

**THE CORPORATION OF THE
TOWNSHIP OF EDWARDSBURGH CARDINAL**

BY-LAW NO. 2023-

**“A BYLAW TO ESTABLISH TERMS OF REFERENCE AND APPOINT MEMBERS
TO THE PORT OF JOHNSTOWN MANAGEMENT COMMITTEE”**

WHEREAS the Municipal Act 2001, SO 2001, Chapter 25, Section 8(1), as amended, states that the powers of a municipality shall be interpreted broadly so as to confer broad authority on municipalities to govern their affairs as they consider appropriate and to enhance their ability to respond to municipal issues; and

WHEREAS the Municipal Act 2001, SO 2001, Chapter 25, Section 8(2), as amended, states that in the event of ambiguity, the ambiguity shall be resolved so as to include, rather than exclude, municipal powers that existed before the Municipal Act, 2001 came into force; and

WHEREAS the Municipal Act 2001, SO 2001, Chapter 25, Section 9, as amended, gives the Municipality the capacity, rights, powers and privileges of a natural person for the purpose of exercising its authority under this Act; and

WHEREAS the Municipal Act 2001, SO 2001, Chapter 25, Section 11, as amended, in part provides that a lower-tier municipality may pass by-laws respecting the governance and structure and its local boards; and

WHEREAS the Council of the Corporation of the Township of Edwardsburgh Cardinal deems it advisable to establish terms of reference and appoint members to the Port of Johnstown Management Committee;

NOW THEREFORE the Council of the Corporation of the Township of Edwardsburgh Cardinal enacts as follows:

1. That the Port of Johnstown shall be directed, managed and controlled on behalf of the Council of the Corporation of the Township of Edwardsburgh Cardinal by a Committee known as the Port of Johnstown Management Committee.
2. That said Committee shall be composed of the following:

Stephen Dillabough (Chair)
Tory Deschamps
Joe Martelle
Waddy Smail
Chris Ward
Randy Stitt
Frank McAuley
Regina Hernandez
Clint Cameron
3. That the Committee functions and responsibilities are listed in Schedule “A” as attached hereto and forming part of this bylaw.
4. In carrying out the provisions of this bylaw, the Committee shall at all times by the agent of the Municipal Corporation and while acting bona fide within the

limits of the authority of this bylaw, neither the Committee nor any member thereof shall incur any liability by reason of anything done or left undone by the Committee; provided however, that nothing in this paragraph contained shall authority or empower the Committee to incur any debt, liability or obligation for which the Municipal Corporation shall become liable without having previously obtained the authorization of the Council of the Corporation.

5. In carrying out the provisions of this bylaw, the Committee shall at all times act within the terms of the Transfer Agreement between Canada Ports Corporation and the Corporation of the Township of Edwardsburgh Cardinal as authorized by Bylaw 2000-23 of the Township of Edwardsburgh.
6. Bylaw 2017-02 of the Township of Edwardsburgh Cardinal and all other bylaws inconsistent with this bylaw are hereby repealed as of the day of effect of this bylaw.
7. That this bylaw will come into force and effect on passage.

Read a first and second time in open Council this 27 day of February, 2023.

Read a third and final time, passed, signed and sealed in open Council this 27 day of February, 2023.

Mayor

Clerk

Schedule "A"
Bylaw 2023-

Administration

1. Subject to the approval of Council, the Committee shall formulate policies and regulations for and relating to the administration of the Port of Johnstown, and it shall have the power to recommend to Council the adoption of bylaws and regulations pertaining to the proper conduct of the Port of Johnstown.
2. Citizen representatives on the Committee will be appointed based on identified skill requirements for proper administration of the Port and in accordance with the Council approved appointment policy in force and effect at the time of selection. All committee appointments shall be confirmed by Council bylaw.
3. The Mayor shall act as Chair of the Committee, unless otherwise decided by the Committee. Where the Chair of the Committee is selected as someone other than the Mayor by the majority members of Committee, such appointment shall be confirmed by resolution of Council.
4. All Committee members shall act in accordance with all applicable Township policies and bylaws. Generally the Committee shall make recommendations for Council's subsequent review and decision, unless decision-making authority is otherwise specifically delegated to the Committee within this bylaw.
5. Committee composition shall be all member of Council, plus 2 to 4 non-voting advisory members of the public. Council may review and make recommendations regarding the effectiveness of the public citizen representatives. Quorum shall be simple majority however must include majority of council.
6. Appointments shall be at the pleasure of Council; however, the term of the Committee shall generally coincide with that of Council.
7. The Committee meeting shall be held on the Monday prior to the regular meeting of Council. When the Monday falls on a Statutory holiday, the meeting will be moved to the Tuesday immediately following.
8. The following administrative authority is specifically delegated to the Port Management Committee:
 - a. Decisions with respect to the workplace organization and staff of the Port of Johnstown, save and except for the employment of the Port General Manager.
 - b. Direction of the work of the Port General Manager including annual performance reviews based on the Personnel Policy Bylaw of the Township.
 - c. Entering into of contract agreements where the term of the agreement does not exceed the term of Council. Where the term of the agreement exceeds the term of Council, Council approval shall be required.
 - d. The setting of honourariums for Committee members.

Finance

1. Annually no later than March 31 of each year, the Committee shall submit and interpret to the Council of the Corporation an Operating Budget and a Capital Budget for approval.
2. Annually no later than March 31 of the year following, the Committee shall submit and interpret to the Council of the Corporation a statement of the Financial Position of the Port of Johnstown as of December 31.
3. The Committee shall authorize expenditures to the extent they are itemized in the approved annual Operating or Capital Budget. The purchasing policy of the Corporation shall be observed for any expenditure. Expenditures that exceed the annual approved budget must be authorized by the Council of the Corporation.
4. The Committee shall set fees for provision of services or rentals by the Port of Johnstown so as to ensure its continued operation in a business-like and competitive manner.
5. The Committee shall oversee the bank account(s) of the Port of Johnstown, including monthly approval of the disbursements of the Port of Johnstown and monthly reporting of the budget-to-actual position of the Port of Johnstown as well as such other financial information as shall be requested by the Committee on a periodic basis.

Signing authority on the Port of Johnstown operating account shall consist of:
Mayor OR Deputy Mayor AND
CAO OR Treasurer OR Port General Manager

6. The Port Management Committee shall not incur any debt without authorization of the Council of the Corporation of the Township of Edwardsburgh Cardinal.