

**TOWN OF
CORNWALL
GENERAL BUSINESS BYLAW
BYLAW # 1**

This bylaw is made under the Authority of the Charlottetown Area Municipalities Act, Stats. P.E.I. 1994, Cap. 6.

Whereas the administration of the Town has been vested in a mayor and six councillors in accordance with this Act, who collectively constitute the Town Council.

Whereas Town Council has determined that it will provide the services of general government operations relating the affairs of the Town of Cornwall.

Be it enacted by the Council for the Town of Cornwall as follows:

1.1 TITLE

This bylaw shall be known as and may be cited as the Town of Cornwall General Business Bylaw.

1.2 GENERAL BUSINESS OFFICE

The Council may from time to time by resolution fix the location of the office the Town within the Town.

1.3 SEAL

The Town has a seal, an impression of which hereon appears is adopted and may be changed by resolution of the Council.

1.4 FINANCIAL YEAR

The first financial year of the Town shall terminate on the 31st day of December, 1995 and thereafter on the anniversary date thereof in each year.

1.5 BANKING ARRANGEMENTS

The banking business of the Town or any committee, commission or thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Council may designate, appoint or authorize from time to time by resolution on the Town's behalf by the Mayor, Deputy Mayor and the Chief

Administrative Officer, Chairman of Finance Committee and/or such other persons as the Council may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, without restricting the generality of the foregoing, the operation of the Town's accounts', the making, signing, drawing, accepting, endorsing, negotiating, allotting, depositing or transferring of any cheques, promissory notes, drafts acceptances, bills of exchange and order for the payment of money; the giving of receipts for and orders relating to any banking business, and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Town's behalf to facilitate such banking business.

1.6 EXECUTION OF INSTRUMENTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring the signature of the corporation shall be signed on behalf of the Corporation by the Mayor and the Chief Administrative Officer and the corporate seal shall be affixed to such instruments as may required by any person so authorized to sign on behalf of the Town.

Notwithstanding any provisions of the contrary contained in the by-laws of the Town, Council 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, obligation or other instrument in writing or any class of deeds, transfers, contracts, obligations or other instruments in writing requiring signature by the Town, may or shall be signed.

1.7 COUNCIL

Power of Council. The Council shall manage the business and affairs of the Town.

1.8 COMPOSITION OF COUNCIL AND QUORUM

The Council consists of a Mayor and six Councillors

elected in accordance with the Charlottetown Area Municipalities Act and Regulations. A quorum of Council is the Mayor, or in his absence the Deputy-Mayor, and at least one half of the Councillors then holding office.

1.9 QUALIFICATIONS

The qualifications for nomination and for holding offices as a Mayor or Councillor of the Town are that the nominee is:

- (a) not less than eighteen years of age;
- (b) a Canadian citizen;
- (c) and ordinarily a resident in the Town for a period of six months preceding the date of the election.

1.10 ELECTION AND TERM

The Councillors shall be elected according to the Charlottetown Area Municipalities Act to hold office until the next election or until their successors shall retire, but, if qualified, are eligible for re-election. Town election procedures shall be as set out in the Municipalities Act.

1.11 VACANCIES

Vacancies on the Council shall be filled for the remainder of the term of office following the provisions of Sections 83 and 85 of the Charlottetown Area Municipalities Act.

1.12 CALLING OF MEETINGS

Meetings of Council shall be held from time to time at such place, at such time and on such days as the Mayor may determine; the C.A.O. shall call meetings when directed or authorized by the Mayor. Notice of every meeting so called shall be given to each Councillor not less than forty-eight hours (excluding any part of a Sunday or Holiday as defined by the Interpretation Act for the time being in force) before the time when the meeting is to be held and such notice shall specify the general nature of the business to be transacted. No notice of a meeting shall be necessary if all the Councillors are present, and do not object to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the

holding of such meeting.

1.13 REGULAR MEETINGS

The Council appoints the third Wednesday in each month for Regular Council Meetings at such place as Council may determine and hour to be named. A copy of any resolution of the Council changing the place and time of Regular Monthly Meetings of Council shall be sent to each Councillor forthwith after being passed, but no other notice shall be required for any such Regular Monthly Meetings.

1.14 VOTES TO GOVERN

At all meetings of Council every question shall be decided by a majority of the votes cast on the question. Each Councillor has one vote and only in the case of a equality of votes, shall the Mayor be entitled to vote to break a tie.

1.15 REMUNERATION OF COUNCILLORS

Subject to the Charlottetown Area Municipalities Act, the Councillors of the Town shall be paid such remuneration as may be determined by by-law. Any remuneration so payable to a Councillor who is also Chair of any committee, commission or agency of the Town except the Utility Corporation is the total of any Councillors remuneration. Councillors may also be paid such sums in respect of their performance by them of their duties as Councillor.

1.16 DECLARATION OF INTEREST

Every Councillor or employee of the Town who is a party to a material contract or a proposed material contract for the Town or who is a director of employee of or has a material interest in any person who is a party to a material contract or a proposed material contract for the Town shall disclose in writing to the Town or request to have entered in the minutes of meetings of Council, the nature and extent of his/her interest. All such disclosures shall be made at the time required by the applicable provisions of the Municipalities Act and the by-laws and Councillors shall refrain from voting in respect of the material contract or proposed material contract if and when prohibited by the Act or By-laws.

1.17 PROTECTION OF MAYOR, COUNCILLOR AND EMPLOYEES

No Mayor, Councillor, or employee of the Town shall be liable for the acts, receipts, neglects or defaults of any other Councillor, employee or officer or for joining in any receipts or other acts for conformity or for any loss or expense happening to the Town through the insufficient or deficiency of title to any property acquired by the order of the Council for or on behalf of the Town or for the insufficiency or deficiency of any security in or upon which any of the monies of the Town be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Town shall be deposited, or for any loss occasioned by the error of judgment or oversight on his/her part or for any loss, damage or misfortune whatever, which shall happen in the execution of the duties of his/her office or in relation thereto unless in or as a result of any action, suit or proceeding he/she is adjudged to be in breach of any duty or responsibility imposed on him/her under the Act or under any other statute.

1.18 INDEMNITY OF MAYOR, COUNCILLORS AND EMPLOYEES

The Town shall indemnify the Mayor, Councillors, and employees of the Town, former Mayors, Councillors and employees of the Town, or any person who acts or has acted at the Town's request as a Mayor, Councillor, or employee of a corporation, committee, or commission of which the Town has created and his heirs and legal representatives against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she has been made a party by reason of being or having been a Mayor, Councillor, or employee of such Town, Corporation, Committee, or Commission if:

(a) he/she acted honestly and in good faith with a view to the best interest of the Town; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty he/she had reasonable grounds for believing that his/her conduct was lawful. The Town shall also indemnify such Mayor, Councillor, or employee of the Town body corporate against all costs, charges and expenses reasonably incurred by him/her in respect of such action or proceeding.

1.19 INSURANCE FOR MAYOR, COUNCILLORS AND EMPLOYEES

The Town may purchase and maintain insurance for the benefit of any Mayor, Councillor, or employee against liabilities, costs, charges and expenses sustained or incurred by such Mayor, Councillor, or employee for failure to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

1.20 COMMITTEE CHAIRMAN

Appointed Officers. At the first meeting of Council after an election, the Mayor shall appoint from among the Councillors elected, chairpersons for the standing committees and they shall continue to hold office until a successor is appointed.

1.21 MAYOR

The Mayor shall, when present, preside at all meetings of Council and shall be charged with the general supervision of the business and affairs of the Town.

1.22 DEPUTY-MAYOR

During the absence or inability of the Mayor, his/her duties shall be performed and his/her powers may be exercised by the Deputy-Mayor.

1.23 CHIEF ADMINISTRATIVE OFFICER

The Chief Administrative Officer shall have the general management and direction, subject to the authority of the act, regulation, the bylaws, Mayor and Council and the supervision of the Mayor of the Town's business and affairs. The Chief Administrative Officer shall give, or cause to be given all notices required to be given, to Council, auditors and members of committees, he/she shall attend all meetings of Council and if possible committees and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings. The Chief Administrative Officer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Town and shall direct the deposit of money, the safekeeping of securities and the disbursements of the funds of the Town; he/she shall render to Council at the meeting thereof, or whenever required of him/her an account of all his/her transactions as Chief Administrative Officer. The Chief Administrative Officer shall as soon as possible after the end of the fiscal year prepare a detailed statement of the finances of the Town and submit it, when audited, to the Council. He/she shall be the custodian of the corporate

seal of the Town and of all books, papers, record,
documents and other instruments belonging to the Town;
and he/she shall perform such other duties as may from time
to time be prescribed by Council.

1.24 OTHER OFFICERS

The duties of all Councillors of the Town shall be such as designated by the Mayor or as Council requires of them. Any of the powers and duties of any officer whom an assistant has been appointed may be exercised and performed by such assistant, unless the Council otherwise directs.

1.25 VARIATION OF DUTIES

Subject to the Charlottetown Area Municipalities Act, Council may vary, add to or limit the powers and duties of any employee or committee.

1.26 AGENTS AND ATTORNEYS

The Council shall have power from time to time to appoint agents or attorneys for the Town with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

1.27 (1) The Council shall annually appoint an auditor who shall audit the financial statements of the Town.

(2) The auditor shall be the person qualified to practice as a public accountant under the **Public Accounting and Auditing Act**.

(3) The auditor shall, on or before March 15 in each year, make a report to the Council on the financial statements of the Town and shall state in his or her report whether, in his or her opinion, the financial

statements referred to therein present fairly the financial position of the Town and the results of its operations during the immediately preceding fiscal year, in accordance with generally accepted accounting principles applied on a basis consistent with that of the previous fiscal year.

1.28 FIDELITY BONDS

The Town may require such officers, employees and agents of the Town as Council deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as Council may from time to time prescribe.

1.29 NOTICES - METHOD OF GIVING

Any notice, communication or other document to be given by the Town to a Councillor, or auditor of the Town under any provision of by-laws shall be sufficiently given if delivered personally to the person to whom it is given or if delivered to his/her last address as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail in the sealed envelope addressed to him/her at his/her last address as recorded in the books of the Town or if sent by means of wire or wireless of any other form of transmitted or recorded communication.

The C.A.O. may change the address on the books of the Town of any Councillor in accordance with any information believed by him/her reliable. A notice, communication or document so delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given on the third day after it was deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

1.30 COMPUTATION OF TIME

In computing the date when notice must be given under any provision of this by-law requiring a specified number of days notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

1.31 OMISSIONS AND ERRORS

The accidental omissions to give any notice to any one Councillor or auditor or any error in any notice not effecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

1.32 WAIVER OF NOTICE

Any Councillor may waive any notice required to be given under any provision of the by-laws of the Town or of the Municipalities Act, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

1.33 INTERPRETATION

In this by-law and all other by-laws of the Town, words importing the singular number only shall include the plural and vice-versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include companies, corporations, partnerships and any number or aggregate of persons; "resident of the Town" means an individual who is determined to be a resident of the Town as defined by the Election Act, and the Charlottetown Area Municipalities Act.

1.34 EFFECTIVE DATE

This bylaw comes into force on the 1st day of April 1995.

This bylaw received first reading at the Town Council Meeting of April 1, 1995.

This Bylaw received final approval at the Town Council Meeting of April 3, 1995.

Witness the Corporate Seal of the Corporation.

Willard B. MacPhail
Mayor

Eldon I. Sentner
Chief Administrative Officer

BE IT RESOLVED THAT:

By-law No. 1, being a by-law relating generally to the transaction of the business and affairs of the Town of Cornwall and the same is hereby enacted as a by-law of the Town and the Mayor and the C.A.O. be and they are hereby authorized to sign the by-law and apply the Town seal

thereto.

DATED the day of , 1995.

MAYOR

C.A.O.