

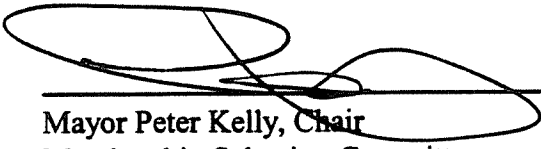
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Halifax Regional Council  
December 18th, 2001

*January 8, 2002*

**TO:** Mayor Kelly and Members of Halifax Regional Council

**SUBMITTED BY:**

  
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Mayor Peter Kelly, Chair  
Membership Selection Committee

**DATE:** December 12th, 2001

**SUBJECT:** **THE HALIFAX INTERNATIONAL AIRPORT  
ADVISORY COMMITTEE**

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**ORIGIN**

The Membership Selection Committee met on Tuesday, December 11<sup>th</sup>, to further review applicants expressing an interest to serve on the Halifax International Airport Authority. In recommending the nominees to serve on the Halifax International Airport Authority, the Committee considered that representation on the Authority should be at large, based on the entire municipality. The following motion was adopted for recommendation to Council:

**RECOMMENDATION**

It is recommended:

That citizens nominated to serve on the Halifax International Airport Authority be at large and not based on the geographical boundaries of the four previous municipal units.

**BACKGROUND/DISCUSSION**

With respect to representation from the four former municipal units, the Halifax International Authority by-law provides for nominations from the former City of Dartmouth, Town of Bedford, Halifax County Municipality and City of Halifax. It was the view of the Membership Selection Committee that with amalgamation of the four former units, nominations be at large, giving no special nomination status to former units.

**BUDGET IMPLICATIONS**

There are none.

**FINANCIAL MANAGEMENT POLICIES / BUSINESS PLAN**

This report complies with the Municipality's Multi-Year Financial Strategy, the approved Operating, Capital and Reserve budgets, policies and procedures regarding withdrawals from the utilization of Capital and Operating reserves, as well as any relevant legislation.

**ALTERNATIVES**

There are no alternatives being offered.

1.2 **Terms**

All terms defined in the Act except the term "Minister" have the same meanings in this by-law and all other by-laws and resolutions of the Authority.

1.3 **Interpretation**

In this by-law and in all other by-laws of the Authority, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the neuter and feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Corporations.

**ARTICLE 2  
HEAD OFFICE**

2.1 **Location**

The head office of the Authority shall be situate in the location set out in the Letters Patent and at such address within such location as may be determined by the Board from time to time.

**ARTICLE 3  
SEAL**

3.1 **Impression**

The seal, an impression of which shall be stamped on a certificate of the Secretary immediately following the issuance of the Letters Patent and the passage of this by-law, shall be the seal of the Authority.

**ARTICLE 4  
MEMBERSHIP**

4.1 **Membership**

(a) **Membership in the Authority shall consist of the First Members and Members. Each person admitted as a Member shall be promptly informed of his or her admission as a Member.**

(b) **Members are those persons appointed as Members in accordance with sections 4.3, 4.6 and 4.8, as the case may be. Each Member shall be entitled to one vote at all meetings of Members and shall have identical rights and obligations.**

#### 4.2 Qualifications

Notwithstanding any nomination by a Nominator to the contrary, each Member shall be at least 18 years of age and shall not be:

- (a) a corporation, firm or any other entity;
- (b) a person who has the legal status of a bankrupt or is insolvent;
- (c) a person who is found by a court to be a mentally incompetent person or of unsound mind;
- (d) a person holding federal, provincial or municipal elected office;
- (e) a person employed by or providing services on a full time basis under contract to any federal, provincial or municipal government, department or agency, or by any corporation owned by Her Majesty the Queen in Right of Canada or Her Majesty the Queen in Right of any province of Canada; and
- (f) a person who has been convicted of a criminal offence related to the employment of that person.

In addition:

- (i) The Board shall be representative of the community and, as far as practicable, be comprised of Members who collectively have experience and demonstrated capacity in such disciplines as air transportation, industry, aviation, business, commerce, finance, administration, law, government, engineering, the organization of workers, tourism, distribution and the cargo industry;
- (ii) The Board shall include at least one representative of the business community, one representative of consumer interests and one representative or organized labour, each of whom shall be identified as such;
- (iii) the Members shall be Canadian citizens; and
- (iv) notwithstanding any other provision of this by-law, no person shall be admitted as or deemed to be a Member until such time as the person consents to his or her becoming a Member.

**4.3 Replacement of First Members**

(a) Subject to section 4.4(d), upon the Nominators providing the First Members with the names of all of their respective Nominees and designating which Nominees have the qualifications set forth in section 4.4(f) the First Members shall appoint all the Nominees who (i) meet the qualifications of a Member set forth in section 4.2, and, (ii) meet the conflict of interest requirements set forth in section 6.12. Any of the First Members who were not named as Nominees by any of the Nominators shall be deemed to have resigned as Members and Directors as of such appointments.

(b) For greater certainty, the First Members shall be the sole Members of the Authority until replaced in accordance with the foregoing provisions of this section 4.3.

**4.4 Nomination of Members by Nominators**

(a) The following entities are the Nominators and have consented to act as Nominators in the manner contemplated by this By-Law:

- (i) The City of Dartmouth  
City Hall, Box 817  
Dartmouth NS B2Y 3Z3

Authorized Representative: The Mayor

- (ii) The Town of Bedford  
Town Hall  
Bedford NS B4A 1E5

Authorized Representative: The Mayor

- (iii) The County of Halifax  
Municipal Administration Building  
2750 Dutch Village Road  
Halifax NS B3L 4K3

Authorized Representative: The Mayor

- (iv) **The City of Halifax**  
**City Hall**  
**Box 1749**  
**Halifax NS B3J 3A5**

**Authorized Representative: The Mayor**

- (v) **Metropolitan Halifax Chamber of Commerce**  
**P.O. Box 8990**  
**Halifax NS B3K 5M6**

**Authorized Representative: The President of the Chamber**

- (vi) **Her Majesty the Queen in Right of Nova Scotia**  
**Purdy's Wharf Tower II**  
**4th Floor, 1969 Upper Water St.**  
**Halifax NS B3J 2N2**

**Authorized Representative: The Minister of Transportation and  
Communication**

- (vii) **Her Majesty the Queen in Right of Canada**  
**Tower C, Place de Ville**  
**330 Sparks St.**  
**Ottawa, ON K1A 0N5**

**Authorized Representative: The Minister of Transport**

- (viii) **Halifax International Airport Authority**  
**1959 Upper Water Street**  
**Halifax, NS B3J 2X2**

**Authorized Representative: The Chairman of the Board**

(b) Each of the Nominators in sections 4.4(a)(i)-(iv), through its Authorized Representative, shall name one Nominee to be a Member. Effective April 1, 1996, the Nominators in Sections 4.4(a) i-iv are to be amalgamated to form the Halifax Regional Municipality which shall thereupon assume the rights of each of the predecessor municipalities under this by-law.

(c) The Nominator in section 4.4(a)(v), through its Authorized Representative, shall name three Nominees to be Members.

(d) Her Majesty the Queen in Right of Canada, through its Authorized Representative, may name two Nominees to be Members (the "Federal Nominees") and Her Majesty the Queen in Right of Nova Scotia, through its Authorized Representative, may name one Nominee to be a Member (the "Provincial Nominee").

(e) During any period in which Her Majesty the Queen in Right of Canada subsidizes the Authority, it shall be entitled, through its Authorized Representative, to name a third Nominee either,

(i) by providing the First Members with the name of the Nominee as contemplated in subsection 4.3(a), or

(ii) by providing the Secretary with the name of the Nominee and a consent from the Nominee in which the Nominee consents to becoming a Member; the Members shall appoint such Nominee so named within 15 days of the Secretary receiving such Nominee's name and consent who (i) meets the qualifications of a Member set forth in section 4.2, and (ii) meets the conflict of interest requirements set forth in section 6.12.

For the purpose of this section 4.4(e), "subsidize" shall have the meaning provided in the ground lease between the Authority and Her Majesty the Queen in Right of Canada for the Airport.

(f) The Nominator in section 4.4 (a) (viii) shall name up to three Nominees to be Members. One such Nominee shall represent consumer interests and one such Nominee shall be representative of organized labour if no other members are recognized by the Members as being so representative.

(g) The Provincial Nominee and the Federal Nominees shall, in addition to the qualifications described in section 4.2, have an additional qualification in that such persons shall reside in the Province of Nova Scotia.

(h) The Members shall appoint as Members all the duly designated Nominees who:

(i) meet the qualifications of a Member set forth in section 4.2;

(ii) consent in writing to becoming a Member; and

- (iii) meet the conflict of interest requirements set forth in section 6.12.
- (i) Additional entities may be added as Nominators upon:
  - (i) the unanimous approval of the Board;
  - (ii) the entity providing its written consent to its becoming a Nominator; and
  - (iii) the prior written consent of the Minister.
- (j) Nominators may be removed with the unanimous approval of the Board and with the prior written approval of the Minister.

#### 4.5 Terms of Members

(a) Seven (7) of the Members appointed in accordance with section 4.3 shall serve for an initial term of two years and the balance of the Members so admitted shall serve for an initial term of four years. Term lengths shall be drawn by lot at the initial meeting of the Members called for the purpose.

(b) All persons appointed as Members, other than,

- (i) Members whose initial term is determined pursuant to subsection 4.5(a) to be two years, and
- (ii) Members appointed pursuant to section 4.8 .

shall be appointed for a term of 4 years.

#### 4.6 Appointment of Subsequent Members

(a) At least 60 days prior to the expiration of the term of membership of a Nominator's Member (in this section called the "Existing Member"), the Secretary shall solicit a Nominee from the Nominator who originally nominated the Existing Member to replace the Existing Member (which Nominee may be the Existing Member). The Nominator shall provide the Secretary with the name of its Nominee at least 15 days prior to the expiration of the term of membership of the Existing Member. The Members shall appoint as a Member each Nominee so named by the Nominator who (i) meets the qualifications of a Member set forth in section 4.2, and, when applicable, the qualification set forth in section 4.4 (g), (ii) consents in writing to becoming a Member, and (iii) meets the conflict of interest requirements set forth in section 6.12, such appointment to be effective upon the expiration of the Existing Member's term of



membership. Notwithstanding the foregoing, no person may serve as a Member for more than eight years.

(b) If a Nominator, other than a Nominator in section 4.4 (a) (vi) and (vii), (in this section called the "Defaulting Nominator"), has not advised the Secretary of its Nominee at least 15 days prior to the expiration of the term of membership of its Existing Member, the Board may proceed to select the Nominee for the Defaulting Nominator on the Defaulting Nominator's behalf and the Secretary shall advise the Defaulting Nominator in writing of the name of the person so selected, if any. Each such Nominee shall (i) meet the qualifications of a Member set forth in section 4.2, (ii) consent in writing to becoming a Member, and (iii) meet the conflict of interest requirements set forth in section 6.12. The person so selected by the Board shall be appointed by the Members effective upon the expiration of the Existing Member's term of membership, unless prior to such time the Defaulting Nominator advises the Secretary of a different Nominee, in which case such different Nominee shall be the defaulting Nominator's Nominee for the purpose of section 4.6(a). If neither the Defaulting Nominator nor the Board name the Defaulting Nominator's Nominee, the Existing Member shall be deemed to be the Defaulting Nominator's Nominee for the purpose of section 4.6(a). Notwithstanding the foregoing, no person may serve as a Member for more than eight years.

#### 4.7 Transfer of Membership

Membership in the Authority is not transferable.

#### 4.8 Termination of Membership

Membership in the Authority automatically terminates upon the happening of any of the following events:

- (a) if a Member, in writing, resigns as a Member of the Authority;
- (b) if a Member dies;
- (c) if a Member ceases to have the qualifications referred to in sections 4.2(a) to (f), inclusive;
- (d) if a Member ceases to be a Canadian citizen; or
- (e) if a Member's membership is terminated in accordance with section 4.9.

Upon a Member's membership so terminating the Secretary shall forthwith provide written notice to the Nominator who had originally nominated such Member of such termination of membership. The Nominator shall then advise the Secretary in writing of the name of a new

Nominee as soon as possible following such termination of membership. The Members shall appoint such Nominee so named by the Nominator who (i) meets the qualifications of a Member set forth in section 4.2, and, when applicable, the qualification set forth in section 4.4 (g), (ii) meets the conflict of interest requirements set forth in section 6.12, and (iii) provides his consent to be a Member. Such person shall be appointed by the Members as a Member for the balance of the term of membership of the Member whose membership was terminated. If the Nominator other than a Nominator in section 4.4 (a) (vi) and (vii) fails to name a new Nominee within 60 days of receiving written notice of the termination of membership, the Members may, if they so choose, select the Nominee for the Nominator who has failed to do so on such Nominator's behalf. The person so selected by the Members shall be deemed to be the Nominator's Nominee and shall (i) meet the qualifications of a Member set forth in Section 4.2, and, (ii) meet the conflict of interest set forth in Section 6.12, and, (iii) provide his consent to be a Member. Such person shall be appointed by the Members as a Member for the balance of the term of membership of the Member whose membership was terminated.

#### 4.9 Removal of a Member

If any Nominator or Director so requests, the Board will consider whether there is cause to terminate the membership of any Member. If the Board, by a vote of not less than two thirds of all the Directors except the Director in question, determines that there is cause to terminate the membership of a Member, then that Member's membership shall terminate effective the date of such determination. For the purpose of this Section "cause" shall include theft, fraud, sexual harassment, intoxication, public disclosure of confidential information relating to the Authority and breach of the conflict of interest or code of conduct rules set forth in Section 6.12. Notice of a meeting of the Board for the removal of a Member shall state such purpose and the name of the Member concerned. The Member shall be entitled to a reasonable opportunity to be heard. Upon a Member's membership being terminated in accordance with the foregoing, the vacancy so created shall be filled in the manner set out in section 4.8.

#### 4.10 Membership Dues

There shall be no membership fees, dues or levies.

#### 4.11 Non-Liability of Nominators

The Nominators shall not be liable for any Claims arising out of their:

- (a) nominating the Members in accordance with this Article 4;
- (b) failing to name a nominee; or

- (c) involvement with the Authority in the manner contemplated by this by-law.

## ARTICLE 5 ELECTION/APPOINTMENT OF BOARD

### 5.1 Ex Officio Board

The Board shall be comprised solely of ex officio directors.

### 5.2 Size of the Board

The size of the Board shall be not less than seven nor more than fifteen.

### 5.3 Directors

Every person who is a Member shall be ex officio a Director of the Authority. Upon a person ceasing to be a Member, such person shall automatically cease to be a Director of the Authority.

## ARTICLE 6 BOARD OF DIRECTORS

### 6.1 Powers of the Board

The Board shall have the power to and shall administer the affairs of the Authority in all things and make or cause to be made for the Authority, in its name, any kind of contract which the Authority may lawfully enter into and save as hereinafter provided, generally, may exercise all other powers and do all other acts and things as the Authority is by its charter or otherwise authorized to exercise and do. Without limiting the generality of the foregoing, the Board shall have the power to:

- (a) appoint and replace the President;
- (b) approve annual operating and capital budgets for the Authority;
- (c) authorize expenditures on behalf of the Authority from time to time and may delegate by resolution to an officer or officers of the Authority the right to employ and pay salaries to employees of the Authority;
- (d) raise and make expenditures of funds for the purpose of furthering the objects of the Authority;