

# ESTABLISHMENT OF WALPOLE-WAWKEN VETERINARY SERVICES BOARD

## RURAL MUNICIPALITY OF WAWKEN NO. 93

### BYLAW NO. 01/2023

#### A BYLAW TO REGULATE THE OPERATIONS OF THE BOARD

The Council of the Rural Municipality of Wawken No. 93 in the Province of Saskatchewan enacts as follows:

#### PART I – INTERPRETATION

##### 1. Short Title

1.1 This bylaw may be cited as “The Vet Board Bylaw”.

##### 2. Purpose

2.1 The purpose of this bylaw is to establish clear, transparent, consistent, and accessible procedures to follow for conducting business of the Board for the Walpole-Wawken Veterinary Services Inc corporation.

##### 3. Definitions

3.1 In this bylaw:

- a) **“Adjourn”** means to suspend meeting proceedings to another time or place;
- b) **“Agenda deadline”** means the time established in subsection 10.6 of this bylaw;
- c) **“Amendment”** means an alteration to a main motion by substituting, adding or deleting a word or words without materially altering the basic intent of the motion;
- d) **“Board”** means the Walpole-Wawken Veterinary Services Board, comprised of the members set forth under subsection 6 of this bylaw;
- e) **“Board Officer”** means an individual who is a Director of the Board and holds an elected office of the Board, as defined under section 7 of this bylaw;
- f) **“Chair”** means a person who has the authority to preside over a meeting;
- g) **“Corporation”** means the Walpole-Wawken Veterinary Services Inc. corporate entity which the Walpole-Wawken Veterinary Services Board under this bylaw oversees and directs, and in which each member municipality has an interest;
- h) **“Director”** means a member of the Board who has been appointed by a member municipality;
- i) **“Member municipality”** means a municipality which is authorized to participate in the Board according to the regular membership of that municipality under Part II of this bylaw;
- j) **“Motion”** means a formal proposal placed before a meeting of the Board to be debated to a conclusion;
- k) **“Mover”** means a person who presents or proposes a motion or amendment;
- l) **“Order of business”** means the list of items comprising the agenda and the order in which those items appear on the agenda;
- m) **“Point of order”** means the raising of a question by a member in a meeting claiming that the procedures of the meeting or of an individual Board member are contrary to the procedural rules or practices;
- n) **“Point of privilege”** is the raising of a matter by a member which occurs while the Board is in session, where:
  - i. The rights, privileges, decorum, or dignity of the Board collectively or the rights and privileges of a member individually have been affected; or
  - ii. When a member believes that another member has spoken disrespectfully toward them or the council; or
  - iii. When a member believes their comments have been misunderstood or misinterpreted by another member or members; or
  - iv. When a member believes that comments made by the member outside the council chamber have been misinterpreted or misunderstood by the community, the public, or the news media in order to clarify their position;
- o) **“Point of procedure”** means a question directed to the person presiding at a meeting to obtain information on the rules or procedures bearing on the business at hand;
- p) **“Quorum”** means a simple majority of voting members, inclusive of the Board Chairperson, as per section 11 of this bylaw;

- q) **"Recess"** means an intermission or break within a meeting that does not end the meeting, and after which proceedings are immediately resumed at the point where they were interrupted;
- r) **"Resolution"** means a formal determination made by the Board based on a motion duly placed before a regularly constituted meeting or a special meeting of the Board for debate and decision and is duly passed;
- s) **"Secretary/Treasurer"** means the member of the Board which is appointed by the Directors to conduct the administrative and secretarial duties as defined under section 8 of this bylaw;
- t) **"Special meeting"** means a meeting other than a regular scheduled meeting called pursuant to Part IV of this bylaw;
- u) **"Unfinished business"** means business which has been raised at the same meeting or a previous meeting and which has not been completed;

## **PART II – MEMBERSHIP**

### **4. MEMBERSHIP**

- 4.1 There will be one (1) class of regular membership determined by membership interest.
- 4.2 Membership shall only be issued to participating Municipalities with each Municipality being entitle to the designated membership viz its 2 appointees. Each Municipality is entitled to one vote.
- 4.3 The participating Municipalities and their respective membership is as follows:
  - a) The Rural Municipality of Walpole No. 92; and
  - b) The Rural Municipality of Wawken No. 93.

### **5. WINDING UP**

- 5.1 In the event of the dissolution of the Corporation, its remaining assets shall, after payment of liabilities, be transferred to the member municipalities in equal share.

## **PART III – BOARD MEMBERS**

### **6. BOARD MEMBERS**

- 6.1 The Walpole-Wawken Veterinary Services Board shall consist of:
  - a) four (4) Directors, comprised of two (2) appointees appointed by each member municipality; and
  - b) one (1) Secretary/Treasurer appointed by the Directors, as per section 8 of this bylaw.

### **7. BOARD OFFICERS**

- 7.1 The Officers of the Board shall be as follows:
  - a) Chairperson;
  - b) First Vice-Chairperson;
  - c) Any other such officers as may be determined by the Board.
- 7.2 The duties of the Officers of the Board shall be as follows:
  - a) Chairperson
    - i. Preside as Chair at all Board meetings
    - ii. Communicate regularly with the Secretary/Treasurer with regards to such matters as Board meetings, agendas, and other relating matters
    - iii. Perform such other duties as may be determined by the Board
  - b) First Vice-Chairperson
    - i. Have all the powers and preform all the duties of the Chairperson in the absence of the Chairperson
    - ii. Perform such other duties as may be determined by the Board
- 7.3 Officers shall be elected from the Directors of the Board at the annual meeting of the Board.
- 7.4 If a Board Officer should vacate their position, their successor may be elected at any regular meeting or special meeting of the Board, called for that purpose, and shall hold office for the unexpired portion of the term.

### **8. SECRETARY/TREASURER**

- 8.1 The Secretary/Treasurer shall be considered a single, joint position held by one member.
  - a) This member shall not be considered a Director of the Board;

- b) This member must not be a current Director;
  - c) This member shall be an Administrator from one of the member municipalities;
  - d) The Secretary/Treasurer will be appointed by the Directors.
- 8.2 The duties of the Secretary/Treasurer shall be as follows:
- a) Serve notice of all meetings, in accordance with subsection 10.2 of this bylaw
  - b) Keep a record of all proceedings of Board meetings
  - c) Receive and attend to all correspondence of the Board
  - d) Have custody of all minutes, records, and documents of the Board and make them available to all Directors upon request
  - e) Maintain an attendance record of those attending all meetings of the Board
  - f) Present to the Board a financial report of receipts and expenditures of the Corporation
  - g) Make arrangements for investments in accordance with a Board resolution
  - h) Develop accounting procedures to ensure proper control of revenues and expenditures of the Corporation
  - i) Perform such other duties as usually pertain to the office or are assigned by the Board.

## **9. REMUNERATION**

- 9.1 No Director shall directly or indirectly secure any profit from their position as a Director, provided that:
- a) they may be paid reasonable expenses incurred by them in the performance of their duties; and that,
  - b) the expenses be approved by a Resolution of the Board.
- 9.2 The Secretary/Treasurer shall be remunerated for their services according to a Resolution of the Board.

## **PART IV – MEETINGS**

### **10. BOARD MEETINGS**

- 10.1 The annual meeting of the Board shall be held in December of each year.
- 10.2 The Secretary/Treasurer shall ensure that the Directors have at least forty-eight (48) hours notice for regular meetings.
- a) The directors are responsible for notifying the Secretary of any changes in address for the purpose of receiving notice.
- 10.3 Special Meetings of the Board may be called by the Chairperson or Secretary/Treasurer.
- 10.4 The Normal order of business for regular meetings shall be as follows:
- a) Call to Order
  - b) Adoption of Minutes
  - c) Correspondence
  - d) Financial Report
  - e) Old Business
  - f) New Business
  - g) Adjournment
- 10.5 Subject to regulations, every Director who is present at the meeting shall be entitled to vote on all questions.
- 10.6 All reports, communication from the public, requests, or any other material intended for inclusion in a Board meeting agenda must be received by the Secretary/Treasurer no later than forty-eight (48) hours prior to the meeting.

### **11. QUORUM**

- 11.1 A quorum for a meeting shall consist of a simple majority of voting members, inclusive of the Chair.
- 11.2 No business shall be conducted without a quorum.
- a) Although no meeting shall be held without a quorum in attendance, vacancies on the Board do not prevent the remaining Directors from acting and conducting the business of the Corporation.

## **PART V – BOARD AUTHORITY AND RESPONSIBILITY**

### **12. BOARD AUTHORITY AND RESPONSIBILITY**

- 12.1 Subject to any limitations of its authority imposed by acts or legislation and regulations

thereunder, the Board shall have final authority in all matters relating to the Corporation and shall be responsible for all aspects of the control, management, and operation of the Corporation. More specifically, and without restricting the generality of the foregoing, the Board shall be responsible for:

- a) Recommending to the member municipalities any amendments to this bylaw that the Board deems appropriate;
- b) Adoption of suitable policies and procedures, and the establishment of a plan of organization;
- c) Being alert to changing needs of the community with respect to veterinary medicine;
- d) Enforcement of business-like management in the financial affairs of the Corporation by providing for the sound administration of funds;
- e) Designation of a bank or other financial institution by Resolution of the Board where monies of the Corporation shall be deposited and through which financial transaction shall be conducted, and the appointment of appropriate signing authority for the Corporation; and
- f) Ensuring that no Director of the Board uses their affiliation with the Corporation for their own financial gain.

### 13. AUDITOR

- 13.1 An independent auditor may be appointed by the Board at its discretion, according to a Resolution of the Board.
- 13.2 An Auditor shall be appointed by the Board at a minimum of one (1) time every five (5) years.
- 13.3 The Auditor shall not be a Director on the Board.
- 13.4 The Auditor shall be a recognized, licenced audit firm.

### 14. YEAR-END

- 14.1 The fiscal year end of the Board shall end December 31<sup>st</sup> of each year.
- 14.2 The Secretary/Treasurer shall maintain and present an annual Financial Report to the Board, as per their duties under subsection 8 of this bylaw.
- 14.3 The financial affairs of the Corporation shall be audited at the discretion of the Board, as per section 13 of this bylaw.

## PART VI – MISCELLANEOUS

### 15. COMING INTO FORCE

- 15.1 This bylaw shall take effect on the day of the final passing thereof.



(Reeve Signature)

(Administrator Signature)

Section 81.1 of *The Municipalities Act*

Read a third time and adopted

this 5th day of January, 2023.

(Administrator Signature)

Certified true copy of the original minutes passed by resolution of Council on the 5<sup>th</sup> day of January, 2023.

Administrator

