

By-Law No. 1 for Northumberland County Housing Corporation

A by-law relating generally to the conduct of the business and affairs of Northumberland County Housing Corporation (herein called the “**Corporation**”).

Be It Enacted as a by-law of the Corporation as follows:

Article 1– Interpretation

1.1 In this by-law, unless the context otherwise requires:

“**Act**” means the Business Corporations Act, RSO 1990, c. B.16, as amended together with the regulations made pursuant thereto and any statute or regulations that may be substituted thereof, as the same may be amended replaced or re-enacted from time to time;

“**Board**” means the board of directors of the Corporation;

“**By-law**” means the board of directors of the Corporation;

“**Code of Conduct**” for Local Boards” means Code of Conduct for Local Boards, adopted by County Council Resolution 2019-02-20-28, as amended, replaced or re-enacted from time to time;

“**Corporation**” means Northumberland County Housing Corporation;

“**County**” means the Corporation of the County of Northumberland;

“**Director**” means a member of the Board;

“**Electronic Participation**” means participation in a meeting by telephone, video, or audio conferencing, or other interactive methods whereby meeting participants can hear and be heard by all participants;

“**Gifts and Benefits**” means the definition prescribed to them under Code of Conduct for Local Boards, and the Code of Conduct for Members of County Council, both adopted by County Council Resolution 2019-02-20-28, as amended from time to time, including any successor policies.

“**Housing Services Act, 2011**” means the *Housing Services Act, 2011* SO 2011, c.6 Sched. 1, as amended, and the regulations thereunder, as the same may be amended replaced or re-enacted from time to time.

“**Hybrid Meeting**” means a meeting that is held in a physical location with an added virtual component. This meeting format enables participants to attend a

meeting in-person, or virtually from their remote locating using a device that is supported by an internet connection; and

“Interest” shall be interpreted in a manner consistent with the *Municipal Conflict of Interest Act*, RSO 1990, c. M.50, as amended or as may be re-enacted from time to time and any successor thereto.

“Members of the Public” means individuals not employed by the County, members of Northumberland County Council, members of local councils, and/or Officers of the Corporation.

“Municipal Act, 2001” means *Municipal Act, 2001*, SO 2001, c. 25, as amended, and the regulations thereunder, as the same may be amended replaced or re-enacted from time to time.

“Notice” means written or electronic notice in the form and manner specified with this By-law;

“Officers” are those individuals appointed as Officers of the Corporation by the Board of Directors, in accordance with the Act.

“Recorded Address” means in the case of a shareholder, an address as recorded in the Shareholder’s Register; and in the case of a Director, Officer, auditor or member of a committee of the Board, his/her latest address recorded in the records of the Corporation;

“Related Service Manager,” in relation to the Corporation, shall have the meaning assigned to it in section 24 of the *Housing Services Act, 2011*. and

“Service Manager” means the municipality, agency, board or commission designated as a service manager, for the County of Northumberland, under subsection 11(1) of the *Housing Services Act, 2011*.

“Shareholder” means the entity that owns shares of the Corporation, as defined by the *Business Corporations Act, 1990* (OBCA).

“Transparency Disclosures” means the disclosure form prescribed under the Code of Conduct for Local Boards, and the Code of Conduct for Members of County Council, both adopted by County Council Resolution 2019-02-20-28, as amended from time to time, including any successor policies.

- 1.2 In this by-law, where the context requires, words implying the singular include the plural and vice versa, and words implying gender have, wherever possible, remained gender neutral. In instances where this is not the case, no gender is implied.

- 1.3 Save as aforesaid in Sections 1.1 and 1.2, all the words and terms appearing in this By-law shall have the same definitions and application as in the Act.
- 1.4 In the event of a conflict between the provisions of this By-law and any other by-law of the Corporation, except a by-law amending or repealing all or any part of this By-law, the provisions of this By-law shall prevail.

Article 2 – Registered Office and Seal

- 2.1 The Shareholder may from time to time fix the municipality or geographic township in Ontario in which the Corporation's registered office is located. The Directors may from time to time by resolution fix the location of the registered office within such municipality or geographic township.
- 2.2 The Corporation may have a corporate seal that shall be adopted and may be changed by resolution of the Board.

Article 3 – Directors

- 3.1 Composition – The Board shall consist of a maximum of thirteen (13) individuals, which shall have a minimum of six (6) Members of the Public. Within this Board composition, there shall be two (2) members of Northumberland County Council and one (1) County staff person.
- 3.2 Qualifications – No person shall be qualified for election or appointment as a Director if they are less than 18 years of age; if they are of unsound mind and have been so found by a court in Canada or elsewhere; if they are not an individual; or if they have the status of a bankrupt.
- 3.3 Election and Terms
 - (a) Directors serve at the pleasure of the Shareholder and the term of any Director will be set by the Shareholder at the time of appointment.
 - (b) Subject to Section 3.3(a):
 - (i) Each term for a Director shall be four (4) years;
 - (ii) The Board term will align with the term of Northumberland County Council;
 - (iii) Subject to Section 3.3(b)(iv) below, a Director may be appointed for a maximum of two consecutive terms as determined by County Council; and
 - (iv) Following the fulfillment of two (2) consecutive terms, a Director may apply to County Council for, and County Council may approve

at its sole discretion, a further appointment to serve an additional sunset term for up to an additional two (2) years as Director.

- (c) The election of Directors shall take place at the annual meeting of the shareholder. The election shall be by resolution.
- (d) If an election of Directors is not held at the proper time, the incumbent Directors shall, despite anything to the contrary in this Section, continue in office until their successors are elected by the Shareholder.
- (e) Those Directors whose terms are not renewed shall be deemed to have resigned on the start date of the new Directors as specified by County Council, or as otherwise specified by County Council.

3.4 Resignation - A Director may resign from office upon giving a written resignation letter to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation letter, whichever is later.

3.5 Removal

- (a) The Shareholder may, by ordinary resolution passed at a meeting of the Shareholder, remove any Director or Directors from office before the expiration of their respective terms and may, by a majority of the votes cast at the meeting elect any person in their place for the remainder of their term or for such other term as it may specify.
- (b) If a Director is absent for three (3) consecutive meetings of the Board without approval from the Board Chair or Secretary, the Director will be removed from the Board.

3.6 Vacating of Office – A Director ceases to hold office when they die, resign, are removed from office by the Shareholder or becomes disqualified to serve as a Director.

3.7 Vacancies - Where a vacancy occurs on the Board, the Shareholder may appoint a new Director to fill the vacancy for the remainder of the term and shall consider any recommendation of the Board.

Article 4 – Meeting of Directors

4.1 Regular Meeting – The Board may appoint a day or days in any month or months for regular meetings at a place and time to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings except where the Act requires.

- 4.2 Electronic Participation at Board Meetings – All Directors may participate by means of audio/visual or audio electronic communication devices, under the following circumstances:
- (a) Directors shall provide advance notice to County staff of their intent to participate electronically, and wherever possible no later than 12 hours prior to the scheduled meeting time.
 - (b) Directors participating electronically shall be counted for the purpose of determining quorum.
 - (c) A Director participating electronically shall always have their camera on when using conference meeting technology, unless they are participating using only audio means (e.g. telephone).
 - (d) A Director participating electronically shall verbally advise the Chair when they leave the meeting, either on a temporary or permanent basis. If returning to the meeting, the Director shall verbally notify the Chair when they arrive. A Director participating electronically will be considered to have left the meeting when they are no longer connected to the meeting.
 - (e) Electronic participation shall be permitted in open and closed sessions of the meetings. Members participating electronically in a closed session must be alone in a private room so that no other individual is privy to the meeting discussion and information. Reasonable measures should be taken to ensure that the internet connection is secure and not publicly accessible. Members are advised to wear a headset if possible.
 - (f) in the case of an interruption in the virtual connection to the Directors(s) participating electronically, the Board will recess to a maximum of 15 minutes until it is determined whether the connection can be re-established. If communications are not re-established, the meeting will resume without the electronic participant(s), provided there is quorum.
- 4.3 Hybrid Board Meetings – Directors may participate electronically for any reason. The General Manager and County Staff are expected to attend meetings in person, unless otherwise approved by the Chair.
- 4.4 Chair's Determination - Notwithstanding anything to the Contrary in Sections 4.3 or 4.4 of this By-law, or in the Act - the Chair may decide that a meeting of the Board will take place in-person only (no electronic participation option for Directors) and provide advance notice, to the extent possible of any such requirement.
- 4.5 First Meeting of New Board – Each newly elected Board may, without Notice, hold its first meeting provided that a quorum of Directors is present.

- 4.6 Quorum – A majority of the Directors constitutes a quorum at any meeting of the Board.
- 4.7 Calling of Special Meeting
- (a) Special Meetings of the Board shall be held and called by the Chair, if deemed to be of a time-sensitive nature.
 - (b) Special Meetings may also be called by any two (2) other Directors if deemed to be of a time-sensitive nature, through request of the Chair or the Secretary.
 - (c) A quorum of Directors must be in attendance in order for the meeting to take place.
 - (d) Notice of every Special Meeting so called shall be given to each Director not less than forty-eight (48 hours), excluding any part of a Sunday and of a holiday as defined in the *Legislation Act, 2006*, SO 2006, c. 21, Sched F, as amended prior to the time when the meeting is to be held, except that no Notice of meeting shall be necessary if all the Directors are present except when a Director is present for the expressed purpose of objecting to the transaction of any business at the meeting on the grounds that the meeting was not lawfully called; or if those Directors have waived Notice of or otherwise signified their consent to the holding of such meeting.
- 4.8 At the first meeting of a newly elected Board, the most senior Director or such other Director as is acceptable to the Board shall call upon the Board to elect one of its members to serve as Chair.
- 4.9 Any Director shall be entitled to stand for election as Chair, or to nominate a Director to serve as Chair, and may accept or decline any nomination to serve as Chair. The position of Chair shall be determined by acclamation or by majority vote of the Board.
- 4.10 Notwithstanding Sections 4.8 and 4.9, where the County has specified that a Director shall serve as Chair by resolution, that Director shall serve as Chair.
- 4.11 Once the Chair has been determined, the Chair shall call upon the Board to elect one of its members to serve in each of the positions of Vice-Chair, Treasurer and Secretary of the Board. Sections 4.9 and 4.10 apply, with necessary modifications, to the election of a Vice-Chair, Treasurer and Secretary.
- 4.12 Chair – the chair of any meeting of the board shall be:
- (a) The Chair, or the Vice-Chair, where the Chair is not available; or
 - (b) If both the Chair and the Vice-Chair are not available, the Directors who are present at the meeting shall select a Director to chair the meeting.

- 4.13 Chair Vacant – If the positions of Chair, Vice-Chair, and/or Secretary become permanently vacant during the term of the Board, the Chair or, the Vice-Chair if the Chair is vacant or unavailable, or a Director who is present selected by the Directors present at the meeting if the Chair and Vice-Chair are vacant or unavailable, shall call upon the Board to elect a Director to serve in such positions as may be required and sections 4.9 and 4.10 of this By-law shall apply to any such election.
- 4.14 Votes to Govern – At all meetings of the Board, each Director, including the Chair, shall have one (1) vote and every resolution shall be decided by a majority of votes cast on the question. If there is a tie, the resolution is defeated.
- 4.15 Resolution in Lieu of Meeting – A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the Directors or committee of Directors.
- (a) From time to time an email resolution may be required to approve time-sensitive and/or urgent matters as determined by the Chair. With the approval of the Chair or Vice-Chair, an email resolution will be circulated to the board and the motion will be considered approved when:
 - (b) The total number of Directors responding in favor of or against the motion is sufficient to constitute a quorum; and,
 - (c) The majority of the Directors responding are in favor of the motion.
- 4.16 Committees – Directors may appoint from their number a committee of Directors and delegate to such committee any of the powers of the Directors. Unless otherwise determined by the Board, each committee shall have the power to fix its quorum at not less than a majority of its members, and to elect its chair.
- 4.17 Delegations – The Chair may approve requests for delegations to the Board of Directors on items in the published Board of Directors’ meeting agenda, and advise the Secretary so as to ensure that the information is included with the Board of Directors’ meeting agendas. Delegation information shall be provided to the Secretary a minimum of three (3) business days prior to the agenda being circulated.
- 4.18 Public Meetings – Meetings of the Board and its committees shall be open to the public, except that meetings or portions thereof may be closed to the public where the matters being considered may be considered *in camera* for the reasons set out in Section 239 of the *Municipal Act, 2001*. Advance public notice of the dates, times, means of participating and locations of meetings is required where possible.

Article 5– Conflict of Interest

5.1 Conflict of Interest / Transparency Disclosure / Gifts and Benefits

- (a) Notwithstanding that the Corporation’s Board is not considered to be a “Local Board,” as defined by the *Municipal Act, 2001* or the *Housing Services Act, 2011*, to promote accountability and transparency, the Corporation’s Board shall be familiar with and abide by the Code of Conduct for Local Board.
- (b) Every Director of the Corporation must disclose information via transparency disclosures regarding any real or perceived conflicts of interest, gifts and benefits, and any other disclosures required under the Code of Conduct for Local Boards.
- (c) Directors shall disclose an Interest at a Board meeting, or as soon as possible afterwards, and the Director shall file a written statement of the Interest and its general nature with the Clerk of Northumberland County. Directors will complete the required forms, as directed by the Clerk.
- (d) Every declaration of Interest, and the general nature thereof, shall be recorded in the minutes of the meeting where the meeting is open to the public. If a meeting is not open to the public, every declaration of Interest made, but not the general nature of that Interest, shall be recorded in the minutes of the next meeting that is open to the public.

5.2 Integrity Commissioner

- (a) Northumberland County has an Integrity Commissioner who is responsible for investigating complaints regarding alleged conflicts of interest. Directors must co-operate in all investigations conducted by the Integrity Commissioner.
- (b) Directors who have questions or require guidance regarding the Code of Conduct for Local Boards shall contact the Integrity Commissioner directly. County staff will not provide advice or guidance, nor answer questions, related to the above matters.

Article 6 – Remuneration of Directors

6.1 Remuneration – Directors of the Corporation, including those who are also Officers serving as Directors, shall receive no remuneration for their role as Director and no Director shall directly or indirectly receive any profit or remuneration from their position or in any other capacity, except for:

- (a) Remuneration from the Related Service Manager or another municipality paid pursuant to section 244 of the *Municipal Act*, as amended from time to time, including any successor legislation; and

- (b) Reimbursement for reasonable expenses incurred in the performance of duties as Directors of the Corporation.

Article 7 – Officers and Personnel

- 7.1 Appointment - The Board may, from time to time, appoint a General Manager, a Chair, a Vice-Chair, a Secretary, a Treasurer, and may appoint any other Officers as the Board may determine. The Board may specify the duties of, and in accordance with this By-law, delegate to such Officers, powers to manage the business and affairs of the Corporation.
- 7.2 Terms - The terms of employment all Officers appointed shall be determined by the Board.
- 7.3 Remuneration of Officers and Employees – The Board shall have the power to fix the remuneration payable to the Corporation’s Officers (other than those who are Directors) and employees, subject to approval from the shareholder.
- 7.4 Reimbursement of Expenses – The Board shall have the power to authorize the reimbursement of any Director or Officer of the Corporation for reasonable expenses incurred in the performance of duties.
- 7.5 General Manager – The Board shall appoint a General Manager in accordance with the County’s organizational chart, and this individual shall be responsible for the general supervision of the day-to-day business, affairs of the Corporation and implementation of NCHC strategic initiatives and shall have such other powers and duties as the Board may specify.
- 7.6 Chair – The Board shall appoint a Chair in accordance with this By-law who shall preside at meetings and may perform any other duties assigned by the Board. The Chair is the only Director who shall speak on behalf of the Board of Directors (e.g. for media relations and tenant relations.)
- 7.7 Vice-Chair – The Board shall appoint a Vice-Chair in accordance with this By-law who shall preside at meetings when the Chair is absent and may perform any other duties as assigned by the Board.
- 7.8 Secretary – The Board shall appoint a Secretary. The Secretary shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings; give, or cause to be given, notices required to be given to Shareholders, Directors, auditor and members of committees, as instructed; be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation; and perform such other duties as may from time to time be prescribed by the Board.
- 7.9 Treasurer – The Board shall appoint a Treasurer. The Treasurer shall keep, or cause to be kept, proper accounting records as required by the Act; deposit, or

cause to be deposited all monies received by the Corporation in the Corporation's bank account. under the direction of the Board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation; render to the Board, whenever required, an account of all their transactions as Treasurer and of the financial position of the Corporation; and perform such other duties as may from time to time be prescribed by the Board.

- 7.10 Officer Terms – A term for a director-held officer position will be defined as 2 years. Subject to Board approval, no person shall be permitted to serve more than two (2) consecutive terms as Chair, Vice-Chair, Treasurer or Secretary. Elections will be held each term.
- 7.11 Other Officers – The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or as the Board requires of them.
- 7.12 Engaging of Employees – The Board may engage, or arrange for the services of employees, agents and other personnel as may be required to perform such duties and exercise such powers as may be assigned to them by the Board.
- 7.13 Conflict of Interest – Similar to as required by a Director, an Officer shall adhere to the Code of Conduct of Local Boards as per Section 5 herein, including disclosures of interest in any contract or transaction or proposed contract or transaction with the Corporation.

Article 8 – Standard of Care and Liability of Directors and Officers

- 8.1 Standard of Care – Every Director and Officer of the Corporation, in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 8.2 Limitation of Liability – Subject to Section 8.1, no Director or Officer shall be liable for the acts, receipts, neglects or faults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the letting or subletting of land or premises owned or managed by the Corporation or through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency in the maintenance, repair or renovation of any building comprising the projects under the control of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person, firm or corporation with whom or which any monies, securities or effects of the Corporation shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation, or for

any loss occasioned by any error of judgement or oversight on their part in the operation, management or administration of the housing projects under the control of the Corporation, or for any other loss, damage or misfortune whatever, which shall happen in execution of the duties of their office or in relation thereto, unless the same are occasioned by their own dishonesty, wilful neglect or wilful default; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act or the *Housing Services Act, 2011* or from liability for any breach of the Act or *Housing Services Act, 2011*.

Article 9 – Indemnification of Directors and Officers

- 9.1 Indemnification – Subject to the Act, the Corporation shall indemnify and save harmless every Director or Officer of the Corporation, or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, and their heirs, executors, administrators, and estate shall be indemnified and saved harmless, out of the funds of the Corporation, from and against:
- (a) all costs, charges and expenses that such Director, Officer or other person sustains or incurs in respect of any action, suit or proceedings which are brought, commenced or prosecuted against them in respect of any act, deed or matter made, done or permitted by them, in respect of the execution of the duties of their office or in respect to any such liability, provided that such Director, Officer or other person has acted honestly and in good faith with a view to the best interests of the Corporation; and
 - (b) all other costs, charges or expenses which they sustain or incur in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own dishonesty, wilful neglect or wilful default.
- 9.2 Insurance – Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of its Directors and Officers as the Board may from time to time determine.

Article 10 – Meetings of Shareholder

- 10.1 Annual Meetings – The annual meeting of the Shareholder of the Corporation shall be held at such time and on such day in each year as the Board or County may determine for the purposes of: receiving the reports and financial statement required by the Act, electing Directors, appointing auditors, and for the transaction of such other business as may properly be brought before the meeting.
- 10.2 Special Meetings – The Shareholder may at any time call a special meeting of the Shareholder for the transaction of any business that may properly be brought before such meeting of the Shareholder. The Board can request that the Shareholder holds a special meeting if required.

- 10.3 Place of Meeting – Meetings of the Shareholder shall be held at the registered office of the Corporation or at such other place as the Shareholder from time to time determines.
- 10.4 Notice of Meetings – Notice of the time and place of each meeting of the Shareholder shall be sent not less than five (5) days before the date of the meeting to the auditor of the Corporation, to each Director and Officer, and to each person whose name appears on the records of the Corporation at the close of business on the day next preceding the giving of notice the Shareholder entitled to vote at the meeting. Notice of a special meeting of the Shareholder shall state:
 - (a) The nature of the business to be transacted at the meeting in sufficient detail to permit the Shareholder to form a reasoned judgement on the business; and
 - (b) The text of any special resolution or by-law to be submitted to the meeting.

The Shareholder or any other person entitled to attend a meeting of the Shareholder may in any matter and at any time waive notice of or otherwise consent to a meeting of the Shareholder.

- 10.5 One-Shareholder Meeting – As the Corporation has only one (1) shareholder, the Shareholder present through a person duly authorized to represent the Shareholder constitutes a meeting.
- 10.6 Adjournment – The County may adjourn any Shareholder’s meeting from time to time.
- 10.7 Resolution in Lieu of Meeting – Except where a written statement with respect to the subject matter of the resolution is submitted by a Director or the auditor in accordance with the Act, a resolution in writing signed by the Shareholder entitled to vote on that resolution at a meeting of the Shareholder is as valid as if it had been passed at a meeting of the Shareholder; and a resolution in writing dealing with any matter required by the Act to be dealt with at a meeting of the Shareholder and signed by the Shareholder entitled to vote at that meeting, satisfies all the requirements of the Act relating to that meeting of the Shareholder.

Article 11 – Shares, Dividends, Amalgamations and Dissolution

- 11.1 Shares – The issuance, acquisition, and transfer of shares must be in compliance with the *Housing Services Act, 2011* and requires the approval of the County, as Services Manager.
- 11.2 Dividends – The Directors of the Corporation shall not declare, and the Corporation shall not pay, any dividend of any issued share of the Corporation.

- 11.3 Restriction on payments to Shareholder – No part of the income of the Corporation shall be payable to or otherwise available for the personal benefit of any Shareholder of the Corporation.
- 11.4 Restriction on Amalgamation – The Corporation shall not amalgamate with another corporation without the prior written consent of the County, as Service Manager.
- 11.5 Restriction on Voluntary Dissolution or Winding Up – The Corporation shall not, without prior consent of the County, as Service Manager, be voluntarily wound up, liquidated, or dissolved.

Article 12 – Execution of Documents

- 12.1 Signing Officers – Deeds, transfers, assignments, contract, obligations, certificates and other instruments may be signed on behalf of the Corporation by the Chief Administrative Officer of the County, the Chair, or the General Manager. Notwithstanding this, the Board may at any time and from time to time, by resolution, direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contract, obligation, or instrument in writing may be signed.
- 12.2 Delegation by Chief Administrative Officer – The Chief Administrative Officer may delegate any of their signing authority to appropriate County staff within County signing authority limits. In delegating such authority, the Chief Administrative Officer shall formulate and maintain a current schedule specifying the delegation of signing authority. For clarity, the Northumberland County Procurement By-law 21-2022 (and Schedule A) shall suffice as the schedule.
- 12.3 Procurement By-law – Northumberland County Procurement By-law 21-2022 and the procurement procedures within the County by-law, other than any delegated approval and commitment authorities, applies to the NCHC.
- 12.4 Routine Expenditures – Notwithstanding section 12.1, the appropriate County staff as per their signing authority under Northumberland County Procurement By-law 21-2022 (and Schedule A) shall have standing authority to pay routine, budgeted expenditures, including specific property management costs for utilities, taxes of any kind, waste levies or any other levies imposed by a government agency, false fire alarm charges, mortgage principal and interest payments, as well as payroll and related benefits. Furthermore, appropriate County staff shall be authorized to have signing authority, within limits under Northumberland County Procurement By-law 21-2022, to oversee compliance with and implement a purchasing by-law, provide full accounts receivable services, account payable services, administrative services, insurance services, claims services, coordinate investments, banking services, legal services, capital finance planning, and Information Technology (IT) support, systems and software/hardware.

- 12.5 Seal – Any person authorized to sign any documents may affix the corporate seal. The corporate seal shall be kept by the General Manager.

Article 13 – Notices

- 13.1 Giving Notice – The giving (including the sending, delivering or serving) of any Notice (including any communication or other document) pursuant to the Act, the Articles or By-laws shall be sufficiently given if delivered personally or by email, or facsimile to the intended recipient or to the intended recipient's Recorded Address, or if mailed by prepaid post.
- 13.2 Deemed Notice – A Notice is deemed to have been given in the case of personal delivery or by facsimile at the time of such delivery or facsimile or email, where the time of delivery is outside regular business hours, notice will be deemed to have been received on the next business day. A mailed notice is deemed to have been received, in the absence of a postal disruption, five (5) days after mailing.
- 13.3 Omissions and Errors – The accidental omission to give any Notice, or the non-receipt of any Notice, or any Notice not affecting its substance, shall not invalidate any action taken at any meeting held pursuant to such Notice or otherwise founded on the Notice.
- 13.4 Waiver of Notice – Any person entitled to a Notice may at any time in writing waive same or abridge the time for its delivery and any such waiver, whether given before or after the conduct of the business to which the Notice relates, shall cure any default in the giving or timeliness of such Notice.

Article 14 – Banking and Fiscal

- 14.1 Banking – The banking business of the Corporation shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board under such agreements, instructions, and delegation of powers, subject to Section 13 as the Board may from time to time authorize.
- 14.2 Signing of Cheques – All cheques and other negotiable instruments for the payment of money shall be signed in such manner and by such officers or persons as the Board may from time to time authorize, subject to Section 12.
- 14.3 Financial Year – The financial year of the Corporation shall terminate on the 31st day of December in each year.

Article 15 – Borrowing

- 15.1 Borrowing Power – Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the Articles of Incorporation, the Board may

from time to time on behalf of the Corporation, with authorization of the Shareholders and in compliance with Section 12:

- (a) borrow money upon the credit of the Corporation;
- (b) to the extent permitted by the Act, give directly or indirectly financial assistance to any person by means of a loan, a guarantee on behalf of the corporation to secure performance of any present or future indebtedness, liability or obligation of any person, or otherwise; and
- (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness, liability or obligation of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

Article 16 – Repeal and Amendment

- 16.1 The Shareholder may repeal or amend all or any part of this by-law.
- 16.2 Previous versions of this By-law No. 1 are repealed and replaced with this By-law.

Article 17 – Effective Date

- 17.1 Effective Date – This by-law shall come into force on the _____ day of _____ 2022.

This By-law was ratified and enacted by the Corporation of the County of Northumberland as shareholder on the _____ day of _____, 2022.

Warden, Northumberland County