

By-laws

Article 1 - Office

1. The Commission shall transact its business at the offices of Woodlawn Cemetery, 762 Woolwich Street, in the City of Guelph, in the Province of Ontario.

Article 2 - Seal

2. The seal, an impression hereof, shall be the corporate seal of the Commission.

Article 3 - Agents and Agencies

1. Auditors - the Auditors for the Commission shall be the firm of chartered accountants selected by the City of Guelph as its auditors.

2. Bank - The Commission will select as its bank either a Canadian chartered bank (i.e. one of the Big Five), or the Province of Ontario Savings Office.

3. Legal - Lawyer for the Commission shall be the law firm member chosen to act for the Township of Guelph.

4. Insurance - The Commission's insurance requirements shall be included in the annual insurance package of the City of Guelph and such coverage shall include, but not be limited to, PL&PD, auto, fidelity, errors and omissions, property, environmental and legal protection.

5. Trust Funds - A trustee shall, in accordance with The Cemeteries Act, hold the Perpetual Care Funds and the required portion of the Pre-Need Assurance Fund, and the Commission shall base selection of the trustee on quarterly reviews of fund performance and transactions.

Article 4 - Meetings

1. Procedure of all meetings of the Commission shall be conducted in a recognized Parliamentary manner governed by Robert's Rules of Order where these are not in conflict with these By-laws.

2. All meetings of the Commission shall be held in the office at Woodlawn Cemetery, unless otherwise determined by the Commission for a specific purpose and the required advance notice having been given to all members.

3. The regular meetings of the Commission shall be held monthly, on the third Tuesday of each month at the hour of four o'clock in the afternoon, excepting that in the summer one (1) monthly meeting need not be held.

4. Meetings shall be at the call of the Chair or by request of a quorum/majority of the Commissioners.

5. The June meeting of the Commission shall be deemed to be the annual general meeting for the election of the officers who shall assume their office at the meeting.

6. The November meeting of the Commission shall be designated as the annual budget meeting for the receipt and consideration of the estimated income and expenditure statements and salary and wages proposals for the coming year.

7. The December meeting of the Commission shall be the final meeting of the year and the fiscal and business year of the Commission shall end on the 31st day of December.

8. Quorum - A majority of the Commissioners, normally four (4) of six (6), shall form a quorum for the transaction of business.

9. The officer presiding shall have the casting vote.

Article 5 - Officers

1. Officers of the Commission shall be a Chairperson, a Vice-Chairperson and a Recording Secretary.

Article 6 - Officers - Elections

1. The Chairperson, Vice-Chairperson and Recording Secretary shall be elected annually, at the June meeting, from among the Commissioners, and shall take their office immediately upon election.

2. The General Manager shall preside for the election of the officers and voting may be by ballot, show of hands or acclamation to office.

3. The General Manager shall arrange for secretarial service to be in attendance to record the business that is transacted during the election.

4. Election shall be by nomination and seconding, and any Commissioner so nominated for office must have signified a willingness to accept and serve.

5. No Commissioner may hold the same office for more than three (3) consecutive annual terms.

Article 6 - Officers - Duties

1. The officers shall receive no remuneration for acting as such, excepting reimbursement for expenses properly incurred on the Commission's behalf during execution of their duties.

2. The Chair (Chairperson) shall preside at meetings of the Commission; shall have the right to call such meetings; shall act as the procedural officer for the transaction of business; shall be empowered to conduct correspondence on behalf of the Commission; and may request or direct the appointing of such ad hoc committees, etc., as are considered necessary.

3. The Vice Chair (Vice Chairperson) shall assist the Chair in furthering the policies and administration of the Commission and shall assume the duties of, and act for, the Chair at any function or for any business, in the event of that person's inability to perform the duties of the position.

4. In the absence of both the Chair and Vice-Chair, such other Commissioner as the Commission may appoint for the purpose, shall exercise the duties and powers.

5. The Recording Secretary shall, at the request of the Chair or a quorum of the Commission, issue notices of the meetings, listing the place, the time and, as fully as possible, the business to be transacted; shall arrange for such notices to be in the hands of members at least four (4) calendar days prior to the relevant meeting; shall keep the minutes of the meetings; shall arrange to have such minutes

distributed to members as soon as possible; shall ensure that the minutes are kept in a special book and signed by the Chair and Secretary when approved as being a correct record of business transacted; and shall, when so requested by resolution, attend to correspondence.

Article 7 - Officers - Signing Authority

1. Signing officers for the Commission shall be either one of the Chairperson or the Vice-Chairperson with the General Manager, as Treasurer, being the second or counter signatory when and where required for all bank instruments.

Article 8 - Committee Structure

1. The Commission, because of its small size, shall operate without Standing Committees.

2. The Commission may, from time to time, appoint ad hoc committees which may consist of Commissioners, staff and resource persons, to examine and report upon specific matters (e.g. equipment requirements, building projects).

3. Ad hoc committees, having reported, will be deemed to have concluded their terms of reference and will be stood down by the Commission.

Article 9 - Representation & Direction

1. All directions issuing from the Commission shall be the result of resolutions and no individual may purport to represent or assume the authority of the Commission, without possessing duly delegated responsibility.

Article 10 - General Manager/Treasurer

1. The Commission shall appoint and empower a General Manager to manage its affairs, as directed.

2. The General Manager shall also be required to perform the usual duties of a Treasurer, including but not limited to the following:-

a) the keeping of full and accurate accounts of all receipts and disbursements of the Commission in proper form:

b) the depositing of all monies or other valuable effects in the name and to the credit of the Commission in such bank or banks as the Commission may designate:

c) the disbursing of funds of the Commission under the direction of the Commission:

d) the reporting to the Commission at its regular meetings of all his transactions as Treasurer, and of the financial position of the Commission.

e) the reporting to the Commission at its regular meetings of the record of sales.

f) the preparation and presentation to the Commission at its regular monthly meeting in November of a budget for the upcoming year together with a review of staff pay and benefits.

3) The spending authority of the Treasurer shall be determined by the Commission to be as follows:

a) regular and recurring disbursements (e.g. utilities and services) shall be paid by the Treasurer to take advantage of discounts, etc.

b) invoices for expenditures of a non-recurring type shall be paid by the Treasurer provided they do not exceed the total of \$1,000.00 (one thousand dollars) and are subsequently reported to the Commission.

c) invoices of any type in excess of \$1,000.00 (one thousand dollars) shall not be paid by the Treasurer until he has obtained authorization from the Commission.

d) in cases of emergency (a breakdown) the Treasurer may proceed to incur costs, charges and expenses, as necessary to restore service, provided that authorization has been obtained from the Chair for estimated costs up to \$5,000.00 (five thousand dollars) and from a majority of the Commission members (by a telephone or facsimile poll, if necessary) for expenditures exceeding \$5,000.00 (five thousand dollars).

e) expenditures to remedy emergencies shall be reported to the Commission at the earliest possible opportunity.

f) any expenditure that might be an unbudgeted item or involve unappropriated funds of the Commission shall be brought to the attention of the Commission at the earliest possible opportunity and clearly identified as such.

g) the Treasurer will be expected to follow standard public agency purchasing procedures in obtaining formal quotations from at least three qualified suppliers (local, if possible) for goods and services estimated to cost between \$2,500.00 (two thousand five hundred dollars) and \$10,000.00 (ten thousand dollars); and obtaining formal tenders for goods and services in excess of \$10,000.00 (ten thousand dollars); providing that "single source" supplying of a nature that is peculiar to cemeteries does not apply.

4) The Commission shall require the General Manager to be in possession of all applicable qualifications and credentials as specified by The Cemeteries Act (Revised).

5) The Commission will require the General Manager to be in possession of a current membership in The Ontario Association of Cemeteries and shall support him in participation in Association activities.

6) The Commission shall grant the General Manager, and his immediate family members, occupancy of the premises known as "The Cemetery Lodge" at 762 Woolwich St., Guelph.

7) A job description, describing the managerial functions of his office, will be prepared by the General Manager for review by the Commission from time to time; notwithstanding that the General Manager shall also perform such other related duties as may from time to time be determined by the Commission.

Article 11 - Amendments to the By-laws

These By-laws may be amended at any general meeting of the Commission by a majority affirmative vote of members present, provided that the proposed amendment shall have been submitted in writing and distributed in advance to all Commissioners.