

CONSTITUTION

BE IT ENACTED AND IT IS HEREBY ENACTED AS CONSTITUTION OF
THOMSON LAKE REGIONAL PARK AUTHORITY
AFTER THIS CALLED THE "AUTHORITY"
AS FOLLOWS:

Approved by the Thomson Lake Regional Park Authority

June 7, 2019

Date

Presented at the Annual General Meeting

June 7, 2019

Date

**Enactment, amendments, and repeal of the Constitution, Bylaws, Policies,
and Resolutions take effect immediately following adoption.**

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SECTION 1: General

1.01 **Definitions:** In this Constitution, unless the context otherwise requires,

"**Act**" means The Regional Parks Act, 2013, as amended from time to time.

"**Administrator**" means the person with whom the Minister has entered into a regional parks administration agreement pursuant to Section 5 of the Act.

"**AGM**" means the Annual General Meeting. The public is invited to this meeting.

"**Authority**" means Thomson Lake Regional Park Authority.

"**Constitution**" means this Constitution of the Thomson Lake Regional Park Authority as amended and which is, from time to time, in force or effect.

"**Directors**" shall mean Board of Directors of the Thomson Lake Regional Park Authority.

"**Executive Committee**" elected from the members of the Thomson Lake Regional Park Authority in accordance to this Constitution, consisting of not less than three and not more than seven members of the Thomson Lake Regional Park Authority, including the chairperson.

"**Fiscal Year**" shall be the same as the calendar year.

"**General Meeting**" means Annual General Meeting and/or a Special General Meeting.

"**Member**" means Municipality that has entered into an agreement with the Thomson Lake Regional Park Authority to provide for participation in the development and operation of the Park, as well as individuals elected as Members-at-Large.

"**Member-at-Large**" means any individual elected to the Thomson Lake Regional Park Authority, that is not a representative of a municipality or organization that constitutes the Thomson Lake Regional Park Authority.

"**Written notice**", "**written call**", or "**in writing**" means a notice delivered by mail, email, or by hand.

1.02 Interpretation

In the interpretation of this Constitution, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, sole proprietorship, partnership, unincorporated organization, trust and body corporate.

1.03 Invalidity of any Provisions of this Constitution

The invalidity or unenforceability of any provision of this Constitution shall not affect the validity or enforceability of the remaining provisions of the Constitution.

To the extent that any amendment to the Act results in a conflict between a provision of this Constitution and a provision of the Act, the directors shall amend this Constitution to make such a conflicting provision conform with the Act.

1.04 Exclusive Responsibility

Any topic not covered by the Constitution, bylaws, or policy shall remain the exclusive responsibility of the Authority.

1.05 Name

The Thomson Lake Regional Park Authority will maintain a registered office in Thomson Lake Regional Park, Province of Saskatchewan.

1.06 Objectives

The objectives of the Authority are:

- promote and ensure, wherever possible, safe recreation in a natural setting;
- provide a fulfilling experience to patrons at an appropriate cost; and
- encourage the appreciation of the use of Thomson Lake Regional Park.

1.07 Jurisdiction

The Authority has jurisdiction over the Thomson Lake Regional Park in all matters relating to the regional park.

1.08 Financial Year-end

The financial year of the Authority shall be fixed as the period from and including the 1st day of January in each calendar year to and including the 31st day of December in the same calendar year.

1.09 Finance

- All revenues must be deposited in the name of the Authority in a recognized banking institution or a credit union, and those moneys must only be expended pursuant to a resolution of the Authority.
- Signatories of all cheques and official documents of the Authority shall be the chairperson or vice-chairperson and general manager or secretary-treasurer.
- For the purpose of carrying out its objectives, the membership of the Authority may borrow, raise, or secure the payment of money, in such a manner as it deems fit, but none of these options shall be exercised without a resolution of the members.
- Signing authorities of the Authority are to be bonded in an amount determined by the Authority.

1.10 Resolutions in Writing

- A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the Executive Committee, is as valid as if it had been passed at a meeting of the Executive Committee.
- A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members.

1.11 Rules of Order

The rules contained in "Robert's Rules of Order" shall govern all meetings of the Executive Committee unless they are inconsistent with the Act or this Constitution.

1.12 Indemnification

The Authority shall indemnify and save harmless the members in the event of legal proceedings against such members in the performance of their duties except where liability incurred relates to such members failing to act honestly and in good faith with the view to the best interests of the Authority.

SECTION 2: Thomson Lake Regional Park Authority Directors

2.01 Directors of the Thomson Lake Regional Park Authority

- The Authority shall consist of a representative from each participating municipality and members-at-large.
- The number of member-at-large directors shall not exceed 40% of the total number of directors.
- Example: An authority with five (5) municipality representatives is allowed up to three (3) members-at-large ($5 \times 40\% = 2.0$).

2.02 Terms of Office

- The directors of the Authority shall be appointed by their respective municipality and shall retire in rotation every four (4) years to coincide with the timing of municipal elections.
- Members-at-large shall be elected every four (4) years per Section 3, Members-at-Large.

2.03 Removal

- A board member of the Authority is disqualified from the board if the board member is absent from all board meetings held during any period of three consecutive months during which at least two meetings of the board have been held, starting with the date that the first meeting is missed, unless the absence is authorized by resolution of the board.
- Any member at large may be removed from office by an ordinary resolution at a regular or special meeting, required an affirmative vote of two thirds (2/3) of the Authority.
- A municipal member can only be removed from office by their respective municipality **with the exception of attendance**. The Authority may recommend to a municipality that their representative be removed. Such recommendation requires an affirmative vote of two-thirds (2/3) of the Authority.

2.04 Vacancy

- In the event of a vacancy of a director, the representative municipality may appoint a person to fill such vacancy for the balance of the term.

- In the event of a vacancy of a member-at-large, the vacancy shall be filled per Section 3, Members-at-Large.

2.05 Powers and Duties of the Authority

The powers and duties of the Authority shall be to manage the activities and affairs of the Authority and for such purpose may:

- acquire by purchase, lease, gift, or otherwise any real property that it considers suitable for the purposes of the regional park;
- accept grants from any person, municipality, or organization in the form of money, land, or any other thing that may be useful in the establishment, development, or operation of the regional park;
- raise moneys by the levy of lease fees, concession fees, gate tolls, camping fees, trailer and parking rentals, licences, and other charges on any person or with respect to any property in the regional park;
- employ any persons required for the establishment or operation of the regional park;
- enter into any agreements that it considers necessary to carry out its purposes;
- provide for the administration, operation, control, and use of the regional park; and
- do any other thing that it considers necessary, incidental, or conducive to carry out its purposes or to exercise its powers.

Duties of the Authority should also include:

- executing any other powers and duties as provided for in The Act and The Regulations,
- preparing and updating a long-term plan,
- preparing a plan for park zoning,
- preparing a capital development plan,
- preparing a plan for park maintenance and infrastructure, and
- ensuring that all development of regional park land complies with applicable legislation.

2.06 Quorum

Fifty percent plus one (50% +1) of the current number of directors constitutes a quorum at any meeting of the Authority.

2.07 Executive Committee

- The Executive Committee shall consist of a minimum of three (3) members of the Authority, including the chairperson who shall be elected by the Authority annually prior to the annual general meeting.
- The Executive Committee would act on behalf of the Authority in an emergent situation and in accordance with Section 5 (Standing Committees) of this Constitution.
- The Executive Committee shall have the ability to call a meeting with limited notice. The Executive Committee shall, following a meeting, inform all members of the Authority of the outcome of said meeting.

2.08 No Alternate Executive Committee Director

No person shall act for an absent Executive Committee director at a meeting of the Executive Committee.

2.09 Conflict of Interest

- A member of the Authority who is party to, or who has a material interest in any person who is a party to a material contract or proposed material contract with the Authority, shall disclose the nature and extent of his or her interest. Any such contract or proposed contract shall be referred to the Authority for approval even if such contract is one that in the ordinary course of the Authority business would not require approval by the Authority. Any director interested in a contract so referred to the Authority shall not vote on any resolution to approve the same.
- Any director who has a real or perceived conflict of interest with any item of business at a meeting of the Authority shall excuse himself or herself and leave the room at such time as that item is discussed and/or voted upon.

SECTION 3: Members-at-Large

3.01 Introduction

- Authority: Pursuant to subsection 9(3) of The Regional Parks Act, 2013, the Authority hereby allows for the election of members-at-large.
- Purpose: To provide for the election of interested individuals to participate as members of Thomson Lake Regional Park Authority.

3.02 Election Process

- Members-at-large shall be elected annually by the Authority by majority vote.
- Interested individuals shall apply to be a member-at-large by March 15. "Interested Individuals" means any individual who, in the Authority's opinion, has the desire and qualifications necessary to contribute time, energy, and expertise to the Authority. The individual elected will be eligible for election to the Executive Committee for a term to be decided by the Executive Committee.
- Notice of the member-at-large vacancies will be posted thirty (30) days prior to closing date on the Thomson Lake Regional Park website: www.thomsonlake.com.
- The members-at-large elected shall not exceed forty percent (40%) of the total number of members of the Authority.

SECTION 4: Meetings of Thomson Lake Regional Park Authority

4.01 Notice of Authority Meeting

Notice of the time and place of a meeting of the Authority shall be given to each member entitled to vote at the meeting by the following means:

- by mail, courier, or personal delivery to each member entitled to vote, to the directors and the public accountant during a period of three (3) to fifteen (15) days before the day of the meeting.
- by telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of three (3) to fifteen (15) days before the day of the meeting.

4.02 Calling of Special General Meeting

Unless otherwise permitted in the Act, a special meeting of the Authority may be called by any five (5) directors of the Authority by delivering to the chair a written request, signed by each of the five (5) directors, to convene such a special meeting and setting forth the purpose for which such a meeting is being called. The notice of meeting shall contain sufficient information to permit a reasoned judgement on the decision to be taken.

The special meeting shall be held at such a place as designated by the chair.

4.03 Chair of Meeting

The chair or, in the chair's absence, the vice-chair of the Authority shall be the chair of any meeting of members. If neither of these officers is present, the members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.

4.04 Quorum of Members

- A quorum at any meeting of the members shall be fifty percent plus one (50% + 1) of the members entitled to vote at the meeting.
- If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.05 Votes to Govern

- At any meeting of members, every matter shall, unless otherwise provided by this Constitution, the bylaws, or by the Act, be determined by a majority of the votes cast on the matter.
- In the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall not have an original vote, but shall have in his or her capacity the ability to break a tie.

4.06 Electronic Participation and Voting at Physical Meetings

- Any person entitled to attend a meeting of members may participate in the meeting by means of a telephonic, an electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- A person so participating in a meeting is deemed to be present at the meeting and be entitled to vote.

4.07 Meetings Held Entirely by Electronic Means

- If the members call a meeting, those members may determine that the meeting shall be held entirely by means of a telephonic, an electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- Any person participating electronically is deemed present at that meeting and entitled to vote.

SECTION 5: Standing Committees

5.01 Committee Creation and Limitation

- The Authority may, by resolution, establish such standing committees as it determines necessary from time to time (i.e., Human Resources, Finance, Governance).
- The number of members for each standing committee and the mandate of such standing committee(s) shall be determined by the Authority from time to time unless otherwise established by the provisions of this Constitution.
- Membership on each standing committee shall be served without remuneration, provided that a committee member may be paid reasonable expenses incurred by him or her in the performance of his or duties.
- All prospective committee members and the chairperson of each standing committee must first be approved by a majority of the Authority before being entitled to serve thereon.
- The specific duties of each standing committee shall, unless otherwise provided for in this Constitution, be determined by such standing committee in writing and approved by the Authority, and shall include:
 - recording/keeping minutes of each meeting,
 - preparing an annual budget, if required, for the operations of the committee for presentation to the Authority and subsequent approval by a majority of the Authority,
 - meeting at such times as are determined by the chairperson of each standing committee, not less than once per year.
- The Authority may remove any member from any standing committee for any reason upon a two-thirds (2/3) majority vote of the Authority, in which event the Authority may fill such vacancy.

SECTION 6: Executive Committee

6.01 Executive Committee Definition (per Section 2.07)

- The Executive Committee shall consist of a minimum of three (3) members of the Authority, including the chairperson who shall be elected by the Authority annually prior to the annual general meeting.
- The Executive Committee would act on behalf of the Authority in an emergent situation and in accordance with Section 5 (Standing Committees) of this Constitution.
- The Executive Committee shall have the ability to call a meeting with limited notice. The Executive Committee shall, following a meeting, inform all members of the Authority of the outcome of said meeting.

6.02 Designation of Power

The directors may designate the Executive Committee of the Authority, and specify its duties and delegate to it, powers to manage the activities and affairs of the Authority.

6.03 Members

The Executive Committee of the Authority shall consist of three (3) elected directors in Good Standing.

6.04 Election and Vacancy

The Executive Committee shall be elected by the members prior to the annual general meeting by majority vote.

6.05 Term

The Executive Committee shall hold office for a term of one year and until the first member meeting prior to the annual general meeting after such election date; provided, however, that if such member ceases to be a director of the Authority, such member's term shall automatically and simultaneously terminate as at the date such member ceased to be a director of the Authority.

6.06 Duties

Until the Executive Committee, varies, adds to, or limits the powers and duties of any member, the powers and duties of members are as follows:

- The chair will be responsible for the general supervision of the affairs and operations of the Authority, will preside at the annual and special meetings of the Authority and at meetings of the Executive Committee, will be the official spokesperson of the Authority, and will perform such other duties as may from time to time be established by the Executive Committee.
- The vice chair will support and assist the chair in all duties and responsibilities and will perform such other duties as may from time to time be established by the chair or the Executive Committee.
- The Executive Committee will schedule regular and special meetings as required.

6.07 Removal

Except in the case of the staff, a member may be removed by Special Resolution of the Executive Committee or by Special Resolution of the Authority in a meeting, provided the member has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote. If the member is removed, his/her position as a director will automatically and simultaneously be terminated.

6.08 Absentee Voting

There will be no absentee or proxy voting by members.

6.09 Remuneration

The chair, vice-chair, and all members will receive a per diem for regular and special meetings and will be paid reasonable expenses incurred by them in the performance of their duties.

6.10 Delegation of Duties

In the event that any one of the members of the Authority is absent or unable to act, the Authority may delegate all or any of the powers of such member to any other member for such period as the Authority deems necessary.

6.11 Vacation of Office

If for any reason a member vacates office before expiry of that person's term, and where there is still a quorum of Executive Committee members, the Executive Committee may, by Ordinary Resolution, appoint a member of the Authority to fill the vacancy for the duration of the term.

SECTION 7: Annual General Meeting

7.01 Annual General Meeting Date and Purposes

The Authority shall hold an AGM in each calendar year in the Province of Saskatchewan. The AGM shall be held before July 15 of any year.

The purpose of the AGM includes confirming the following items of business:

- annual report and audited financial statement for the preceding fiscal year,
- budget for the current fiscal year,
- development plans and objectives for the park,
- members of the Executive Committee and members-at-large,
- regional park Constitution,
- regional park Bylaws,
- signing authority for the Authority and the assigned banking facility, and
- consider items of business placed before them on the agenda.

7.02 Notice of the Annual General Meeting

Written notice of the AGM shall be given, no more than fifty (50) days and no less than fifteen (15) days prior to the meeting, to members of the Authority, the public, and the auditor.

7.03 Persons Entitled to be Present at the Annual General Meeting

- Members of the Authority
- General Public
- Auditor

7.04 Quorum at the Annual General Meeting

A quorum for any general meeting of the Authority shall consist of fifty percent plus one (50% + 1) voting members, which shall include a minimum of fifty percent plus one (50% + 1) members.

7.05 Annual Reports Submitted to Members

Pursuant to Section 20 of the Act, on or before April 1 in each calendar year, the Authority shall prepare and submit to each Municipality represented on the Authority:

- an annual report respecting the operations of the Authority for the previous year and the finances of the Authority as at December 31 of the previous year,

- a copy of a report respecting all outstanding borrowings and current investments of the Authority as at December 31 of the previous year, and
- the audited statement or the report on the review required pursuant to Section 28 for the previous year.

All members are to receive a copy of the annual report and financial statement fifteen (15) days prior to annual meeting.

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