

Consolidation

BYLAW REGARDING THE CONDUCT OF BOARD MEETINGS BY THE SASKATCHEWAN ASSESSMENT MANAGEMENT AGENCY

Originally passed December 7, 1999 (Board Item 4609/99)

Including amendments:

- June 5, 2003 (Board Item 5442/03)
- Bylaw 2004-1, May 5, 2004 (Board Item 5708/04)
- Bylaw 2004-3, July 9, 2004 (Board Item 5741/04)
- Bylaw 2007-1, May 25, 2007 (Board Item 6655/07)
- Bylaw 2007-2, July 6, 2007, (Board Item 6697/07)
- Bylaw 2008-1, September 24, 2008, (Board Item 7000/08)
- Bylaw 2010-1, July 8, 2010, (Board Item 7449/10)

NOTE: This consolidation is not official. Amendments have been incorporated for convenience of reference and the bylaws should be consulted for all purposes of interpretation and application of the law. In order to preserve the integrity of the original bylaws, errors that may have appeared are reproduced in this consolidation.

**BYLAW REGARDING THE CONDUCT OF BOARD MEETINGS BY THE
SASKATCHEWAN ASSESSMENT MANAGEMENT AGENCY**

**Article I
Officers of the Board**

- 1.1 The officers of the Board shall be:
- The Chair
The Vice-Chair
- 1.2 The Chair is appointed by the Lieutenant Governor in Council. The Vice-Chair shall be elected at the Board's first regular meeting and may be re-elected from time to time as the Board determines.
- 1.3 The Board shall select a Secretary to the Board who shall attend all Board meetings. The Secretary may act as recording secretary.
- 1.4 The Executive Director shall hereinafter be referred to as "the Chief Executive Officer" and shall attend Board meetings and be appointed as Secretary to the Board.

**Article II
Duties of the Officers of the Board
Secretary and Board Members**

- 2.1 The Chair shall preside at all meetings of the Board and shall be an ex-officio member of all committees of the Board.
- 2.2 In the absence of the Chair, or if the office becomes vacant, the Vice-Chair shall perform the duties of the office of the Chair.
- 2.3 The Chair shall have the authority to arrange for the meeting of delegations before the Board, and to meet with delegations and other parties on behalf of the Board.
- 2.4 Only the Chair or a Board member designated by the Chair shall have the authority, on behalf of the Board, to prepare and distribute news releases to the media.
- 2.5 The Chair and/or Vice-Chair shall perform such other duties as may from time to time be determined by the Board.
- 2.6 The Secretary shall:
- (a) attend all Board meetings;
 - (b) cause minutes of all Board meetings and committee meetings to be kept;

- (c) give all notices to the directors and committee members;
- (d) be the custodian of the corporate seal and all original minutes of all meetings of the Board and all meetings of the committees of the Board; and
- (e) have any other powers the Board may specify.

2.7 Confidential information:

2.7.1 Board members are bound by their fiduciary duty to the Agency to maintain the confidentiality of information received by them in their capacity as directors of the Agency.

[June 5, 2003]

2.7.2 Board members shall not disclose to any person not authorized to receive it, information that is confidential or proprietary to the Agency, the nature and content of board meeting deliberations and discussions, or information that is not approved for disclosure in accordance with the *Access to Information Bylaw*, nor shall a Board member use such information for personal benefit.

[June 5, 2003; Bylaw 2004-1, May 5, 2004; Bylaw 2008-1, September 24, 2008]

2.7.3 Upon the termination of their appointment, Board members shall destroy all Board agendas, materials and minutes, and return to the Secretary to the Board all other confidential information in their possession; unless the member is reappointed to another term.

[June 5, 2003]

2.8 Conflict of interest:

2.8.1 Board members are bound by their fiduciary duty to the Agency to avoid actual, potential and perceived conflicts of interest, by placing the interests of the Agency ahead of their own personal interests, or the interests of any person or group associated with the member. Nothing herein is intended to prevent a Board member from discussing or voting on any matter or decision which affects:

(a) the constituency from which the member has been appointed or elected; or

(b) any land owned by the member,

so long as the member's fiduciary duties to the Agency can be fulfilled.

[June 5, 2003]

2.8.2 A conflict of interest exists for a Board member when any matter that comes before the Board is such that the member could not reasonably be expected to exercise independent judgement because:

- (a) the member or the member's agent, partner, spouse, parent or child beneficially owns, directly or indirectly, or exercises control or direction over shares carrying more than 25% of the voting rights attached to all shares of a corporation, or is a senior officer of a corporation, that could make a financial profit from or be adversely affected by a decision of the Board; or
- (b) the member or the member's spouse, parent or child could make a financial profit from or be adversely affected by a decision of the Board.

[June 5, 2003]

2.8.3 A conflict of interest exists for a Board member when any matter or decision that comes before the Board is such that as a result of occupying a position or holding an office in an organization, the member is legally obliged to subordinate the interests of the Agency to the interests of the organization when dealing with the matter or decision.

[June 5, 2003]

2.8.4 Where a conflict of interest does arise for a Board member, the member shall:

- (a) disclose that a conflict of interest exists to the Board at the meeting at which the matter is first discussed or considered;
- (b) withdraw from the meeting while the matter is under discussion or is being voted upon;
- (c) avoid discussing the matter or attempting to influence the decision made by any other member on the matter before, during or after the meeting; and
- (d) abstain from voting on any resolution regarding the matter.

[June 5, 2003]

2.8.5 Where a conflict of interest is disclosed by a Board member, the Secretary shall cause to be entered into the minutes the member's statement that a conflict of interest exists, and the member's withdrawal from the meeting.

[June 5, 2003]

2.8.6 Where a Board member:

- (a) owns land in accordance with section 9 of *The Assessment Management Agency Act*; or
- (b) has an interest in a material contract or proposed material contract with the Agency in accordance with section 17 of *The Interpretation Act, 1995*,

the member shall abide by the provisions of the respective Act.

[June 5, 2003]

2.8.7 Where a Board member discovers that another member may have a conflict of interest in a matter or decision before the Board, the member having such knowledge should, at the very least, request the member that may have a conflict of interest to abide by the provisions of Article 2.8.4.

[June 5, 2003]

- 2.8.8 Where a Board member is requested by another member in accordance with Article 2.8.7 to disclose a conflict of interest and abide by the provisions of Article 2.8.4, and the member denies or refuses, then the Secretary shall cause to be entered into the minutes the fact that a request was made, the name of the member that made the request, and that the request was denied or refused.

[June 5, 2003]

Article III **Meetings of the Board**

- 3.1 Regular meetings of the Board shall be held in the Province of Saskatchewan and shall not be less frequent than one meeting every two months.
- 3.2 Legally binding meetings of the Board shall require a quorum to be present. A quorum shall consist of not less than a majority of Board members. No business shall be transacted unless a quorum is present. If a quorum is not present, the record shall state which members were present and the meeting shall be adjourned.
- 3.3 A meeting of the Board may be called by the Chair or a majority of members of the Board, and the Secretary shall, upon direction of either of the foregoing, convene a meeting of the Board.
- 3.4 The Secretary to the Board shall notify in writing all members of the Board at least 5 days prior to the meeting.
- 3.5 The order of business of all regular board meetings shall be determined from time to time, by resolution by the Board.
[Bylaw 2004-3, July 9, 2004]
- 3.6 Minutes shall be kept of all meetings of the Board, which minutes shall be circulated among all members of the board following such meetings.
[Bylaw 2004-3, July 9, 2004]
- 3.7 Rules of order at Board meetings:
- 3.7.1 Every member of the Board present at any meeting, including the Chair, shall vote upon any question directed by the Chair.
- 3.7.2 A question shall be considered when a motion is made by a member. Notwithstanding the rules of parliamentary procedure adopted herein, a seconder to the question is not required before a vote on the question is directed by the Chair.
- 3.7.3 A question shall be passed when a majority of the members present vote in favour of it, with all members present being required to vote. In the event of the votes cast being equal, the question shall be considered in the negative or lost.

- 3.7.4 Any member may, after a vote has been taken, call for a recorded vote, whereupon the Secretary, upon the direction of the Chair, shall poll the members and record the names of those voting for and those voting against the motion.
- 3.7.5 Any member may request a counted vote, whereupon the Secretary, upon direction of the Chair, shall poll the members for and those voting against the motion.
- 3.7.6 Accepted rules of parliamentary procedure except where specifically altered by the Board shall be *Robert's Rules of Order*, and these shall govern the proceedings at all meetings of the Board.

3.8 Meeting Agendas:

[Bylaw 2008-1, September 24, 2008]

- 3.8.1 In consultation with the Chair, the Secretary shall prepare a draft agenda for each regular Board meeting showing the business to be conducted at the meeting, which agenda will accompany the written notice of the meeting to members.

[Bylaw 2008-1, September 24, 2008]

- 3.8.2 To place an item of business on an agenda, a member will make a written motion at a Board meeting to have the item included on the agenda at a future meeting, which written motion will be in a form determined by Order of the Board.

[Bylaw 2008-1, September 24, 2008]

- 3.8.3 If, in the opinion of the Board, the item of business to be placed on an agenda under article 3.8.2 is emergent, then the item may be added to the agenda of the same meeting at which the motion is brought.

[Bylaw 2008-1, September 24, 2008]

- 3.8.4 Additions or deletions may be made to an agenda or the order of business may be changed at a Board meeting through a vote on such motion"

[Bylaw 2008-1, September 24, 2008]

- 3.9 [repealed, Bylaw 2004-1, May 5, 2004]

- 3.10 The Board may determine the remuneration and reimbursement for reasonable travel and incidental expenses by members in the discharge of their duties.

- 3.11 If consented to by resolution of the Board, a Board member may participate in a Board or committee meeting by telephone or other communication device that allows all participants to hear the business of the meeting.

[June 5, 2003; Bylaw 2004-3, July 9, 2004]

- 3.12 A member of the Board is entitled to receive the same information as provided to any other past or present member regardless of the timing or duration of their respective appointments.

[June 5, 2003]

3.13 Acquisition of information:

3.13.1 Members of the Board shall direct requests for information to the Secretary to the Board. Where pursuant to Article 3.12 the member:

- (a) is entitled to the information, the Secretary shall provide the information to the member; or
- (b) is not entitled to the information, the member may make an application to the Agency in accordance with the *Access to Information Bylaw*.

[June 5, 2003; Bylaw 2004-1, May 5, 2004; Bylaw 2008-1, September 24, 2008]

3.13.2 Notwithstanding the *Access to Information Bylaw*, where the requested information is to be provided to a member of the Board:

- (a) the member shall be provided with a copy of the information; and
- (b) the Chief Executive Officer shall waive any fees for the information.

[June 5, 2003; Bylaw 2004-1, May 5, 2004; Bylaw 2008-1, September 24, 2008]

Article IV **Committees of the Board**

4.1 The Board may establish any committees that it considers appropriate to assist it in carrying out duties.

4.2 Advisory Committees:

4.2.1 The Board may establish any advisory committees subject to any terms and conditions that it considers appropriate to assist it in carrying out its duties, and may appoint any persons to be members of such committees.

4.2.2 The members of these committees shall be appointed by resolution of the Board.

4.2.3 The Board shall determine the terms and the remuneration for the persons appointed to the committees.

4.2.4 The Board shall appoint the chair of each committee and the chair shall preside over the committee and shall report to the Board following each meeting of the committee. In the absence of the chair, the other committee members shall select another member as acting chair.

4.3 Minutes shall be kept of all meetings of the committees, which minutes shall be circulated among the members of the committees and among all members of the Board.

[Bylaw 2004-3, July 9, 2004]

4.4 Meetings of the committees shall be called by the chair or whenever a majority of the committee so requests.

- 4.5 A majority of the members of each committee shall represent a quorum for the transaction of business and no business shall be transacted unless a quorum be present.

Article V
Rules and Orders

- 5.1 The Board by resolution shall adopt Rules and Orders related to property valuation and assessment policies and procedures.
[Bylaw 2007-1, May 25, 2007]
- 5.2 Once the Board has passed a Rule, Order or resolution authorizing an instrument to be sealed, the rule, order or instrument shall be signed by:
- (a) the Chair of Vice Chair; and
 - (b) the Secretary to the Board or the Managing Director of Administration.
[Bylaw 2010-1, July 8, 2010]
- 5.2.1 The authorized signatures to a Rule, Order or instrument authorized by resolution of the Board to be sealed, shall be original and not made electronically or by stamp.
[Bylaw 2007-1, May 25, 2007]
- 5.2.2 Notwithstanding article 5.2.1, the authorized signatures on certificates of confirmation approved by an Order of the Board may be made electronically.
[Bylaw 2007-1, May 25, 2007]
- 5.3 The original Rule or Order shall be kept in the custody of the Secretary to the Board.
- 5.4 The Secretary to the Board, upon the direction of the Chair, shall have the Rules and Orders of the Board printed in the Gazette.

Article VI
Seal of the Board

- 6.1 Until changed by the Board, the Seal of the Agency shall be in the form impressed hereon.
- 6.2 The Seal of the Agency shall be affixed to each:
- (a) Rule, Order or Bylaw once it has been passed by the Board;
 - (b) instrument authorized by resolution of the Board to be sealed; and
 - (c) certificate of confirmation approved by an Order passed by the Board.
[Bylaw 2007-1, May 25, 2007]
- 6.3 The Secretary to the Board or a person so designated by the Secretary to the Board, shall affix the Seal of the Agency to each document in article 6.2.
[Bylaw 2010-1, July 8, 2010]

- 6.4 Notwithstanding article 6.3, the Managing Director of Quality Assurance or the person so designated by the Managing Director of Quality Assurance shall affix the Seal of the Agency to the certificates of confirmation approved by an Order passed by the Board.
[Bylaw 2007-1, May 25, 2007]

Article VII **Finance**

- 7.1 The Board shall appoint an auditor as required by Section 19 of *The Assessment Management Agency Act*.
- 7.2 The fiscal year of the Agency shall end on December 31st of each year.
- 7.3 All monies received by or on behalf of the Agency shall be deposited in a chartered bank of Canada or credit union with chequing facility designed by the Board.
- 7.4 [repealed, Bylaw 2007-2, July 6, 2007]
- 7.5 [repealed, Bylaw 2007-2, July 6, 2007]

Article VIII **Bylaws**

- 8.1 Bylaws may be passed at any regular meeting of the Board.
[Bylaw 2004-1, May 5, 2004]
- 8.2 Notwithstanding section 8.1, a Bylaw will not be passed at the first meeting it is presented to the Board unless the Bylaw receives unanimous consent of the Board members present.
[Bylaw 2004-1, May 5, 2004]
- 8.3 Once the Board has passed a Bylaw, it shall be signed by:
- (a) the Chair or Vice Chair; and
 - (b) the Secretary to the Board or Corporate Counsel.
- [Bylaw 2007-1, May 25, 2007]
- 8.4 The authorized signatures to a Bylaw shall be original and not made electronically or by stamp.
[Bylaw 2007-1, May 25, 2007]
- 8.5 The Secretary to the Board will be the custodian of the Bylaws.
[Bylaw 2004-1, May 5, 2004]

Article IX
Repeal

- 9.1 The Bylaw Regarding the Conduct of Board Meetings, as such Bylaw was adopted by the Board on March 27, 1987 and has from time to time been amended, is repealed.

Adopted by the Board of Directors of the Saskatchewan Assessment Management Agency this 7 day of December, 1999.

_____[Mark Thompson]_____
Chair

_____[M. J. Cooney]_____
Secretary to the Board