RURAL MUNICIPALITY OF BIRCH HILLS NO. 460

BYLAW NO. 15-2024

A BYLAW OF THE RURAL MUNICIPALITY OF BIRCH HILLS NO. 460 (the "Municipality") FOR THE SUPPLY OF POTABLE WATER BY THE NCRPA INC.

Purpose

WHEREAS on June 11, 1999, Council passed Bylaw No. 2/99 to form a Public Utility Board through a municipal corporation known as the "*North Central Rural Pipeline Association*" in conjunction with the following municipalities:

Rural Municipality of Hoodoo No. 401
Rural Municipality of Fish Creek No. 402
Rural Municipality of St. Louis No. 431
Rural Municipality of Invergordon No. 430
Rural Municipality of Birch Hills No. 460
Resort Village of Wakaw Lake

AND WHEREAS the NCRPA has reorganized as a not-for-profit, membership corporation, known as the "*North Central Rural Pipeline Association Inc.*" formed pursuant to *the Non-profit Corporations Act, 2022*, to continue the supply of potable water as a public utility, pursuant to Section 8 (1)(j) and Division 3 of *The Municipalities Act*;

NOW THEREFORE this Bylaw is to enter into an agreement with the "*North Central Rural Pipeline Association Inc.*" to continue providing a public utility service for the supply of potable water within the Municipality, and to make consequential amendments;

The Council of the Rural Municipality of Birch Hills No. 460 in the Province of Saskatchewan, enacts as follows:

Citation

1. This Bylaw may be cited as the "RM of Birch Hills Water Utility Bylaw No. 15- 2024";

Definitions

2. In this bylaw, the following terms shall have the meanings ascribed in this paragraph:
   a. "Municipality" means the Rural Municipality of Birch Hills No. 460
   b. "*The Municipalities Act*" or the "Act" means *The Municipalities Act*, c.M-36.1, SS 2005 as amended;
   c. "NCRPA" means the North Central Rural Pipeline Association, the former municipal corporation;
   d. "NCRPA Inc." means the North Central Rural Pipeline Association Inc., a not-for-profit, membership corporation established as a controlled corporation pursuant to Division 3 of *The Municipalities Act*;
   e. "Subscribers" means the individuals who have subscribed to receive potable water from the NCRPA Inc.

f. "Water System" means the water distribution pipeline which is operated and maintained by the North Central Rural Pipeline Association Inc., and includes all equipment, machinery, pumping system, and facilities of any kind that are part of, or relate to the provision of water to subscribers located in the Municipality.

Applicability

3. This Bylaw applies to all persons in the Municipality.

Agreement with the NCRPA Inc.

4. Pursuant to s. 23(1) and (2), of *The Municipalities Act*, the Municipality may provide a public utility service in all or part of the Municipality by "… agreement with any person.", and to "… grant a right to a person to provide a public utility service in all or part of the Municipality for not more than 30 years.".

5. The Municipality agrees to become a member of the NCRPA Inc. in accordance with the Bylaw No. 1, 2024 of the NCRPA Inc. as amended from time to time by the board of directors of the NCRPA Inc., for the purpose of providing a public utility service for potable water service within the Municipality.

6. The NCRPA Inc. and the Municipality may enter into any additional agreement or agreements to govern the rights and obligations of the parties in respect of the public utility service provided by the NCRPA Inc. in the Municipality.

7. Bylaw No. 1, 2024 of the NCRPA Inc. is hereby approved by the Municipality and attached to this bylaw as Appendix A.

8. Bylaw No. 5-2024 of the NCRPA Inc. is hereby approved by the Municipality and attached to this bylaw as Appendix B.

9. All of the actions taken by the NCRPA Inc. during the reorganization from a municipal corporation to the not-for-profit corporation are ratified and approved.

10. Pursuant to s. 33(2)(b) of the Act, the Municipality hereby delegates to the NCRPA Inc. all of the powers conferred on the council by sections 23 to 32 of the Act in connection with providing the public utility service of the NCRPA Inc. for potable water in the Municipality within the area of the municipality served by the NCRPA Inc.

11. For the purpose of s. 23(2) of the Act, the area of the municipality for which the NCRPA Inc. is granted the right to provide the public utility service for potable water:

    a. Where the NCRPA Inc. is the sole provider of a public utility service for potable water in the Municipality, is the entire municipality;

    b. Where the NCRPA Inc. is not the sole provider of a public utility service for potable water in the Municipality, is the area required to service the subscribers of the NCRPA Inc., including the infrastructure for such service, as may be shown on the records of the NCRPA Inc., and as may be amended from time to time by the NCRPA Inc.

Transitional

12. This Bylaw comes into force when passed by the council of the Municipality.

13. Upon coming into force of this Bylaw:

    a. the Municipality hereby delegates to the NCRPA Inc. all responsibility for providing the public utility service for potable water supply to Subscribers, within the Municipality;

b. The NCRPA Inc. shall inherit all of the rights and obligations of the NCRPA:

   i. To receive payments for accounts receivable in respect of water use, arrears, fines, penalties, interest, etc., payable to the former NCRPA;

   ii. To pay accounts payable that are outstanding for the NCRPA;

   iii. All obligations and liabilities in respect of any employees of the NCRPA, including for holiday pay, payroll taxes and deductions, etc.;

c. All of the assets and liabilities of the NCRPA shall be transferred to and assumed by the NCRPA Inc.;

d. Water users of the former NCRPA shall have a 90 day grace period from the date of coming into force of this Bylaw, to enter into a Subscriber Agreement with the NCRPA Inc, failing which the water connection may be locked out and disconnected, provided that the said water users of the former NCRPA shall remain liable to the NCRPA Inc. for all levies for charges, fees, water use, etc.

e. Excluding the agreements the former NCRPA had with water users of the former NCRPA, all of the obligations and contracts where the NCRPA is a party shall be assumed by the NCRPA Inc.

Repeal

14. Upon coming into force of this Bylaw, Bylaw 2/99 creating the North Central Rural Pipeline Association and any amendments thereto are hereby repealed.

Read three times and adopted this 6 day of December, 2024.

Reeve

Administrator

RURAL MUNICIPALITY of BIRCH HILLS SASKATCHEWAN No. 460

Certified a true copy of Bylaw No. 15-2024 adopted by Council on the 6 day of December, 2024

Administrator

RURAL MUNICIPALITY of BIRCH HILLS SASKATCHEWAN No. 460

Appendix "A"

NORTH CENTRAL RURAL PIPELINE ASSOCIATION INC.

the "Corporation"
a Public Utility;
Not for Profit Membership Corporation

CORPORATE BYLAW No. 1, 2024

BEING A BYLAW OF THE *NORTH CENTRAL RURAL PIPELINE ASSOCIATION INC.* FOR THE SUPPLY AND MANAGEMENT OF MUNICIPAL WATER UTILITY SERVICES IN MEMBER MUNICIPALITIES IN NORTHERN SASKATCHEWAN

WHEREAS Section 23 of *The Municipalities Act* c. M-36., as amended, provides that a municipality may provide a public utility service directly, through a controlled corporation, or by agreement with any person;

AND WHEREAS the Corporation was formed in 1999 as a Municipal Corporation, to provide water utility services to certain Rural Municipalities, the subscriber base has expanded to now include eight member municipalities;

AND WHEREAS the Corporation has re-organized and registered as a not-for-profit corporation pursuant to *The Non-Profit Corporations Act, 2022*;

NOW THEREFORE Bylaw 3,1999 enacted by the Corporation before the reorganization is revoked and replaced by this Bylaw 1, 2024;

B.F.

1. DEFINITIONS

1.1 In this Bylaw:

a) "Act" means *The Municipalities Act, 2006*, c. M-36.1 S.S. 2005, as amended.

b) "Annual Meeting" means the Annual Meeting of Members and Subscribers of the Corporation;

c) "Corporation" means the North Central Rural Pipeline Association Inc., a not-for-profit corporation duly registered pursuant to the *The Non-Profit Corporations Act, 2022*, and is a controlled corporation established pursuant to Section 23(1) of the Act;

d) "Board" and "Board of Directors" means the board of directors of the Corporation;

e) "Member" means any Municipality that has enacted a bylaw, and entered into an agreement with the Corporation pursuant to s. 23 of the Act, and includes the following:

i) A Municipality;

ii) A Municipal District;

iii) Any other Person or entity that is designated by the Corporation as a Member;

f) "Municipality"; has the definition as contained in the Act, and includes a "Municipal District", and "Other Municipality" as defined in the Act;

g) "Subscriber" means a person, family, group, organization or corporation who has entered into an Agreement with the Utility, and who has a water connection with the Utility. Where more than one person, group, organization, or corporation shares a single water connection, all those persons, groups, organizations, or corporations sharing a water connection shall collectively be considered a single Subscriber;

h) "Utility" means the Corporation;

i) "Water User" means persons who receive the benefit of the public utility provided by the Corporation, and includes a tenant of a Subscriber.

2. MEMBERS

2.1 There shall be one class of member for the corporation:

a) Class "A" Members:

i) Each Member is a Class "A" member;

ii) Each Class "A" member shall be entitled to appoint one person to sit as a director on the board of directors;

3. BOARD OF DIRECTORS

3.1 The board of directors shall consist of a minimum of 5 and maximum of eleven (11) directors comprised of:

a) A maximum of one (1) director appointed by each Member;

b) The Administrator of the Corporation who shall hold a seat on the board of directors *ex officio*;

3.2 Appointment of directors by Members:

a) Each Member may, by ordinary resolution, appoint a person to the board of directors;

b) A director appointed by a Member may be removed at any time by ordinary resolution of the Member that appointed that director;

c) Appointments of directors by Members shall be made not less than 7 days prior to the start of the term for which the appointee will hold office;

d) Where a director fails to complete their term of office for any reason, the Member that appointed that director may appoint a replacement director to hold office for the remainder of the exiting director's term of office;

3.3 Voting rights:

a) Each director appointed by a Member, shall have one (1) vote at meetings of the board of directors;

b) The Administrator shall have a vote only when there is a tie from the votes of the directors;

3.4 A quorum of the board shall be 50% of the directors appointed, plus one.

4. QUALIFICATIONS OF DIRECTORS AND TERM OF OFFICE

4.1 All directors must meet the following qualifications and restrictions:

a) Every director shall meet the requirements to not be disqualified from being a director in accordance with s. 9.5 of *The Non-profit Corporations Act, 2022*;

b) Not be an Auditor or solicitor of the Utility;

c) Not be an employee of the Utility;

d) Every director shall serve for a term of two (2) years;

4.2 Notice will be provided to a Member if the director appointed by that Member misses any meeting without prior notice.

4.3 In order to maintain continuity of expertise and experience on the board of directors, in the event there is an unequal number of directors whose terms of office end in even and odd years, the board may by ordinary resolution:

a) Accept the unequal number of terms of office ending in even and odd years; OR

b) Modify the ending dates of the terms of office in any manner as determined by the board of directors.

5. ANNUAL MEETING

5.1 Annual Meeting:

a) The Annual Meeting shall be held no later than 210 days after the fiscal year of the Corporation as determined by the board of directors.

b) Notice of the Annual Meeting shall be given to all Subscribers and Members at least 30 days prior to the meeting or published by way of at least two notices in one local newspaper or via electronic notice at least two weeks prior to the date set for the meeting.

c) A quorum of the board shall be 50% of the directors plus one;

d) Subscribers shall have a voice but not a vote at the Annual Meeting;

e) Failure of any Subscriber or any Member to receive notice of the Annual Meeting shall not invalidate that meeting;

6. BUSINESS OF THE CORPORATION

6.1 Establishment and Purpose:

a) The Corporation is a Not for Profit corporation, established as a Public Utility Board and controlled corporation pursuant to s. 23 of the Act;

6.2 Financial

a) Fiscal Year

i) The fiscal year of the Corporation shall be the period commencing on January 1 and ending on December 31 in the same year.

b) Signing Officers

i) Contracts, documents, or other instruments requiring execution by the Corporation shall be signed on behalf of the Corporation by two persons, one of which will be the Administrato and the other shall be either the Chairman or Vice-Chairman

ii) The Board may appoint up to two additional directors as signing officers for the Corporation, under such conditions as the Board may, by ordinary resolution, determine;

iii) Any appointment as a signing officer ceases immediately when an appointee ceases to be a director of the Corporation;

6.3 Powers of the Corporation and the Board of Directors

a) Borrowing Powers

i) The Corporation may:

1. Borrow money on the credit of the Corporation;
2. Pledge debt obligations of the Corporation;
3. Mortgage, hypothecate, pledge or otherwise create a secured interest in all or any property of the Corporation owned or subsequently acquired, to secure any debt obligations of the Corporation.

b) Auditors

i) The Board shall provide for an annual audit of its books, records and accounts and shall appoint an auditor who is a member in good standing of an accounting profession.

c) Enacting Additional Bylaws

i) The Corporation may pass additional bylaws concerning the business and management of the Corporation in furtherance of its mandate to provide a water utility service to Member municipalities.

d) The Corporation shall have the powers enumerated in Division 3 of *the Municipalities Act* (ss. 23 through 32);

7. BOARD APPOINTMENTS

7.1 The First Meeting of Directors shall be held on such date as determined by the board of directors, which shall not be greater than 30 days after the year end of the Corporation;

7.2 At the first meeting of Directors:

a) The Directors shall elect a chair and vice-chair from among the board of directors;

b) All directors shall sign the Oath of Office as per Schedule "B";

c) Sign the Public disclosure statement as per "Schedule "C";

7.3 Officers' Duties:

a) The Chair shall preside at all regular meetings of the Board;

b) The Vice-Chair, in the absence of the Chair, shall discharge the duties of the Chair.

c) The Administrator shall:

i) Attend and keep minutes of all meetings of the public utility;

ii) Have charge of the seal of the public utility;

iii) Conduct the correspondence and have charge of all financial corporate records, books, papers, and documents of the public utility;

iv) Perform such other duties and exercise such other powers as are incidental to the office or as may be required, from time to time, by the Board;

v) Distribute regular meeting agendas and approved minutes to the Members as soon as possible following a Board Meeting.

8. INSURANCE AND BONDING

8.1 The Corporation shall provide for security or fidelity bonding and insurance coverage, including Directors and Officers liability as deemed necessary.

9. DISSOLUTION

9.1 In the event that the Corporation is dissolved, the minister may establish in the regulations the manner in which any surplus is to be distributed to persons to whom the public utility service is supplied; and any liabilities of the public utility are to be adjusted and settled. If, on the dissolution of a public utility, there are insufficient realizable assets to satisfy its liabilities, the Minister may establish in the regulations made by the Minister, a charge to be imposed on persons to whom the public utility service is suppled to satisfy the utility's indebtedness and associated expenses and the method of enforcing the payment of the charge. section 37 MA

10. TRANSITIONAL

10.1 Upon the coming into force of this bylaw, the directors appointed under the previous provisions, shall continue as directors until the end of their respective terms as though this bylaw had not been passed;

11. EFFECTIVE DATE

11.1 This bylaw comes into effect on the date it is approved by ordinary resolution, by all of the respective councils of the Members.

Date of approval by the Board of the North Central Rural Pipeline Association Inc.:

Date: OCTOBER 10, 2024

Per: [signature]
Name: Donald Kolla
Title: Chairman

Date of coming into force (upon approval by all Member municipalities):

Date: OCTOBER 10, 2024

Per: [signature]
Name: Catherine Mazurkewich
Title: Administrator

NORTH CENTRAL RURAL PIPELINE ASSOCIATION INC. CORP. 102058512 SASKATCHEWAN

Appendix "B"

BYLAW NO. 5, 2024

A BYLAW OF THE NORTH CENTRAL RURAL PIPELINE ASSOCIATION INC. TO AMEND CORPORATE BYLAW NO. 1, 2024

The BOARD of the North Central Rural Pipeline Association Inc, in the Province of Saskatchewan, enacts as follows:

1. AND WHEREAS the Corporation was formed in 1999 as a Municipal Corporation, to provide water utility services to certain Rural Municipalities, the subscriber base has expanded to now include eight member municipalities; Removing the text:

   AND WHEREAS the Corporation

   Replacing the text:

   AND WHEREAS a Corporation

2. NOW THEREFORE Bylaw 3,1999 enacted by the Corporation before the reorganization is revoked and replaced by this Bylaw 1, 2024 is removed.

3. DEFINITIONS

   1.1 l) is hereby amended as follows:

   "Water User" means a person or persons who were receiving potable water from the former municipal corporation known as the North Central Rural Pipeline Association and includes a tenant of the Subscriber

4. TRANSITIONAL

   Adding the following:

   10.2 All water users that wish to continue to receive potable water service from the Corporation shall become a subscriber of the Corporation within 90 days of the Effective Date as defined in Section 11 of this Bylaw.

   10.3 Any water user that fails to become a subscriber of the Corporation in accordance with paragraph 10.2 hereof, shall be subject to disconnecting their water service at any time after the expiry of the 90-day period.

5. EFFECTIVE DATE

   11.1 – Amending the wording approved by ordinary resolution to approved by Bylaw.

Date of the approval by the Board of the North Central Rural Pipeline Association Inc.

Date: November 27, 2024

NORTH CENTRAL RURAL PIPELINE ASSOCIATION INC. CORP. 102058512 SASKATCHEWAN

Per: _____
Name: Donald Kolla
Title: Chairman

Per: _____
Name: Catherine Mazurkewich
Title: Administrator

Date of coming into force (upon approval by all Member municipalities)

Date: _____

Per: _____
Name: _____
Title: _____