



CONSTITUTION
BY LAWS
POLICIES

Adopted Version

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Constitution

ARTICLE I: MEMBERSHIP

Section 1.1: Town Memberships [\[B1.1.a\]](#)

Any incorporated Municipality, Local Service District or permanently recognized community or Aboriginal Community Government and/or First Nations Community (incorporated either by or under a special or general act of the legislature) may become a member of the Combined Councils of Labrador on payment of the current membership dues. Each Municipal, Community Government Member, or permanently recognized community and/or First Nations Community of the Combined Councils of Labrador shall select its own representative or representatives to participate in the activities of the Combined Councils of Labrador.

Section 1.2: Associate Members [\[B1.2.a\]](#)

The CCL may offer associate memberships in addition to town memberships.

Section 1.3: Honorary Members [\[B1.3.a\]](#)

The CCL may offer honorary memberships in addition to town and associate memberships.

Section 1.4: Withdrawal from Membership [\[B1.4.a\]](#)

Any member may withdraw from membership in the CCL.

Section 1.5: Forfeiture of Membership [\[B1.5.a\]](#)

Any member whose dues are in arrears shall cease to be a member of the CCL according to board policy.

Section 1.6: Renewal of Membership [\[B1.6.a\]](#)

Any member who has withdrawn without written notification or who has forfeited membership in the CCL may be re-instated.

Section 1.7: Membership Fees [\[B1.7.a\]](#)

The CCL may charge membership fees.

Article II: Board of Directors

Section 2.1: Powers of Directors [\[B2.1.a\]](#)

The directors shall manage the business affairs of the CCL in accordance with the constitution, by-laws, and policies.

Section 2.2: Election and Term [\[B2.2.a\]](#)

Directors shall be elected at an annual general meeting with a prescribed term. The board of directors shall respect the value of equality.

Section 2.3: Removal of Directors [\[B2.3.a\]](#)

Directors may be removed from the board of directors in accordance with approved by-laws.

Section 2.4: Calling of Meetings [\[B2.4.a\]](#)

The Board of Directors is required to have regular communication to carry out its mandate. There shall be one annual meeting of the membership in accordance with by-laws and policies.

Section 2.5: Remuneration of Directors [\[B2.5.a\]](#)

The directors of the CCL may be remunerated in accordance with by-laws and policies.

Section 2.6: Conflict of Interest [B2.6.a]

The CCL are required to follow conflict of interest guidelines. The CCL shall operate in an open and accountable environment.

Section 2.7: Protection of Directors and Officers [B2.7.a]

The CCL shall indemnify the directors or officers of the CCL.

Section 2.8: Officers and Executive Committee [B2.8.a]

The CCL may have designated officers and an executive committee. The CCL shall establish duties for designated officers.

The Board of Directors shall have power from time to time to appoint agents or attorneys for the CCL.

Article III: Other Committees

Section 3.1: Standing Committees [B3.1.a]

The CCL may establish Standing Committees of the CCL if and when required.

The CCL may establish task committees of the CCL if and when required.

Article IV: Meetings

Section 4.1: Meetings of the Membership [B4.1.a]

The annual meeting of the members of the CCL shall be held each year at such time and place as may be determined by the Board of Directors. Notice to the membership shall be provided.

Section 4.2: Special Meeting [B4.2.a]

The President of the Board of Directors may call special meetings of the CCL. Notice to the membership shall be provided.

Section 4.3: Parliamentary Authority [B4.3.a]

The CCL shall adopt recognized parliamentary procedures.

Section 4.4: Resolutions by Members [B4.4.a]

Resolutions may be filed annually to provide direction to the Board of Directors.

Article V: Corporate Seal and Execution of Documents

Section 5.1: Registered Office [B5.1.a]

The Directors may from time to time by resolution fix the location of the registered office of the CCL within the place in the province of Newfoundland and Labrador designated as such by the articles of the CCL.

Section 5.2: Seal [B5.2.a]

The CCL may have a seal, which shall be adopted and may be changed by resolution of the directors.

Section 5.3: Execution of Instruments [B5.3.a]

The CCL shall have designated officers and procedures for the execution of instruments.

Article VI: Financial Matters

Section 6.1: Financial Matters [B6.1.a]

The CCL shall adopt a fiscal year end and a set of fiscal policies.

Section 6.2: Audit [B6.2.a]

The accounts of the CCL shall be audited annually by a licensed practitioner at such time as will permit the report of the auditors to be presented at the annual meeting of the CCL in each year.

Article VII: Interpretation and Amending Constitution

Section 7.1: Interpretation [B7.1.a]

In this clause and all other clauses of the CCL, 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 of aggregate of persons; "resident Canadian" means an individual who is determined to be a resident Canadian as defined by the Act; "articles" shall include the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of dissolution, articles or revival and any amendments thereto; "the Act" shall mean The Corporations Act, Chapter 12 of the Statutes of Newfoundland, 1986, as amended from time to time.

Section 7.2: Amending Constitution [B7.2.a]

The Constitution may be amended by a two-thirds majority vote of the voting members by passing a special resolution. Any amendment duly passed shall be deemed to take effect immediately upon conclusion of the vote. Notification of such amendments must be distributed to the CCL membership with a minimum of 60 days notice.

SCHEDULE "A"

LINES OF BUSINESS COMBINED COUNCILS OF LABRADOR (CCL)

- Advocacy:* The Combined Councils of Labrador are given a mandate annually by its members who pass direction to the board of directors and staff in the form of resolutions. The board of directors and staff advocate on behalf of members, through correspondence, meetings, telephone calls, media coverage, research, proposals, conferences and any other means available.
- Research:* In the course of advocating social and economic developments in Labrador the Combined Councils of Labrador conduct research in specific topics as brought forward by member local governments.
- Event Coordination:* In the course of advocacy efforts, the Combined Councils of Labrador are tasked annual to coordinate an annual conference and annual general meeting in Labrador to address economic and social concerns in the region. Every 10 years a more significant conference is organized. To date "Labrador in the Seventies", "Labrador in the Eighties", "Labrador in the Nineties" and "Directions North" have all been organized. On occasion additional events are organized to advance the goals of members such as human resource, policing and fisheries forums were all coordinated in 2003.
- Training:* The Combined Councils of Labrador in partnership through the Municipal Training and Development Corporation develop, coordinate and deliver quality training local governments throughout Labrador.
- Initiative Delivery:* In the course of carrying out its mandate the Combined Councils of Labrador board of directors and staff will initiative projects and programs for the benefit of members. These activities can entail a broad range of activities from marketing, new programs, etcetera.

By-Laws

ARTICLE I: MEMBERSHIP

Section 1.1: Town Memberships [B1.1.a](#) [[P1.1.1.a](#)]

No applicable By-Law.

Section 1.2: Associate Members [B.1.2.a](#) [[P1.1.2.a](#)]

Associate membership in the CCL shall generally be restricted to all past appointed or elected members of incorporated municipalities and other provincial groupings of municipalities of Canada. On the vote of the Board of Directors, however, associate membership may be extended to any person, firm, corporation or organization. Once eligible, associate membership in the CCL may be had on payment of the annual dues prescribed by the Board of Directors for this type of membership. Such membership shall not carry with it the right to vote on any matter.

Section 1.3: Honorary Members [B1.3.a](#) [[P1.1.3.a](#)]

Any person who has rendered conspicuous service toward the improvement of local government in Labrador may be nominated for honorary life membership in the CCL. The granting of such honorary life memberships shall be subject to approval by 2/3 majority of the voting delegates at the annual general meeting.

Section 1.4: Withdrawal from Membership [B1.4.a](#) [[P1.1.4.a](#)]

No applicable By-Law.

Section 1.5: Forfeiture of Membership [B1.5.a](#) [[P1.1.5.a](#)]

No applicable By-Law.

Section 1.6: Renewal of Membership [B1.6.a](#) [[P1.1.6.a](#)]

No applicable By-Law.

Section 1.7: Membership Fees [B1.7.a](#) [[P1.1.7.a](#)]

The annual dues of members may be determined by the Board of Directors and approved by the members at any annual or special meeting of the CCL by a 2/3-majority vote by the members in attendance. Fees will be charged at \$0.75 per person in each community with a minimum fee of \$100 and a maximum fee of \$3500.

Article II: Board of Directors

Section 2.1: Powers of Directors [B2.1.a](#) [[P2.1.1.a](#)]

Subject to the articles of the CCL, a majority of directors, 50% plus 1 shall constitute a quorum for the transaction of the business at any meeting of the directors.

Each nominee for the office of director must be a member of a municipal council, local service district or a permanently recognized community that is a member in good standing of the CCL and in the case he or she is to be representative of a specific group in the CCL his council must fall within the criteria for such group as set out in Article II, Section 5 of this By-Law. Each director shall be Nineteen (19) or more years of age.

Section 2.2: Election and Term [B2.2.a](#) [[P2.1.2.a](#)]

The Board of Directors shall be elected for a two-year term of office. Board members will hold office until the Annual General Meeting at which time their term expires or until successors have been duly elected or until such time a director is unsuccessful in a municipal election. For the purposes of this change the President and two directors will be elected for a two-year term in 2005. The following year the three additional directors will be elected for two-year terms.

The Board of Directors shall consist of and be elected as follows:

- (a) A **President**, who shall be elected at large by voting delegates of the CCL at every second Annual General Meeting.
- (b) Not less than five (5) **Regional Vice Presidents** shall represent the various regions of the CCL and whom the voting delegates shall elect from municipalities within their respective regions at every second Annual General Meeting.
- (c) A **Secretary / Treasurer** who shall be elected from among the (5) Regional Vice Presidents.

Nominations for President may be received prior to the annual general meeting or from the floor at the annual general meeting. Each nomination must be duly moved and seconded. Each candidate will have an opportunity to speak to the assembly.

The election of a President will be by secret ballot.

Election of the Regional Directors shall be by secret ballot. In the situation where a tie cannot be determined by a secret ballot, a coin toss will decide.

A member of the Board of Directors who becomes a candidate in a Provincial or Federal election, is to take a leave of absence from the Board until the election is concluded and, if successful, resign from the Board at that time.

Should the President become unable or unwilling to continue in office the (5) Vice-Presidents shall elect an interim President until the Annual General Meeting from the current board of directors.

Section 2.3: Removal of Directors [B2.3.a \[P2.1.3.a\]](#)

The members entitled to vote in an election of a director or directors may by resolution passed by a majority of votes cast at a special meeting of those members, of which notice specifying the intention to pass such resolution has been given, remove that director or directors from office with cause before the expiration of their term of office, and may by a majority of votes cast at that meeting elect any person qualified to be a director for the remainder of the term.

Section 2.4: Calling of Meetings [B2.4.a \[P2.1.4.a\]](#)

Each newly elected Board may, without notice, hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the meeting of the members at which such Board was elected, provided a quorum of directors be present.

Authority of Board of Directors

The President and all members of the Board of Directors are subject to the direction and control of the Board and shall abide by decisions of the Board.

Votes to govern

At all meetings of the Board of Directors, a two-thirds vote of the full complement of Board members is required to adopt any motion that:

- (A) Is listed in Robert's Rules of Order Newly Revised as requiring a two-thirds vote;
- (B) Involves major financial decisions including but not limited to adoption of or revision to the annual operating budget, and acquisition or disposal of major assets; or
- (C) Would have the result of hiring or dismissing the Executive Director.

All other questions shall be decided by a majority of the votes cast on the question.

Transaction of business by signature

A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of directors duly called, constituted and held for that purpose.

Section 2.5: Remuneration of Directors [B2.5.a \[P2.1.5.a\]](#)

The directors of the CCL shall not be paid remuneration for services rendered in performance of their duties as members of the Board of Directors but shall receive reasonable per diem expenses and travelling expenses for attendance at all meetings and incurred in the performance of their duties as members of the Board of Directors, provided that claims are properly vouchered and submitted to the Executive Director for payment in accordance with internal policy documents.

Section 2.6: Conflict of Interest [B2.6.a \[P2.1.6.a\]](#)

No applicable bylaw.

Section 2.7: Protection of Directors and Officers [B2.7.a \[P2.1.7.a\]](#)

No director or officer of the CCL shall be liable for the acts, receipts, neglects or defaults of any other director or officer or for joining in any receipts or other acts for conformity or for any loss or expense happening to the CCL through the insufficiency or deficiency of title to any property acquired by the order of the board of directors for or on behalf of the CCL or for the insufficiency or deficiency of any security in or upon which any of the monies of the CCL shall 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 CCL shall be deposited, or for any loss occasioned by the error of judgement or oversight on his part or for any loss, damage or misfortune, whatever which shall happen in the execution of the duties of his office or in relation thereto unless in or as a result of any action, suit or proceeding is adjudged to be in breach of any duty or responsibility imposed on him under the Act or under any other statute.

The CCL shall indemnify the directors or officers of the CCL, former directors or officers of the CCL or any person who acts or acted at the CCL's request as a director or officer of a body corporate of which the CCL is or was a member or creditor and his heirs and legal representatives against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgement reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he has been made a party by reason of being or having been a director or officer of such CCL or body corporate if:

- (a) He acted honestly and in good faith with a view to the best interest of the CCL; and
- (b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The CCL shall also indemnify such directors or officers who have been substantially successful in the defence of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the CCL or body corporate against all cost, charges and expenses reasonably incurred by him in respect of such action or proceeding.

Section 2.8: Officers and Executive Committee [B2.8.a \[P2.1.8.a\]](#)

The Officers and Executive Committee of the CCL shall be a President, Secretary / Treasurer and the Executive Director. The Executive Director shall not have any voting privileges.

Article III: Other Committees

Section 3.1: Standing Committees [B3.1.a \[P3.1.1.a\]](#)

No applicable by-law.

Article IV: Meetings

Section 4.1: Meetings of the Membership [B4.1.a \[P4.1.1.a\]](#)

The annual meeting of the members of the CCL shall be held each year for the purpose of hearing and receiving the financial reports and statements and any other documentation as required to be read and laid before the members at any annual meeting, electing directors, appointing, if necessary, the auditor and fixing or authorizing the Board of Directors to fix his remuneration and for the transaction of such other business as may properly be brought before the meeting.

Quorum

A quorum at any annual or special meeting of the CCL shall be not less than 2/3 of the registered voting delegates.

Associate Members

Associate members and municipal or other government officials attending annual meetings with permission of the presiding officer shall have the right to take part in all discussion at the meeting but shall not have a vote.

Casting Vote

In case of an equality of votes at any meeting of members, either upon a show of hands or upon a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.

Adjournment

The Chairperson of a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

Omissions and Errors

The accidental omission to give any notice to any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded therein.

Waiver of Notice

Any member, director, officer or auditor may waive any notice required to be given under any provision of the articles or by-laws of the CCL, 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.

Section 4.2: Special Meeting [B4.2.a \[P4.1.2.a\]](#)

No applicable by-law.

Section 4.3: Parliamentary Authority [B4.3.a \[P4.1.3.a\]](#)

No applicable by-law.

Section 4.4: Resolutions by Members [B4.4.a \[P4.1.4.a\]](#)

No resolutions will be accepted if it is an individual community specific resolution and or the passing of the resolution may negatively impact another member community or region.

All resolutions shall be submitted prior to the annual general meeting. The board of directors have the authority to accept late or emergency resolutions.

A resolution committee may be established to screen resolutions for their appropriateness.

Policies that have been submitted in prior years do not have to be resubmitted in future years unless there are substantive changes in their intent.

Article V: Corporate Seal and Execution of Documents

Section 5.1: Registered Office [B5.1.a](#) [\[P5.1.1.a\]](#)

No applicable by-law.

Section 5.2: Seal [B5.2.a](#) [\[P5.1.2.a\]](#)

No applicable by-law.

Section 5.3: Execution of Instruments [B5.3.a](#) [\[P5.1.3.a\]](#)

No applicable by-law.

Article VI: Financial Matters

Section 6.1: Financial Matters [B6.1.a](#) [\[P6.1.1.a\]](#)

No applicable by-law.

Section 6.2: Audit [B6.2.a](#) [\[P6.1.2.a\]](#)

No applicable by-law.

Article VII: Interpretation and Amending Constitution

Section 7.1: Interpretation [B7.1.a](#) [\[P7.1.1.a\]](#)

In this clause and all other clauses of the CCL, 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 of aggregate of persons; "resident Canadian" means an individual who is determined to be a resident Canadian as defined by the Act; "articles" shall include the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of dissolution, articles or revival and any amendments thereto; "the Act" shall mean The Corporations Act, Chapter 12 of the Statutes of Newfoundland, 1986, as amended from time to time.

Section 7.2: Amending Constitution [B7.2.a](#) [\[P7.1.2.a\]](#)

The by-laws may be amended by a two-thirds majority vote of the voting members in attendance at an annual general meeting by passing a special resolution. Any amendment duly passed at any General Meeting shall be deemed to take effect immediately upon conclusion of the vote. Notification of such amendments must be distributed to the CCL membership with a minimum of 60 days notice.

Policies

ARTICLE I: MEMBERSHIP

Section 1.1: Town Memberships

P.1.1.1.a

Eligible members include:

EZ1 – Nain	EZ4 – Black Tickle
EZ1 – Natuashish	EZ4 – Pinsent’s Arm
EZ1 – Hopedale	EZ4 – William’s Harbour
EZ1 – Makkovik	EZ4 – St. Lewis
EZ1 – Rigolet	EZ4 – Mary’s Harbour
EZ1 – Postville	EZ4 – Lodge Bay
EZ2 – Churchill Falls	EZ5 – Red Bay
EZ2 – Labrador City	EZ5 – Pinware
EZ2 – Wabush	EZ5 – Capstan Island
EZ3 – North West River	EZ5 – West St. Modeste
EZ3 – Sheshatshiu	EZ5 – L’anse au Loup
EZ3 – Mud Lake	EZ5 – L’anse Amour
EZ3 – Happy Valley – Goose Bay	EZ5 – Forteau
EZ4 – Cartwright	EZ5 – L’anse au Clair
EZ4 – Paradise River	
EZ4 – Charlottetown	
EZ4 – Port Hope Simpson	
EZ4 – Norman Bay	

Section 1.2: Associate Members

P.1.1.2.a

The Terms and Conditions of associate membership include:

- (a) Associate Membership Fee would be \$1,000 per year.
- (b) Period of Membership would be from January 01 to December 31 to coincide with the Annual General Meeting.
- (c) Recognition of Associate Membership Status by way of a Membership Certificate professionally produced and framed for presentation at the Convention.
- (d) Exclusivity of Associate Membership Status ensured by limiting the total number to no more than 15.
- (e) Benefits of Associate Membership:
 - (i) Attendance at Board meetings and the Annual General Meeting upon request; BUT, no voting privileges.
 - (ii) Receipt of all printed material produced by the CCL.
 - (iii) Promotion of the Associate Member through encouraging CCL members to support Associate members in procurement of goods and services and on the Combined Councils web site.
 - (iv) An opportunity to provide important input into assisted advocacy of the CCL.

Section 1.3: Honorary Members

P1.1.3.a

Nominations must be made on six months notice to the Board of Directors. The Board shall screen all such nominations and make recommendations to the membership regarding each of them.

Section 1.4: Withdrawal from Membership

P1.1.4.a

Any member may withdraw from membership in CCL by submitting to the Board of Directors or the President a notice of withdrawal in writing and upon discharging any lawful liability upon the books of the CCL against such member at the time of withdrawal. Such notice of withdrawal must be received by the Executive Director on or before March 31st of the year. Withdrawal of membership does not suggest permanency and eligible membership may renew their membership.

Section 1.5: Forfeiture of Membership

P1.1.5.a

Any member whose dues are in arrears after June 30th in any year shall automatically cease to be a member of the CCL. The Board of Directors on written application, which includes a certified copy of a resolution of council to pay the membership fee, may permit extension of payment dues.

Section 1.6: Renewal of Membership [P1.1.6.a](#)

Any member who has withdrawn without written notification or who has forfeited membership in the CCL may be re-instated as a member upon payment of current and previous year's unpaid dues except in the case of an associate membership extended by vote of the Board of Directors where, in addition to the payment of current dues, a further vote of the Board of Directors extending membership is also required.

Section 1.7: Membership Fees [P1.1.7.a](#)

The dues of all members shall be payable annually within 30 days after the receipt of a membership invoice.

[Article II: Board of Directors](#)

Section 2.1: Powers of Directors [P2.1.1.a](#)

Duties of Officers

President

The President shall hold office until the election of his successor. The President shall be the Chief Executive Officer of the CCL. He shall, if present, preside at all annual and special meetings of the CCL and shall be Chairperson of the Board of Directors. He shall perform such further duties as are usual and customary to the office of President. The President shall also act as the spokesperson for the CCL.

Secretary / Treasurer

The Secretary / Treasurer shall ensure an accurate account of the CCL books and ensure an accurate recording and approval of official minutes for the annual general meeting, special meetings and regular board meetings.

Regional Vice-Presidents

During the absence or inability of the President, his duties shall be performed and the Vice-President shall exercise his powers. If a Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. The Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate to him or the Board may prescribe. Regional Vice-Presidents are expected to accurately and diligently represent the members in their respective regions.

Executive Director

The main responsibilities of this position are:

Membership services, including

- (a) Ascertaining the needs of members.
- (b) Designing and undertaking initiatives to maintain membership needs.
- (c) Working to keep and develop the membership base
- (d) Responding to member enquiries.
- (e) Research activities, and development and maintenance of a computerized database of research results
- (b) Training and workshops
- (c) Communication with the other two levels of Government
- (d) Policy and program planning and development in conjunction with the Board of Directors
- (e) Implementation of the policies and objectives as adopted by the Board of Directors and membership
- (f) Represent the Board of Directors when required
- (g) Administration of office staff, computer systems and activities
- (h) Informing Board of Directors as to the activities of the office and providing consultation as required
- (i) Administration of the budget
- (j) Communication with Sister Associations, and other associations and individuals as required

Section 2.2: Election and Term [P2.1.2.a](#)

No applicable policy.

Section 2.3: Removal of Directors [P2.1.3.a](#)

To determine just cause for the removal of directors, the municipalities act shall apply.

Section 2.4: Calling of Meetings [P2.1.4.a](#)

The board of directors shall meet not less than three (3) times during its term of office at such time and place as it may determine. The board of directors may also convene meetings via tele-conference and videoconference.

With the unanimous consent of all the directors, a director may participate in any meeting of directors by means of telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at that meeting.

Notice of an adjourned meeting of directors is not required if the time and place of the reconvening of the adjourned meeting is announced at the original meeting.

The President, or in his absence a director chosen by the directors at the meeting shall be the chairperson of any meeting of directors.

Section 2.5: Remuneration of Directors [P2.1.5.a](#)

No applicable policy.

Section 2.6: Conflict of Interest [P2.1.6.a](#)

To determine a conflict of interest the municipalities' act shall apply.

Section 2.7: Protection of Directors and Officers [P2.1.7.a](#)

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

Section 2.8: Officers and Executive Committee [P2.1.8.a](#)

No applicable policy.

Article III: Other Committees

Section 3.1: Standing Committees [P3.1.1.a](#)

No applicable standing committees are established at this time. Terms of reference shall be established for each standing and task committee when established.

Article IV: Meetings

Section 4.1: Meetings of the Membership [P4.1.1.a](#)

Notice

Notice of any meeting of the CCL, whether annual or special, shall be given by the Executive Director or the President by sending a copy of ordinary post to the address of each member not less than twenty-one (21) nor more than fifty (50) days before the meeting. Fax and email are also acceptable forms of notification.

Computation of Time

In computing the date when notice must be given under any provision of the articles or by-laws 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 of other event shall be excluded.

Program

The program for the annual meeting shall be prepared by the Board of Directors and shall be circulated to members of the CCL not less than three (3) weeks in advance of the meeting.

Delegates

Members may each appoint not more than one (1) voting delegates to attend meetings of the CCL as representatives and such delegates must be members of the council of the municipality they represent. Such delegates shall present satisfactory credentials before voting on any matter at any meeting of the CCL. A member has only one vote and may not vote by proxy.

Delegates will be covered for their actual travel costs and shared accommodations. In the event of non-shared accommodations the CCL will only be responsible for 50% of the cost. A flat rate per Diem of \$150 shall be paid to all voting delegates to cover the cost of incidentals and meals.

Show of Voting Cards

At all annual and special meetings of the CCL every question shall be decided by a show of voting cards unless a poll therein be required by the Chairperson or be demanded by any voting delegate. Whenever a vote by show of voting cards shall have been taken upon a question, unless a poll therein be so requested or demanded, a declaration by the Chairperson of the meeting that the vote upon the question has been carried and an entry to that effect in the minutes of the proceedings at the meeting shall be prima facie evidence of the fact without proof of the number of proportions of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the CCL in annual or special meeting, as the case may be, upon the question. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

Section 4.2: Special Meeting [P4.1.2.a](#)

Special meetings of the CCL may be called at any time by the Board of Directors on the requisition signed by the representatives of five (5) municipalities being members in good standing of the CCL setting forth the purpose for which the meeting is to be called. If the meeting is called by the Board of Directors, it shall be held at such a time and place as they decide and where it is called on a requisition, it shall be held within three (3) weeks of the receipt of the requisition. In either event, the notice calling the meeting shall state the purpose for which the meeting is called and no other business shall be transacted or discussed at the meeting. If a quorum is not present at the meeting, it shall be dissolved if called on the requisition and adjourned to a later date if called by the Board of Directors and notice of such later date shall be given to the members. The board of directors shall ultimately determine the way and means of any such meeting, if such meeting is warranted and the terms of reference for the special meeting.

Section 4.3: Parliamentary Authority [P4.1.3.a](#)

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the CCL in all cases to which they are applicable and in which they are not inconsistent with the By-Laws and any special rules of order, which the CCL may adopt.

Section 4.4: Resolutions by Members [P4.1.4.a](#)

No applicable policy.

Article V: Corporate Seal and Execution of Documents

Section 5.1: Registered Office [P5.1.1.a](#)

The registered office is located in Happy Valley – Goose Bay.

Section 5.2: Seal [P5.1.2.a](#)

No applicable policy.

Section 5.3: Execution of Instruments [P5.1.3.a](#)

Any two of the Executive Director, Secretary / Treasurer and the Vice President for Central Labrador shall have the authority to sign in the name and on behalf of the CCL all instruments in writing and any instruments in writing so signed shall be binding upon the CCL without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any other officer or officers or any person or persons on behalf of the CCL either to sign instruments in writing generally or to sign specific instruments in writing. Any signing officer may affix the seal to any instrument requiring the same. The term "instruments in writing" as used herein shall, without limiting the generality thereof, include contracts, documents, powers of attorney, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, tenders, releases, receipts and discharges for the payment of money or

other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities, instruments of proxy and all paper writing.

Article VI: Financial Matters

Section 6.1: Financial Matters

P6.1.1.a

Fiscal Year

The fiscal year of the CCL shall be from January 1st in one year to December 31st in the same year, or such other annual period as the Board of Directors may decide upon.

Banking Arrangements

The banking business of the CCL, or any part thereof, shall be transacted with such bank, trust company, credit union or other firm or corporation carrying on a banking business as the directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the CCL's behalf by such one or more officers and/or other persons as the Board 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 CCL's accounts; the making, signing, drawing, accepting, endorsing, negotiating, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the CCL; the execution of any agreement 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 CCL's behalf to facilitate such banking business.

Fidelity Bonds

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

Administration

All dues and other revenues of the CCL shall be deposited in any chartered bank in Canada or credit union, designated by the Board of Directors, and the Executive Director shall furnish reports of the CCL's revenue and expenditures to the President upon request.

Transportation Policy

Personal Vehicle – Where a member of the Board of Directors, Staff or authorized committee must use his/her personal vehicle for travel on Combined Councils business he/she shall be reimbursed at the rate of \$0.40 per kilometer. (\$0.30 per kilometer for "mileage" and \$0.10 per kilometer for depreciation.)

Taxis – Reimbursement for actual cost of taxis as required. Receipts are required only for fares exceeding \$15.00.

Public Transit – Reimbursement for actual cost of fare on any public transit or common carrier. Where air travel is involved we have accounts with a number of travel agencies who will invoice direct to the office. Please check with the travel agency of your choice to determine if they will do this as well. Excursion fares shall be booked where possible. Receipts required.

Rental Vehicles – Board Members, staff or other authorized persons may use Rental vehicles when no reasonable alternative is available or when it would be more economical than the alternative.

Method of Travel – Where adequate public transportation is available and a member of the Board elect to travel by personal vehicle; the reimbursement paid shall be the lesser of the mileage allowance or the actual cost of travel on a common carrier. Where the meeting has been scheduled in sufficient time to allow Board members to travel at seat sale or excursion rates, the reimbursement shall be at those rates. Where the meeting has not been scheduled sufficiently in advance to permit the booking of seat sale or excursion fares, reimbursement shall be based on the cost of one (1) regular economy airfare.

Accommodations

Hotels, Motels & Other Commercial Lodgings – There will be reimbursement for actual cost of single accommodation. In most cases we make arrangements for hotels to invoice directly to the office. Room charges other than phone calls must be paid on checkout. (See telephone expenses.)

Private Accommodations – Board members, staff or other authorized persons who stay with friends while traveling on Combined Councils business will be provided with an allowance of \$50.00 per night.

Partners – The Combined Councils do not cover partner accommodations.

Meals

In Country Per Diem – An \$80.00 per diem is provided to cover the cost of meals and incidentals for each full day. This is provided whether or not a meal is provided as part of the function attended.

Out of Country Per Diem – A \$100.00 per diem is provided for each full day.

Spouses / Partners Per Diem – No spouse / partner per diems are provided by the Combined Councils of Labrador.

Telephone Expenses

Use of Personal Phones – Reimbursement of actual cost of long distance phone calls on submission of an itemized copy of your telephone bill.

Third Party Charges – When possible you may charge the Combined Councils phone number with long distance calls made from your home phone or when traveling.

Hotel Phone Expenses – The board are entitled to one long distance call per day away from home.

Sundry Expenses

While the per diem allowance is intended to defray most sundry expenses (e.g. Laundry) some sundry expenses will be considered for reimbursement. These will include but are not limited to parking fees, parking tickets (provided reasonable care is taken to avoid incurring such expenses), and entertainment expenses provided they are reasonable and necessarily incurred in the performance of CCL duties.

AD HOC Committee Expenses

Personal Vehicle – use of a personal vehicle for travel shall be reimbursed at the rate of \$0.40 per kilometer (\$0.30 per kilometer for travel and \$0.10 per kilometer for depreciation.) Public transit, meals and other expenses will be reimbursed as outlined in this document and other unexpected expenses incurred will be considered for payment when accompanied by the necessary documentation.

Regional Meeting Expenses

Representative's Expenses – The Board of Director's representative(s) will be reimbursed as per existing travel and expense policy.

Meeting Room Expenses – Rental of meeting room charges, if necessary, will be paid by the CCL upon receipt of documentation.

Other Expenses – All other ordinary expenses would be the responsibility of the CCL or the hosting municipalities.

Extraordinary Expenses – Any, unexpected, extraordinary expenses accompanied by documentation are to be forwarded to the CCL Board of Directors for consideration.

Accounts Payable

The Executive Director is responsible to keep an accurate account of all accounts payable on a computerized accounting system. Unless restrained by cash flow all payables are to be paid within the discount period first priority, due date second priority.

Accounts Receivable

The Executive Director is responsible to keep an accurate account of all accounts receivable on a computerized accounting system. Regular effort is necessary to ensure invoices are collected as promptly as possible.

Government Remittances

Prior to the 15th of every month the Executive Director is responsible to fill out all Government forms required for payroll remittances. It is imperative these forms be filled out on time to avoid costly penalties. The Executive Director has authority to sign the required forms and calculations will be based on the financial accounting system. Copies of all forms and cheque for these remittances will be kept on file and readily available.

Annual Returns

At the end of each fiscal year the Executive Director is responsible to file annual returns with the registrar of deeds and notify of any changes in directors.

Business Planning

The Executive Director is responsible to prepare an annual budget for approval by the executive of the CCL. The budget will be comprehensive and well detailed covering all revenues and expenditures of the organization. Upon budget approval it will give the Executive Director direction on what expenditures are acceptable. In the event expenditures are not in the budget they will require additional approval.

The budget will be reviewed at regular executive meetings.

Proposal Development

The Executive Director is responsible to pursue alternative funding opportunities for the CCL to further its mandate and enhance the quality of services provided.

Document Control System

The Executive Director is responsible to manage a comprehensive manual, electronic and web site document management system to ensure efficient access to documents.

Policy Document Maintenance

Regular revisions of the Internal Policy Document must be approved at a CCL Executive board meeting.

Donations

Whereas individual municipalities have the authority to contribute to charitable organizations and whereas the large number of requests would place a burden on the resources of the CCL, this organization will not make any financial contributions to charitable organizations or causes.

Professional Staff & Board Development

The Executive Director is responsible to research quality professional development opportunities for the board and staff. Such training may be provided in-group sessions, over the Internet or individually depending on the training. Such opportunities much be planned and coordinated in advance and the Executive Director is responsible to ensure the cost of such board development is properly displayed in the annual budget for the organization.

Employment Contracts

All particulars of individual benefits including Labrador Allowance, Travel Allowance, Medical Benefits, Annual Leave and included within individual employment contracts.

Salary Administration

Salaries will be reviewed on an annual basis by the CCL board of directors.

Volunteer Job Descriptions

The Executive Director is responsible to develop and maintain regular volunteer job descriptions for present and future directors.

Staff Job Descriptions

The Executive Director is responsible to develop and maintain all staff job descriptions.

Section 6.2: Audit

[P6.1.2.a](#)

No applicable policy.

Article VII: Interpretation and Amending Constitution

Section 7.1: Interpretation

[P7.1.1.a](#)

In this clause and all other clauses of the CCL, 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 of aggregate of persons; "resident Canadian" means an individual who is determined to be a resident Canadian as defined by the Act; "articles" shall include the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of dissolution, articles or revival and any amendments thereto; "the Act" shall mean The Corporations Act, Chapter 12 of the Statutes of Newfoundland, 1986, as amended from time to time.

Section 7.2: Amending Constitution

[P7.1.2.a](#)

The polices may be amended by a majority (50% plus 1) vote of the Board of Directors by passing a special resolution. Any amendment duly passed at any regular board meeting shall be deemed to take effect immediately upon conclusion of the vote.