

# The Corporation of the City of Guelph

## By-law Number (2023) – 20794

A by-law to delegate certain administrative powers and duties to City staff, to govern the execution of documents, and to repeal By-laws (2013)-19529; (2013)-19559; (2013)-19586; (2013)-19596; (2013)-19618; (2014)-19749; (2014)-19792; (2015)-19879; (2016)-20022; (2017)-20150; (2018)-20258; (2019)-20375; (2019)-20391; (2019)-20412; (2019)-20439; and (2022)-20711.

WHEREAS section 23.1 of the *Municipal Act, 2001*, S.O. 2001, c. 25, as amended (the "Act"), authorizes a municipal council to delegate its powers and duties under the Act or any other Act to a person or body, subject to the rules and restrictions set out in Part II of the Act;

AND WHEREAS clause 224(d) of the Act, as amended, states that it is the role of a municipal council to ensure that administrative practices and procedures are in place to implement the decision of Council;

AND WHEREAS clause 227(a) of the Act provides that it is the role of the officers and employees of the municipality to implement Council's decisions and establish administrative practices and procedures to carry out Council's decisions;

AND WHEREAS the Council of The Corporation of the City of Guelph ("Council") has deemed that certain routine administrative and legislative powers are of a minor nature, and the delegation of these powers would contribute to the efficient management of the City while still adhering to the principles of accountability and transparency;

AND WHEREAS Council has deemed it desirable to set out in a by-law its policies with respect to the execution of documents and to delegate certain administrative powers and duties to City staff;

AND WHEREAS on the twenty-fifth day of February, 2013, Council enacted By-law Number (2013) – 19529 to delegate certain administrative powers and duties to staff;

AND WHEREAS on the thirtieth day of September, 2013, Council enacted By-law Number (2013) – 19635 to govern the execution of documents;

AND WHEREAS Council wishes to repeal By-law Number (2013) – 19529 and By-law Number (2013) – 19635 and replace them with a new by-law;

NOW THEREFORE THE COUNCIL OF THE CORPORATION OF THE CITY OF GUELPH ENACTS AS FOLLOWS:

### Definitions

1. In this By-law,

"Act" means the *Municipal Act, 2001*, S.O. 2001, c. 25, as amended;

"administrative powers" means all actions that may be taken by Council and Committees, individual Members of Council, and all City officers and employees, which are necessary or appropriate for the effective management of the City in the performance of its responsibilities, including the procurement and disposal of goods, services and property for City purposes;

“CAO” means the City’s Chief Administrative Officer appointed by By-law Number (2019) – 20425, as amended from time to time, or any successor position thereof;

“City” means The Corporation of the City of Guelph,

and “Corporation” has a corresponding meaning;

“City Clerk” means the General Manager City Clerk’s Office/City Clerk, whose duties are assigned under subsection 228 (1) of the *Act*, and includes the Deputy Clerk or any Deputy acting under the direction of the City Clerk or any successor position thereof;

“City Solicitor” means the General Manager of Legal, Realty and Court Services/City Solicitor and includes the Deputy City Solicitor or any Associate Solicitor acting under the direction of the City Solicitor or any successor position thereof;

“Council” means the elected Council of The Corporation of the City of Guelph;

“delegation” means duties conferred by Council on City staff, and is inclusive of both powers delegated from Council to City staff and powers granted by Council to City staff;

and “delegated power” has a corresponding meaning;

“Deputy CAO” means Deputy Chief Administrative Officer and those individuals reporting directly to the CAO, who are responsible for the direction and leadership of individual service areas;

“document” means any written instrument whether on paper or in electronic form including, without limiting the foregoing, any contract, agreement, deed, purchase order, memorandum, letter of intent, application, permit, release, waiver or acknowledgement which, when executed, will have or is intended to have the effect of causing the City to be bound in a legally enforceable relationship with any other person, but shall not include:

- a) any cheques, bank drafts, orders for payment of money, promissory notes, acceptances, bills of exchange, debentures and any similar instruments; and
- b) correspondence, whether by letter or in electronic form, intended to convey information or confirm a position on a matter, but not intended to create a contract or agreement between the City and any other person, whether or not a legally enforceable right or remedy is created thereby;

and “documents” has a corresponding meaning;

“Document Execution Record” means the Document Execution Record required under the Administration section of this By-law;

“execute” means to complete the formalities intended to give effect to a document and may include any one or more of the following formalities as may be required in the circumstances:

- a) signing the document;
- b) causing the seal of the City to be affixed to the document; and
- c) causing delivery of the document to be made to the other parties thereto;

“Procurement By-law” means By-law Number (2018) – 20259, as amended; and

“signing officer(s)” has the meaning ascribed to it in section 7 of this By-law.

### **Nature and Scope of the Delegation of Powers and Duties**

2. Council delegates the powers and duties set out in the attached Schedule “A” to those officers, employees, committees or tribunals listed therein and subject to any limitations specified therein.
3. Notwithstanding the foregoing, Council retains the authority to, at any time and without notice, make, reconsider, or revoke any delegation that has been delegated pursuant to this By-law.
4. Any delegation to a Deputy CAO or a General Manager shall be deemed to

include the CAO, with the exception of delegations to the City Clerk, the City Treasurer or the City Solicitor.

5. Unless otherwise noted, where this By-law has assigned a delegation to a Deputy CAO or General Manager, they may further designate an individual to act in their place. This further sub-delegation shall be in writing. In the event of the sudden departure of a delegate, the CAO may designate an individual to act in the delegate's place. This further sub-delegation shall be in writing. Sub-delegations may be time-limited to service temporary absences, or long-term to facilitate corporate workflow. The maintenance of the written sub-delegation is the responsibility of delegator.
6. Where the exercise of a delegated power or duty requires the expenditure of money or subjects the Corporation to a potential financial loss or obligation, funding for the expenditure or provision for the potential loss or obligation must be included in an approved budget or managed in alignment with reserve fund policies under the advisement of the City Treasurer. All relevant requirements of the City's policies, including the Procurement By-law shall be followed as a condition to the exercise of the delegated authority.

### **Appointment of Signing Officers**

7. Subject to the requirements of this By-law and any statute regarding the execution of any particular kind of document, an employee or officer of the City, who at the time of execution of any document holds any of the following offices or positions, is a signing officer of the City and has the authority to execute the document on its behalf:
  - a) the Mayor;
  - b) the CAO;
  - c) the City Solicitor;
  - d) the City Clerk; and
  - e) a Deputy CAO.
8. In addition to the signing officers designated in 7, a document listed in the delegation column of Schedule A of this By-law (routine documents) may be executed by an employee or officer of the City of Guelph who at the time of execution of the particular documents holds any one of the offices or positions set out in the delegate column of Schedule A, and they shall be considered to be signing officers but only for the limited purposes of the documents set out in Schedule A, that they are authorized to sign provided that all other provisions of this By-law are complied with.
9. When any signing officer designated under 7 and 8 is absent for any reason or the office or the position is vacant:
  - a) if there is a By-law which designate a deputy, associate or other acting person as having the authority of the person holding the position or office of the signing officer, such deputy, associate or acting person is authorized to exercise the authority of the signing officer under this By-law; and
  - b) unless contrary to a By-law as described in clause (i), any employee or officer of the City appointed in writing by the signing officer identified in 7,8 and as stated in under 5, as acting in the position or office of such signing officer during their temporary absence, is authorized to exercise the authority of the signing officer under this By-law.

### **Authority and Manner of Execution**

10. Delegates shall execute documents only where it is authorized by provincial statute, by By-law, or by resolution of Council. This includes the Procurement By-law to the extent that it authorizes purchase orders and contracts for the sale of goods and services.
11. Should there be a contradiction between By-law Numbers (2013)-19529, (2013)-19635 and previous By-laws enacted by the City, By-law Number (2023)-20794 shall prevail.

12. The following rules shall apply to the execution of documents:

- a) Unless otherwise required by law or this By-law, a document may be executed by either the appropriate delegate under Schedule "A" or two (2) signing officers where required.
- b) Documents may be endorsed with the words, "I/We have authority to bind the Corporation, in accordance with Schedule "B" to Bylaw Number (2023)- 20794 (Delegation of Authority By-Law)" or any similar words indicating the authority of the signing officer(s).
- c) Every signing officer shall ensure that their name and title are legibly printed beneath his or her signature.
- d) The seal of the City shall not be affixed to a document upon execution unless it is approved by either the City Clerk or the City Solicitor.
- e) When executing documents digitally the Electronic Signature Policy shall be adhered to.
- f) An individual who is authorized to execute an agreement or contract is also authorized to execute any documents reasonably necessary to carry out the purposes and intent of the agreement or contract or to amend the agreement or contract.

### **Administration**

13. A Document Execution Record shall be completed in respect of each document executed in accordance with this By-law, except for the following documents:

- a) Purchase orders;
- b) Undertakings, certificates, declarations and similar documents, required for the completion of any transaction involving the purchase, sale or exchange of any interest in land other than agreements of purchase and sale, deeds, transfers, leases and agreements to lease;
- c) Forms under the Land Registration Reform Act, R.S.O. 1990, c.L.4, as amended, consolidated or replaced from time to time, for the registration of any documents that have already been executed on behalf of the City, in accordance with this By-law;
- d) Facility rental permits for the occupancy of City lands or premises on a short term basis (i.e., duration of less than one year) by others, such as the use of meeting rooms, sports fields, open space, arenas, aquatic facilities, recreation and cultural facilities, civic facilities and road allowance;
- e) Special events permits indicating that the applicant organization/individual has met and complied with all conditions, legislation and by-laws pertaining to their application to hold an event on City owned or City operated property; and
- f) Hiring of performers and artists for single, one time events.

14. The Clerk's Office shall maintain a register of the Document Executions Records.

15. All conditions set out in Schedule "A" must be adhered to.

16. All documents to be executed shall be prepared in a sufficient number of identical originals to permit at least one executed original, which may be executed in counterparts, to be retained by the City, except that if the document provides that electronic signatures or execution in counterparts with exchange by PDF and e-mail are sufficient, an executed original is not required.

17. The initiator of a document(s) shall arrange for the execution of such document(s) by the appropriate signing officers.

18. The City Clerk shall approve the form of the Document Execution Record, prepare and circulate procedures, and ensure that a registry of documents executed is kept for the purposes of this By-law.

19. Following its execution, the fully executed document shall be forwarded to the Office of the City Clerk and the remaining original(s), if any, to the department with primary oversight for the contract or agreement to which the document

pertains.

20. The department with primary oversight for the contract or agreement shall be responsible for distribution of the executed document.

21. The short title of this By-law is the "Delegation of Authority By-law".

### **General**

22. A document executed under authority delegated by this By-law shall first be approved as to content by the CAO, Deputy CAO, the General Manager responsible for the relevant department, or the delegate, as the case may be, and, when required by the delegate, approved as to form by the City Solicitor.

23. Any reference to legislation, regulations, and to by-laws in this By-law shall be interpreted to include all amendments to and any successor legislation thereof.

24. It is the opinion of Council that any of the legislative powers delegated pursuant to this By-law are of a minor nature within the meaning of subsection 23.2(4) of the *Act*.

25. If a court of competent jurisdiction declares any provision, or any part of a provision, of this By-law to be invalid, or to be of no force and effect, it is the intention of Council in enacting this By-law that each and every other provision of this By-law, authorized by law, be applied and enforced in accordance with its terms to the extent possible according to law.

26. Where specified, delegated authority set out in Schedule "A" to this By-law and exercised shall be reported on an annual basis to Council, or a Committee of the Council, by the Deputy CAO described as responsible for the delegated authority.

27. Schedule "A" – "Delegation of Powers and Duties" attached hereto forms part of this By-law.

### **Effective By-law Date**

This By-law comes into force and takes effect on the day upon which it is passed.

### **Schedules**

Schedule "A" – Delegation of Powers and Duties

**Passed this twenty-fifth day of April, 2023.**

---

**Cam Guthrie, Mayor**

---

**Stephen O'Brien, City Clerk**