



**ASSINIBOIA REGIONAL PARK AUTHORITY
CONSTITUTION AND BYLAWS
APRIL 2012**

Article 1 – Organization:

- a. The name of the Authority shall be "The Assiniboia Regional Park Authority", hereinafter called the Park Authority with a head office in Assiniboia, Saskatchewan.
- b. Originally incorporated under Section 6(1) of the Saskatchewan Regional Parks Act, 1964 by order of the Lieutenant Governor in Council No OC-1402.77 dated September 17, 1977.
- c. The Park Authority shall continue to be incorporated under the Saskatchewan Regional Parks Act, 1979 and be presided by the Saskatchewan Not-Profit Corporations Act, 1995 with amended Constitution and Bylaws of April 2012.
- d. The head office of the Park Authority shall have a mailing address of Box 1244, Assiniboia, Saskatchewan, S0H 0B0 and be located at 131-3rd Avenue West, Assiniboia, Saskatchewan, or such place in the Province of Saskatchewan as may be selected from time to time by the Board of Directors.
- e. The fiscal year of the Park Authority shall be November 1 to October 31 of each year.

Article II - Objects:

a. Purpose:

To develop, maintain and administer the Park Authority in accordance with the needs and interests of the participating municipalities.

To encourage community residents and visitor appreciation and the usage of the Park Authority.

b. Boundaries:

In accordance to Article 6(6) of the Regional Park Act, 1979, the boundaries for the Park Authority shall consist of the following:

1. Parcel 'B' in an addition to the Town site of Assiniboia, as the same is shown upon Plan of Record in the Land Titles Office for the Moose Jaw Land Registration District as No. 59MJ08434. Excepting there out 370' perpendicular width adjacent to Leeville Street. Minerals in the Crown.
2. Parcel "D" in an addition to the town site of Assiniboia, as the same is shown upon a Plan of Record in the Land Titles Office for the Moose Jaw Land Registration District as no. 62MJ07811. Excepting there out 500' in perpendicular width throughout adjacent to Hwy No. 13. Minerals in the Crown.
3. All the portion of the South East and South West Quarters of Section 10, in Township 8, in Range 30, West of the second meridian, as shown upon duplicate Certificate of Title No. 238A. A. 0., being part of Parcels "S" and "E" as shown on Plan No. 101298034, excepting there out the Civic Centre and the Kinsmen Hall.
4. All those portions of the South East and South West Quarters of Section 1, in Township 8, in Range 30. West of the second meridian, containing 59 75/100 ac, shown as Parcel "A" and Parcel "B" on Plan No. 74MJ12344.
5. All that portion of Legal Subdivision 11, Parcels "C", "D", "E", "F", "G" and "H" in Legal subdivision 12, Parcels "A" and "B" in Legal Subdivision 13 and all that portion of Legal Subdivision 14, all in Section 35, in Township 7, in Range 29, West of Second meridian, as the same is shown upon a Plan of Record in the Land Titles office for the Moose Jaw Land Registration District as No. 75MJ15890.
6. All those portions of the South West Quarter of Section 2, in Township 8, in Range 29, West of the second meridian, shown as parcels "A" and "B" on a Plan of Record registered in the Land Titles Office for the Moose Jaw Land Registration District as No. 75MJ15890.
7. All that portion of the North East Quarter of Section 34, in Township 7, in Range 29, West of the second meridian, shown as parcel "A" on a Plan of Record in the Land Titles office for the Moose Jaw Land Registration District as No. 75MJ15890

c. Logo:

The official logo of the Park Authority shall consist of a person involved in an activity, the sun, tree, golf course flag with Regional Park oversight Assiniboia.

Article III – Membership:

In accordance to Article 6(3) of the Regional Park Act, 1979, the Park Authority shall consist of representatives appointed to serve as Officers and Directors by the following municipalities:

Town of Assiniboia
R.M. Lakes of Rivers
R.M. of Stonehenge
R.M. of Excel

The Town of Assiniboia shall appoint four (4) representatives while each of the other three municipalities shall appoint one representative each to serve as the Directors and Officers of the Authority.

Article IV – Withdrawal or Cancellation of Membership

In accordance to Article 6(5) of the Regional Park Act, 1979, a municipality may at any time terminate the appointment of any of its representatives, and may, by resolution of the council, appoint in that person's place a substitute representative to the Park Authority.

Article V – Officers, Directors and Management

a. The Officers, Directors and Management:

1. The Board of Directors shall consist of four Officers and three Directors.
2. The Officers of the Board shall be of the following: Chairperson, Vice Chairperson, Treasurer, and Secretary.
3. The election of the Officers shall occur each year at the first regular meeting of the Board of Directors following the Annual General Meeting.
4. No individual shall be paid to provide services to the Park Authority and serve on the Board of Directors of the Park Authority.
5. Where a vacancy occurs on the Board as a result of the death, resignation or removal of a Director, members of the Board of Directors may nominate a candidate to fill the vacancy, who shall serve as Director until the next Annual General Meeting; the nominee shall be elected by the Board by a majority (50%+1) vote.
6. Each Member of the Board of Directors shall adhere to a Board Member's Code of Conduct.
7. Each Member of the Board of Directors shall adhere to a Board Member's Conflict of Interest Policy as established in the Governance Policies.
8. Each Member of the Board of Directors shall adhere to a Board Member's Confidentiality Policy as established in the Governance Policies.

b. Authority

1. The Board of Directors shall be vested with full powers to govern the affairs of the Park Authority.
2. The role and responsibilities of the Board and its Directors shall be prescribed in the Governance Policies.

3. The Board of Directors shall have full power to make changes and additions to the policies and procedures of the Park Authority.
4. In accordance to Article 8(e) of the Regional Park Act, the Board of Directors may enter into any agreements that it considers necessary to carry out its Purposes.
5. In accordance to Article 8(d) of the Regional Park Act, the Board of Directors may employ a Park Manager to carry out the administrative work of the Park Authority.
6. The terms of reference and conditions of employment for the Park Manager shall be established by written contract.
7. The role and responsibilities of the Park Manager shall be set out in the Governance Policies of the Park Authority.
8. In accordance to Article 9(2) of the Regional Park Act, the Board of Directors may make park bylaws:
 - (a) providing for the health, protection, safety and general welfare of persons within the regional park;
 - (b) providing for the protection and safety of property within the regional park;
 - (c) designating any area of a regional park as a public campground;
 - (d) appointing, defining the duties of and fixing the remuneration of a constable for the purpose of enforcing the park bylaws within the regional park;
 - (e) providing for fire protection within the regional park;
 - (f) providing for the removal of wastes and the prevention of litter or other nuisances within the regional park
 - (g) Subject to The Traffic Safety Act:
 - I. regulating the speed of motor vehicles within the regional park;
 - II. preventing or restricting and regulating the parking of vehicles within the regional park;
 - III. or restricting, controlling and regulating the movement of vehicles within the regional park;
 - (h) Preventing the possession or use of firearms, poisons or other dangerous articles or materials within the regional park.

Composition

1. Term of Office

The term of office for Directors and Officers shall be two (2) years. Each Director and Officer shall be allowed to serve two consecutive terms.

2. Nominations and Election of Officers and Directors

Appointments from each of the Town of Assiniboia, R.M. of Stonehenge, R.M. of Lake of the Rivers, and R.M. of Excel shall occur and be provided in writing each year for the Annual General Meeting.

3. Duties of Officers and Directors

a. Chairperson:

The duties of the Chairperson shall be to:

1. Preside at all meetings;
2. Enforce all laws and regulations of the Park Authority
3. Call Board or general meetings when required;
4. Appoint chairmen of committees with approval of the Board unless otherwise provided for in the Constitution;
5. Direct the activities of the Park Manager;
6. Act as an ex-officio member of all committees;
7. Issue directives and establish temporary policies, or procedures, not otherwise specifically covered by the articles with the approval of the Board of Directors during the interim periods between annual meetings;
8. Delegate the Vice Chairperson, a member of the Board or a member of staff to represent him in his absence and;
9. In conjunction with the Treasurer and/or the President-elect conduct authorized transactions of funds in the special reserve bank account.
10. Act as one of the signing officers of the Association;

b. Vice Chairperson

The duties of the Vice Chairperson shall be to:

1. Have the power and prerogative of the Chairperson, in the absence of the Chairperson; and when at meetings of Park Authority the Chairperson is absent, chair the meetings of the Park Authority
2. Assume the role of the Chairperson and complete the term, in case of the Chairperson's death, resignation or removal from office.
3. Act as one of the signing officers of the Association;

c. Treasurer

It shall be the duty of the Treasurer to:

1. Ensure that an accurate record of all receipts and disbursements of the Park Authority are kept at all times;
2. Prepare a financial statement for each regular Board meeting;
3. Recommend, for approval by the Annual General Meeting an auditor for the following fiscal year;
4. Have the appointed auditor prepare a financial statement for presentation at the Annual General Meeting;
5. Oversee the preparation of the annual budget and present same to the Board of Directors for approval prior to the Annual General Meeting;
6. To advise the Executive Committee on all matters pertaining to finance;
7. Act as one of the signing officers of the Association;
8. Ensure that the annual returns required under the Nonprofit Corporations Act and Regional Park Authority Act, is completed on the prescribed form and submitted by the prescribed date;
9. Recommend to the Board of Directors reallocation of funds within the approved budget for the betterment of the operations of the Park Authority during the fiscal year for which the budget was made;
10. Perform such other duties as may be required by the Board of Directors, and;
11. In conjunction with the chairperson and the vice chairperson conduct authorized transactions of funds in the special reserve bank account. Shall be responsible for investing funds in this account.

c. Secretary

It shall be the duty of the Secretary to:

1. Notify all members of the annual meeting by giving notice in writing.
2. Subject to the direction of the Chairperson, shall notify all directors of meetings by giving seven days' notice.
3. Attend to all correspondences of the Park Authority

e. Directors:

The duties of the Board of Directors shall be to:

1. Consider for approval the annual budget and fees prepared by the Executive Committee prior to the Annual General Meeting;
2. Consider for approval any changes within the budget as recommended by the Treasurer during the fiscal year in which the budget was made;
3. Authorize the Chairperson and/or Vice Chairperson or Treasurer of the Park Authority to bind the Park Authority in such contracts, as they deem necessary to

- carry out the business of the Park Authority provided said contracts are not in violation of the by-laws, and;
4. Authorize expenditures from the special reserve account, as necessary from time to time.
 5. Approve resolutions that support the day-to-day operations of the Park Authority

f. Executive Committee

The Executive Committee shall consist of the Chairperson, Vice Chairperson, Treasurer, and at least one Director.

Between meetings of the Board of Directors the Executive Committee has all powers and duties of the Board except:

- a. The power to borrow money,
- b. To pass by-laws, and
- c. To enter into a contract.

The Executive Committee shall be subject to the Board in all matters and shall abide by any direction given to it by the Board.

The Chairperson shall be the chairman of the Executive Council.

The Executive shall be the personnel/management committee and shall act on matters pertaining to those duties normally assigned to Finance, Resolutions/Constitution, Nominations, and Scrutineer Committees.

d. Remuneration

The Officers and the Directors shall receive no remuneration for acting as such, but, shall be paid expenses for attendance at meetings or otherwise incurred in connection with their services to the Park Authority in accordance with rates established and approved by the Board of Directors.

The committee members and others that are requested by the Board of Directors to attend Board, regular or special meetings, shall receive no remuneration, but, shall be paid the expenses incurred in connection with their services to the Park Authority in accordance with rates established and approved by the Board of Directors .

Article VI – Meetings

All meetings of the Park Authority shall follow Robert’s Rules of Order.

a. Annual General Meeting:

1. The Annual General Meeting shall take place within 120 days of the end of the fiscal year of the Park Authority.
2. The Annual General Meeting shall be open to all interested persons. However, only those who are voting delegates shall have the right to vote.
3. The Annual General Meeting, once called to order with a quorum present, may continue even if during the meeting the number of voting delegates is reduced to less than a quorum.
4. The order of business at the Annual General Meeting shall normally include:
 - a) Presentation of Credentials and Roll Call
 - b) Reading of the Minutes
 - c) Chairperson's Report
 - d) Park Manager's Report or other employed staff
 - e) Auditor's Report and Financial Statements
 - f) Appointment of Auditors
 - g) Reports of the Standing Committees
 - h) Unfinished Business
 - i) Bylaw Amendments
 - j) New Business
7. The Chairperson shall preside at the Annual General Meeting. In the Chairperson's absence, the Vice-Chairperson shall preside.

b. Board of Directors Meetings:

The Board of Directors shall hold a minimum of five (5) meetings annually as follows:

1. one, immediately after the Annual General Meeting at the same place, and
2. The dates and sites of any other meetings as may be deemed necessary by the Board.
3. A formal notice of meeting and agenda shall normally be mailed to the Board of Directors no later than ten (10) days prior to the meeting.
4. The quorum for all Board of Directors' meetings shall be one-half plus one (1) of the authorized directors.

c. Executive Council Meetings:

1. The Chairperson may, at any time call an Executive Committee meeting.
2. One-half (1/2) plus one (1) of the executive shall constitute a quorum.

d. Standing Committees and Ad Hoc Meetings

The Park Authority shall have two standing committees; the two committees shall have the operating authorities of the following:

1. **Golf Club**
2. **Auxiliary:** The Auxiliary Committee shall include all sports fields, exhibition grounds, the Agriplex, the campground, all playgrounds, Willows Dam, Aquatic Centre

Each of the Standing Committees of the Park Authority shall be governed by the following:

1. Membership shall be open to all those who wish to serve; however the committees shall be restricted to a maximum number of nine members
2. Committees shall meet at the call of the committee chairperson at a time and place best suited to conduct their business.
3. Committees shall be governed as set out in the Governance Policies.
4. One-half (1/2) plus one (1) of the committee members shall constitute a quorum.
5. Each Member of the Board of Directors shall adhere to a Board Member's Code of Conduct.
6. Each Member of the Board of Directors shall adhere to a Board Member's Conflict of Interest Policy as established in the Governance Policies.
7. Each Member of the Board of Directors shall adhere to a Board Member's Confidentiality Policy as established in the Governance Policies.

Each committee shall be responsible to:

1. Prepare three (3) year operating and capital budget and plans for approval by the Board of Directors of the Park Authority
2. Submit to the Board of Directors of the Park Authority for approval any expenditures outside of the annual budgets

The Board of Directors may establish such other committees and sub-committees as it deems advisable.

e. Rules of Order

All meetings of the Park Authority and committees shall be conducted in accordance with Robert's Rules of Order, insofar as they may apply.

Article VII – Resolutions

Resolutions submitted to the Annual General Meeting, must be in accordance with the terms of reference adopted by the Board of Directors.

Resolutions submitted prior to the Annual General Meeting shall be reproduced and distributed to the members in attendance and resolutions presented during the Annual General Meeting shall be produced if mechanics permit.

Article VIII – Amendments

All proposed amendments or repeals to the constitution by the Board must be submitted sixty (60) days prior to the Annual General Meeting.

All constitution changes require a two-thirds (2/3) majority to pass by the membership included in Article III.

Article XIV – Finances

a. Audit of Accounts

At each annual meeting there shall be an auditor appointed who shall audit the books and accounts of the Park Authority and prepare an annual financial statement for presentation at the Annual General Meeting.

The annual financial statement shall be for the period ending the previous fiscal year end prior to the Annual General Meeting.

b. Signing Authorities

Cheques, contracts, and documents requiring execution of the Park Authority shall be signed by any two of the following: the Chairperson, Vice Chairperson or Treasurer.

c. Banking

The Board of Directors shall, appoint one or more chartered banks or trust companies to be bankers for the accounts of the Park Authority, at the first meeting following the Annual General Meeting.

d. Borrowing Powers

In accordance to Article 9.1 of the Regional Park Act, 1979:

1. The Board of Directors shall borrow any amount of moneys that it considers will be required to fund its operations or to fulfil its purposes.

2. The Board of Directors may provide any guarantee or security that it considers appropriate respecting a loan.

e. Investments

In accordance to Article 9.3 of the Regional Park Act, 1979, the Board of Directors may:

1. invest any part of the capital or operating moneys of the regional park authority, and any proceeds of investment of those moneys, in:
 - a. securities of the Government of Canada or of any province of Canada;
 - b. securities whose payment is guaranteed by the Government of Canada or of any province of Canada;
 - c. securities of a municipality or of any other municipal corporation, school division or regional health authority in Saskatchewan;
 - d. deposit certificates or similar investments issued by a bank, trust corporation or credit union;
2. Dispose of any investments made pursuant to clause (a) on any terms and conditions and in any manner that the regional park authority considers appropriate.

Article X – Custody and Use of Seal

The seal of the corporation shall be in the custody of the Park Manager or the Chairperson and kept in the general office.

All papers or documents required to be sealed on behalf of the Park Authority shall be sealed in the presence of the Chairperson, Vice Chairperson or Treasurer or such other person as may be designated by resolution of the Board of Directors.

Article XI – Dissolution

In the event the park is abandoned or is discontinued and the Regional Park Authority dissolved, the net value of all assets shall be distributed to the Town of Assiniboia.

Article XII – Repeal of Former Constitution and Bylaws

The former articles of the Park Authority are hereby repealed, provided however, that anything lawful done under and in pursuance of such articles before the date hereof is hereby validated and these articles are amended as approved and shall take effect on the day immediately following the Annual General Meeting.