The Chair may grant permission:
 - i. to the Director raising the Point of Order or Question of Privilege to explain the issue briefly; and
 - ii. to the Director who was speaking to respond briefly, but otherwise, a Point of Order or Question of Privilege is not debatable or amendable.
 - d. The Chair must rule on a Point of Order or Question of Privilege and no vote will be taken unless there is a challenge by a Director to the ruling.
- (6) Challenging the Ruling of the Chair
 - a. Any Director may challenge the ruling of the Chair on a Point of Order or Question of Privilege and state the terms of the challenge.
 - b. When there is a challenge to the ruling of the Chair, all further debate shall cease until the challenge has been dealt with by the Board.
 - c. If a ruling of the Chair is challenged, the Chair shall briefly state the reasons for the Chair's ruling and then put the question to the Board.
 - d. The Board shall decide the challenge, by vote, without debate.
 - e. The decision of the Board on the challenge is final.

17 MAINTAINING ORDER IN BOARD MEETINGS AND PUBLIC HEARINGS

- (1) Maintaining order in Board Meetings and Public Hearings – Board of Directors
 - a. The Chair may call to order any Director who is out of order.
 - b. A Director who is called to order must cease talking or otherwise engaging in the activity specified by the Chair in the call to order.
 - c. When a Director has been called to order but persists in breaching the order of the Board, the Chair may name the Director and declare the offence.
 - d. The Executive Director shall ensure the offence is noted in the minutes.

- e. If a Director who has been named apologizes to the Board and withdraws the offensive statement or action, then the Chair may direct that the notation of the offence be removed from the minutes.
- f. A Director who is called to order or named may immediately thereafter challenge the ruling of the Chair and state the terms of the challenge.
- g. When there is a challenge to the ruling of the Chair, all further debate shall cease until the challenge has been dealt with by the Board.

(2) Maintaining order in Board Meetings and Public Hearings – The Public

- a. No person present at a Board Meeting or Public Hearing shall cause any disturbance, interrupt any speaker or interfere with the action of the Board.
- b. The Chair may call to order any person who has created a disturbance and may expel that person from the Board Meeting or Public Hearing.

18 RULES FOR RESOLUTIONS

(1) Resolutions

- a. Unless the Board agrees otherwise by vote, a Resolution to be made at a Board Meeting must be given to the Executive Director in writing at least fourteen (14) calendar days before the Board Meeting at which the Resolution is to be considered.
- b. When the Board decides to form a view on a specific issue it does so by formally debating and adopting a Resolution that expresses the majority view of the Directors. To arrive at a decision, first a Resolution is placed before the Board inviting the Directors to determine their position with regard to the issue.
- c. All Resolutions require a Director to move the Resolution and a separate Director to second the Resolution.
- d. No Resolution shall be debated or put to a vote unless it is seconded.
- e. Withdrawal of Resolution:
 - i. The mover may request withdrawal of a Resolution after it has been seconded, but prior to being voted on.
 - ii. The request for withdrawal of a Resolution is not debatable.
 - iii. The request for withdrawal of the Resolution is subject to objections. If there are no objections, the Resolution is then withdrawn and is not recorded in the Board Meeting or Public Hearing minutes. If there is an objection a vote on the Resolution is then required.
- f. Tabling Resolution
 - i. If a Director feels that the decision and vote on a Resolution needs to be delayed for whatever reason, the Director can move to table the Resolution.
 - ii. A Director must be recognized by the Chair in order to move a tabling Resolution.
 - iii. A tabling Resolution requires a seconder and must indicate a specific date or period of time for which the Resolution is to be tabled.
 - iv. The debate permitted in respect of a tabling Resolution shall be limited in substance the duration of the tabling period.
- g. The Board shall consider only one Resolution at a time.
- h. When a Resolution has been made and is being considered, no Director may make any

other Resolution except:

- i. to amend the Resolution; or
 - ii. to table the Resolution.
- i. Reconsidering a Resolution

The Board shall not reconsider or rescind a Resolution within one (1) year after it is adopted unless:

- i. no irrevocable action has taken place as a result of the decision; and
- ii. at the same meeting at which the Resolution is passed, all the Directors who voted on the original Resolution are present; or
- iii. a Director gives written notice to the Chair, from at least one Regular Board Meeting to the next Regular Board Meeting, of a proposal to reconsider and/or rescind the Resolution.

(2) Amendments to Resolutions

- a. The Chair shall allow only one amendment to any Resolution at a time;
- b. Only one amendment at a time shall be presented to the main Resolution. When the amendment has been disposed of, another may be introduced. All amendments must relate to the matter being discussed in the main Resolution and shall not so substantially alter the Resolution so as to change the basic intent or meaning of the main Resolution. The Chair shall rule on disputes arising from amendment.
- c. The Board must vote on any amendment before voting on the main Resolution.
- d. When an amendment is on the floor, the Board may debate only the merits of the amendment and shall not debate the merits of the Resolution to which it is applied.
- e. The Chair shall not put the main Resolution under debate to a vote until all amendments to it have been put to a vote of the Board.
- f. Once all amendments to the main Resolution have been voted on, the Chair shall put forth the main Resolution under debate to the Board for a vote, incorporating the amendments that have been passed by the Board.

19 NOTICE OF RESOLUTION

- (1) Prior to the Board adjourning a Regular Board Meeting, Directors will be given an opportunity to bring a notice of Resolution by reading into the minutes the notice of Resolution and by providing the Executive Director with a written copy of the notice.
- (2) A notice of Resolution given at one Regular Board Meeting will automatically appear on the agenda of the next Regular Board Meeting.
- (3) A notice of Resolution cannot be made at a Special Board Meeting.
- (4) A Resolution on notice is not debatable until a Board member moves the Resolution.

20 RECORDED VOTES

- (1) Any time before a vote is taken by the Board, a Board member may request that the vote be recorded.
- (2) When a vote is recorded, the minutes must indicate which Board member requested the recorded vote and list the Directors voting for or against the Resolution.

21 VOTING

- (1) Each Director has one vote on any decision of the Board.
- (2) A Director's vote must be clearly visible or audible by other Directors and members of the Public, regardless of the meeting method or platform used. The vote may be delivered verbally, by raising a hand, by raising clearly identified voting cards, or by electronic means.
- (3) Subject to Subsection 21(4) of this By-law, a Resolution will be carried when it is supported by a majority of Directors who are present at a Board Meeting.
- (4) The Directors who approve any decision of the Board must together represent regional member municipalities that collectively have at least fifty percent (50%) of the population in the CPR as shown by the most recent census taken and available under the *Statistics Act* (Canada).
- (5) Notwithstanding section 117 of *The Corporations Act*, no Director shall be deemed to have consented to or voted in affirmative on any matter unless such Director expressly voted in favour of such matter in accordance with Subsection 21(2) above.

22 ADJOURNING THE MEETING

- (1) When the Chair is satisfied that all the business and purposes of a meeting have been addressed, the Chair may adjourn the meeting or request a Resolution to adjourn the meeting.