



NATIONAL CAPITAL COMMISSION
COMMISSION DE LA CAPITALE NATIONALE

NATIONAL CAPITAL COMMISSION

By-laws

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The masculine is used without prejudice, for the sole purpose of readability.

1. Interpretation

- 1.1. Unless the context otherwise indicates, the definitions found in the *National Capital Act* and the following definitions apply to all by-laws and resolutions of the Commission.
- 1.2. “Act” means the National Capital Act, 1985 R.S.C., c. N-4 and all regulations made hereunder.
- 1.3. “Board of Directors” means the board of directors the National Capital Commission composed of fifteen members including a Chairperson and a Chief Executive Officer.
- 1.4. “National Capital Commission” or “NCC” means the corporation created in virtue of the Act.

2. Seal

- 2.1. The seal, an impression of which appears hereunder, shall be the corporate seal of the commission.
- 2.2. The seal shall be kept by the Commission Secretary and remain under his authority and control at all relevant times.

3. Powers

- 3.1. The Board of Directors shall exercise all powers and functions conferred upon the Board of Directors by the *Act* and shall establish, implement and supervise the corporate governance framework for, and the conduct, management and performance of all duties and functions conferred upon, the National Capital Commission by the *Act*.
- 3.2. Without restricting the generality of the foregoing, the Board of Directors has the exclusive authority to approve:
 - 3.2.1. By-laws and other governance instruments, including the Board charter, charters for all Board and advisory committees, corporate governance policies and codes of conduct for such committees;
 - 3.2.2. Membership of all committees of the Board of Directors and all advisory committees of the National Capital Commission, and the tenure and removal of the members of all such committees;
 - 3.2.3. Corporate plans, operating budgets and capital budgets;
 - 3.2.4. Annual reports and financial statements;
 - 3.2.5. Any project having a value of more than one million dollars, exclusive of taxes;
 - 3.2.6. Any transaction having a value of more than two million dollars, exclusive of taxes;
 - 3.2.7. With respect to any transaction approved by the Board of Directors, (i) any amendment having a value of (A) more than twenty percent of the initially approved value of the transaction or (B) more than one million dollars, whichever is less; or (ii) any amendment or amendments which bring the aggregate value of all amendments to more than (A) twenty percent of the initially approved value of the transaction or (B) more than one million dollars, whichever is less;
 - 3.2.8. Any acquisition of real property, for a value in excess of twenty-five thousand dollars (\$25,000), other than acquisitions of any or all privately-owned real property within the 1997 boundaries of the Gatineau Park;
 - 3.2.9. Any disposal, for a value in excess of ten thousand dollars (\$10,000), of real property;

- 3.2.10. Any request to the Governor in Council for authority to grant a lease exceeding a period of 5 years with the exception of leases in the Greenbelt for agricultural purposes, which exclusive authority will be for leases exceeding 25 years;
 - 3.2.11. Any request to the Governor in Council for authority to grant an easement exceeding a period of 49 years;
 - 3.2.12. The Plan for Canada's Capital;
 - 3.2.13. Master plans for the Greenbelt, Gatineau Park and Capital Urban Lands, sector and area plans in the Core Area or on lands that are part of the National Interest Land Mass;
 - 3.2.14. The designation or revocation of all or part of any real property or immovable as part of the National Interest Land Mass;
 - 3.2.15. Recommendations to the appropriate Minister relating to legislative or regulatory changes affecting the National Capital Commission;
 - 3.2.16. Recommendations to the appropriate Minister for the expropriation of real property or an immovable pursuant to Section 14 of the *National Capital Act*;
 - 3.2.17. The Chairperson's operating budget and remuneration for special executive, and representational responsibilities;
 - 3.2.18. The appointment of the National Capital Commission Ombudsman; and
 - 3.2.19. All proposals to be approved pursuant to section 12 and 12.1 of the Act, subject to such resolutions of the Board that may be passed from time to time.
- 3.3. Subject to these By-laws, the Board of Directors may delegate such duties and functions as the Board of Directors, in its discretion, may determine in accordance with its fiduciary duty of stewardship, to the Chief Executive Officer.

4. Meetings of the Board of Directors

4.1. Place and Frequency of Meetings

- 4.1.1. In accordance with the Act, the Board shall meet at least three (3) times a year in the National Capital Region on such days as are fixed by the Board and at such other times as the Board deems necessary.

- 4.1.2. Regular meetings of the Board shall be held on such dates as provided for in the Annual Calendar of Meetings, provided that, at the written request of either the Chairperson or five Board members, any Board meeting may be advanced or postponed from the originally scheduled date.
- 4.1.3. A member may consent to participate in a meeting of the Board or of a committee by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board or the committee held while a member holds office. A member who participates in such meeting by such means is deemed to be present at that meeting.
- 4.1.4. For the purposes of subsection 5(2) of the *National Capital Act*, a Board of Directors meeting will be deemed to have been held in the National Capital Region in the case of a meeting where members participate in person in the National Capital Region or by telephonic, electronic or other communication facilities.

4.2. Notice of Regular Meetings

- 4.2.1. Notice of the time and place of each regular meeting of the Board shall be given, in writing, to each member not less than three (3) business days before the time when the meeting is to be held.
- 4.2.2. A notice of a Board meeting shall include meeting documents to permit the Board member to form a reasoned judgment on the decisions to be taken.
- 4.2.3. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 4.2.4. The non-receipt by any member of any notice duly given, or an error in any notice not affecting the substance thereof cannot invalidate any action taken at any meeting of the Board held pursuant to such notice or otherwise founded thereof.

4.3. Notice of Special Meetings

- 4.3.1. Special meetings shall be convened and held within fifteen (15) business days of a written request of either the Chairperson or five Board members to consider urgent and important matters that cannot wait until the next regular meeting of the Board of Directors.
- 4.3.2. Notice of the time and place of each special meeting of the Board shall be given, in writing, to each member not less than three (3) business days before the time when the meeting is to be held.
- 4.3.3. A notice of a special meeting shall include meeting documents to permit the Board member to form a reasoned judgment on the decisions to be taken.
- 4.3.4. If deemed an emergency by the Chair, a special meeting of the Board may be convened by the Chair not less than twenty-four (24) hours before the meeting.
- 4.3.5. Special meetings shall be limited to the consideration of the urgent and important matters for which they have been convened.
- 4.3.6. The non-receipt by any member of any notice duly given, or an error in any notice not affecting the substance thereof cannot invalidate any action taken at any meeting of the board held pursuant to such notice or otherwise founded thereof.

4.4. Quorum

- 4.4.1. In accordance with the Interpretation Act, eight (8) board members will constitute a quorum at any meeting of the Board.
- 4.4.2. If a quorum is not present at the opening of a meeting of the Board, the Board members present may adjourn the meeting to a fixed time and place but may not transact any other business.
- 4.4.3. Where vacancies exist, the remaining members may exercise all the powers and perform all the duties of the board so long as a quorum still exists.

4.5. Votes to Govern

- 4.5.1. At all meetings of the Board, all decisions shall be made by a majority of the votes cast on the decision, with the Chairperson having the ability to vote but having no casting vote in the event of a tie.

- 4.5.2. At any meeting or special meeting of the Board, the members of the Board may by simple majority vote elect to suspend any of the rules related to the calling or conduct of such meeting, including abridging the notice period for the calling of such meeting, or to the sending of all or any agenda, materials, documents and presentations related to such meeting.
- 4.5.3. All votes at any such meeting shall be taken in the usual way by a show of hands. A vote may be recorded if so demanded by any Board member present.
- 4.5.4. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.
- 4.5.5. In the event of an equality of votes, the resolution or motion put to such a vote shall be deemed defeated.

4.6. Meetings of the Board

- 4.6.1. Meetings of the Board shall consist of: a) a public session; and/or b) in camera session to discuss all matters requiring confidentiality, including without limitation, when considering information that may be protected from disclosure under applicable legislation or may be of commercial nature.
- 4.6.2. The Board shall hold an annual meeting with the public in accordance with section 113.1 of the *Financial Administration Act*.

5. Method of Giving Notices

- 5.1. Any notice, communication or document (“**notice**”) to be given, sent, delivered or served pursuant to the *Act*, the by-laws or otherwise to a director, officer, auditor or member of a Board or advisory committee shall be sufficiently given, sent, delivered or served if:
 - 5.1.1. Delivered personally;
 - 5.1.2. Delivered to such person’s latest address, as shown in the records of the National Capital Commission;
 - 5.1.3. Mailed to such person at such address by prepaid ordinary or air mail;

- 5.1.4. Sent by email at the person's latest email address, as shown in the records of the National Capital Commission, or
- 5.1.5. Posted on or made available through a generally accessible electronic source, when it is accessible to the addressee.

6. Chairperson

6.1. The Chairperson shall:

- 6.1.1. Manage the functioning, activities and affairs of the Board of Directors and preside over all Board of Directors meetings;
- 6.1.2. Lead the Board of Directors in exercising its stewardship and oversight role and in giving general policy direction to the affairs of the National Capital Commission;
- 6.1.3. Be the sole spokesperson for the Board of Directors;
- 6.1.4. Be responsible for interactions between the Board of Directors and the responsible Minister and the Board of Directors and the Chief Executive Officer;
- 6.1.5. Be a non-voting, ex-officio member of all committees of the Board of Directors and all advisory committees of the National Capital Commission;
- 6.1.6. In conjunction with the Chief Executive Officer, represent the National Capital Commission and appear on its behalf at formal or official occasions;.
- 6.1.7. Have the authority to approve events when the total costs are greater than \$50,000; and
- 6.1.8. Have the authority to approve hospitality when the total costs associated with an event are greater than \$10,000.

6.2. The Chairperson may:

- 6.2.1. Delegate to any Board member any of the Chairperson's duties and functions as necessary.

7. Chief Executive Officer

7.1. The Chief Executive Officer shall:

- 7.1.1. Provide direction and management for all aspects of the National Capital Commission's activities and be responsible for the timely implementation of policies and direction of the Board of Directors and for the day to day operations of the National Capital Commission;
- 7.1.2. Exercise all the powers and perform, or supervise the performance of, all the duties and functions conferred upon the National Capital Commission which are not the exclusive authority of the Board of Directors, subject to direction the Board of Directors may provide from time to time. Provided that, for the purposes of this section 7.2, amendments to transactions having an aggregate value of one million dollars or less are deemed not to be within the exclusive authority of the Board of Directors;
- 7.1.3. Delegate to management and staff such powers, duties and functions as necessary for the proper and efficient functioning of the National Capital Commission;
- 7.1.4. Provide timely and comprehensive information, advice and recommendations to the Board of Directors and its committees;
- 7.1.5. In conjunction with the Chairperson, represent the National Capital Commission and appear on its behalf at formal or official occasions;
- 7.1.6. Appoint members of the Executive Management Team, designate them as corporate officers, and define their duties and functions; and
- 7.1.7. Be a non-voting, ex-officio member of all committees of the Board of Directors and advisory committees of the National Capital Commission.

8. Commission Secretary

8.1. The Commission Secretary shall:

- 8.1.1. Attend and be the secretary of all meetings of the Board and committees;
- 8.1.2. Be the custodian of and maintain the corporate records and governance instruments of the Board and committees in a manner compliant with applicable legislation and policies;

8.1.3. Perform such other duties and exercise such powers as are assigned to the Commission Secretary by resolution of the Board, by policy or by the Chief Executive Officer.

8.2. The Commission Secretary may:

8.2.1. Issue certified copies of all official documents and shall sign the official documents relating to: i) the purchase or sale of real property or immovables and, ii) the grant or receipt of an easement, a restrictive covenant or servitude.

8.2.2. Delegate the duties and functions in paragraphs 8.1.1, 8.1.2 and 8.1.3.

9. Banking Officer

9.1. Any two of the Chief Executive Officer, the Chief Financial Officer, the Commission Secretary and the person (s) responsible for banking operations are authorized to sign and execute on behalf of the National Capital Commission, each document, standard form and resolution necessary or required by a bank in connection with the banking operations of the National Capital Commission.

Resolution 1 Banking Operations

Adopted by the Board of Directors
on April 9, 2014

WHEREAS the Commission needs to conduct banking operations; and

WHEREAS the Commission finds it practical to authorize some of its corporate officers to deal with banking operations.

It is therefore resolved by the National Capital Commission that:

1. The banker of the Commission shall be the Royal Bank of Canada, hereinafter referred to as "**the Bank**". The Commission may also conduct banking and investment transactions with other financial institutions from time to time.
2. The Chief Executive Officer, the General Manager, the Commission Secretary, the Executive Director responsible for banking operations, the Director responsible for banking operations, and the Chief responsible for banking operations are authorized to sign and execute on behalf of the Commission, all documents, standard forms and resolutions necessary or required by the Bank in connection with the banking operations of the Commission.
3. The Bank is hereby authorized to negotiate and charge cheques and electronic payments against the accounts of the Commission subject to the following:
 - 3.1. In the case of non-mechanical means, the cheques must bear two signatures, one of which is the signature of:
 - 3.1.1. Any one of the Chief Executive Officer of the Commission, the General Manager;

and the other of which is the signature of:
 - 3.1.2. Any one of the Commission Secretary, the Executive Director responsible for banking operations, or the Director responsible for banking operation.
 - 3.2. In the case of mechanical means, the cheques must bear the signature of the Chief Executive Officer and the Executive Director or the Director responsible for banking operations;
 - 3.3. In the case of electronic means, the payments can be submitted electronically by either the Director responsible for banking operations, the Chief responsible for banking operations, or the Manager responsible for banking operations with a delegated payment authority; and

- 3.4. Without limiting the foregoing, in the case of specific accounts used by service providers:
- 3.4.1. The cheques can also bear the signature of two representatives from service provider authorized by the Executive Director responsible for banking operations or the Commission Secretary in writing to the Bank.
 - 3.4.2. In the case of electronic means, the payments can be submitted electronically by representatives from service provider authorized by either the Director responsible for banking operations, the Chief responsible for banking operations, or the Manager responsible for banking operations with a delegated payment authority.

**Resolution 2
Head Office**

Adopted by the Board of Directors
on June 29, 2010

WHEREAS the Commission shall have a head office in the National Capital Region.

It is therefore resolved by the National Capital Commission that:

The head office of the Commission shall be located at 40 Elgin Street, Ottawa, Canada.

Resolution 3
Mayors Participating at Meetings of the Board of Directors

Adopted by the Board of Directors
on February 29, 2016

WHEREAS the Government of Canada has made it a priority that government institutions operate in a more open and transparent manner;

AND WHEREAS the Chairperson of the National Capital Commission has received a mandate letter from the Minister of Canadian Heritage requesting that the National Capital Commission Board of Directors take steps to formalize participation of the Mayors of the City of Ottawa and the City of Gatineau, on an ex-officio and non-voting basis, as participants at meetings of the Board of Directors;

AND WHEREAS participation of the Mayors of the City of Ottawa and the City of Gatineau at meetings of the Board will complement the pan-Canadian, national and regional perspectives advanced during deliberations by National Capital Commission Board members with the expectation that this foster a strategic regional alignment in building Canada's capital as a dynamic and inspiring source of pride for all Canadians;

IT IS THEREFORE RESOLVED by the Board of Directors of the National Capital Commission (the "Corporation") that:

1. Subject to the provisions of this resolution, the mayors of the City of Ottawa and the City of Gatineau may personally attend all meetings of the Board of Directors as non-voting ex-officio participants (the "Mayors").
2. Like Board members, individual Mayors will attend in person and may not send a delegate or representative to act as a substitute participant at meetings of the Board if unable to attend.
3. Like Board members, the Mayors may speak at meetings when recognized by the Chairperson of the Board of Directors, with the exception that Mayors cannot move or amend motions.
4. Like Board members, and subject to the approval of the Chairperson of the Corporation, the Mayors may propose to the Chairperson of the Corporation that a specific topic be included on the agenda of a meeting of the Board for consideration or discussion. The Mayors must submit the topic and any other relevant information to the Corporation's Secretariat no less than one week prior to the meeting of the Board.

5. Like Board members, and subject to the provisions of this resolution, the Corporation shall endeavor to deliver the relevant board agendas and materials to the Mayors in a timely manner prior to each board meeting.
6. The Chairperson and the Chief Executive Officer of the Corporation are responsible for speaking on behalf of the Board and the Corporation. The Mayors will not speak on behalf of the Corporation nor represent themselves as members of the Board of Directors of the Corporation.
7. Like Board members, the Mayors shall strictly maintain and take appropriate measures to protect the confidentiality of the information they may obtain as participants, and shall not discuss the matters, the information, the deliberations that arise from the in camera portions of meetings of the Board.
8. Like Board members, the Mayors shall not knowingly directly or indirectly take advantage of, or benefit from, or permit anyone to take advantage of, information not in the public domain that is obtained in the course of their position of participants.
9. Like Board members, the Mayors shall promptly disclose to the Chairperson of the Corporation possible conflicting outside business activities as they arise.
10. Like Board members, when a real, potential or apparent conflict of interest (either in a personal capacity or in his/her capacity as mayor) is in relation to a specific agenda item, the Mayors shall:
 - a. Apprise the Chairperson upon receipt of the agenda in order that the relevant documents be withheld if necessary;
 - b. Declare such conflict at the beginning of any meeting where the agenda item is being considered and, as directed by the Chairperson, be recused from that portion of the meeting.
11. Notwithstanding any other provision of this resolution, Mayors will be excused from and only Board members will participate in those parts of the in camera meetings involving the following:
 - a. The Official Residences of Canada;
 - b. Internal operational matters of the Corporation;

- c. Solicitor-client privilege;
 - d. Legal or commercially sensitive matters involving the City of Ottawa or the City of Gatineau;
 - e. Human resources matters or privacy matters, including performance evaluations;
 - f. Any matter which could be, or result in, advice to the Minister or a Cabinet confidence; or
 - g. Matters where the Mayors may have an actual, potential or perceived conflict of interest.
12. Like Board members, the Mayors shall obtain and maintain the appropriate security clearances, as required.
13. The Mayors shall not receive any remuneration or be reimbursed for any expenses which they may incur as a result of being participants.
14. Like Board members, Mayors shall, upon leaving municipal office:
- a. Continue to respect the confidentiality of the information they obtained during their term as participants;
 - b. Not, as former Mayors, take improper advantage of their previous role as participants, including knowingly taking advantage of, or benefit from, information that was obtained during their term as a participant and that was not generally available to the public; and
 - c. Not, as former Mayors, either directly or indirectly, act for or on behalf of any person in any proceeding or transaction to which the Corporation is a party in respect of which they were involved at any time during their term as a participant.
15. Prior to attending a board meeting for the first time, each of the Mayors shall sign the following declaration:
“I acknowledge that I have read and considered this resolution pertaining to the Mayors as participants at meetings of the Board of Directors and agree to abide by it.”
16. This resolution will be reviewed and its implementation assessed within 12 months of the day this resolution was passed and annually thereafter. The Chairperson will send a summary report of the assessment to the Corporation’s responsible Minister.

17. This resolution shall form part of the National Capital Commission By-laws and shall be added as an Annex thereto.

Originally adopted: June 29, 2010

Amendments

November 24, 2010 (By-law No.1 section 3.2.6, By-law No.2 section 2.2)

June 30, 2011 (By-law No.1 - Resolution 1 - Canadiana Fund)

June 27, 2013 (Combining By-law No.1 and By-law No.2)

April 9, 2014 (Resolution 1 - Banking Resolution)

September 8, 2015 (sections 6.7 and 6.8)

February 29, 2016 (Resolution 3 – Mayoral Participation)

February 20, 2017 (paragraphs 3.2.8 and 3.2.9 real property)

January 25, 2018 (Sections 3.2.5, 3.2.6, 4, 5, 6, 8)