



THE CORPORATION OF THE TOWN OF WHITBY

Signing Authority By-law

A by-law to authorize the Mayor and the Clerk, and other authorized individuals, to execute certain agreements, contracts and documents.

By-law # 7127-16

Consolidated Version

As Amended by By-laws:

By-law Number:	Date Passed:
7502-19	April 15, 2019

Contents

1. Definitions 3

2. General 4

 Scope of Authority 4

 Administration 4

 Delegation of Document Execution – Mayor and Clerk 4

 Delegation of Document Execution – Treasurer 5

 Delegation of Document Execution – Department Head/Chief Administrative Officer and Treasurer 5

 Delegation of Subdivision and Development Agreements – Commissioner of Planning and Development 6

3. Schedule(s) 6

4. Short Title 6

5. Repeal of Existing By-law 6

6. Effective Date 6

The Corporation of the Town of Whitby

By-law # 7127-16

Signing Authority

Being a by-law to authorize the Mayor and the Clerk, and other authorized individuals, to execute certain agreements, contracts and documents.

Whereas subsection 249(1) of the Municipal Act, 2001, S.O. 2001, c. 25, as amended, (the "Municipal Act, 2001") provides that every by-law of a municipality shall be under the seal of the corporation, and shall be signed by the clerk and by the head of council or presiding officer at the meeting at which the bylaw was passed;

And Whereas the Council of The Corporation of the Town of Whitby considers it desirable to authorize the Mayor and Clerk, and other authorized individuals, to execute other documents on behalf of the Town to provide for the expeditious processing of such documents.

Now therefore, the Council of The Corporation of the Town of Whitby enacts as follows:

1. Definitions

In this By-law,

- 1.1 **Chief Administrative Officer** means the Chief Administrative Officer of the Town.
- 1.2 **Clerk means** the Clerk or Deputy Clerk of the Town appointed or designated in accordance with the Municipal Act, 2001, or a person appointed or designated to act in place of the Clerk when the Clerk is absent or refuses to act.
- 1.3 **Council** means the Council of The Corporation of the Town of Whitby.
- 1.4 **Department Head** means an officer or employee of the Town who will generally hold the title of 'Commissioner', appointed by the Chief Administrative Officer or Council, as required, to oversee a department, or a person appointed or designated to act in place of the Commissioner when the Commissioner is absent or refuses to act.
- 1.5 **Document(s) means** any written instrument, including but not limited to a contract or agreement, in paper or electronic form which when duly executed, will have or is intended to have the effect of binding the Town.
- 1.6 **Mayor** means the **Head** of Council of The Corporation of the Town of Whitby elected or appointed in accordance with the Municipal Act, 2001 and the Municipal Elections Act, 1996, S.O. 1996, c. 32, Sched., as amended, or the Deputy Mayor or Acting Mayor as may be appointed or designated by Council

from time to time.

1.7 **Town** means The **Corporation** of the Town of Whitby.

1.8 **Treasurer** means the Treasurer of The Corporation of the Town of Whitby appointed or designated in accordance with the Municipal Act, 2001 or a person appointed or designated to act in place of the Treasurer when the Treasurer is absent or refuses to act.

2. General

Scope of Authority

2.1 The execution of a Document pursuant to this by-law shall be subject to compliance with any policies adopted by Council from time to time with respect to the transaction or activity to which the Document relates, and to any administrative procedures established by the Chief Administrative Officer.

2.2 No provision of this by-law shall be construed as waiving any provision of the Purchasing Policy, as amended from time to time, and the said policy shall continue to apply to the procurement of deliverables on behalf of the Town.

Administration

2.3 The Treasurer or Department Head, as applicable, shall retain and file a record of each Document executed pursuant to this by-law in accordance with the Town's Records Retention By-law.

Delegation of Document Execution – Mayor and Clerk

2.4 The Mayor and Clerk are authorized to execute, under seal, Documents on behalf of the Town provided the general intent, purpose and effect of the Document has been approved by resolution or by-law duly passed or enacted by Council.

2.5 The Mayor and Clerk are hereby authorized to execute the following Documents, under seal, on behalf of the Town:

a) any Document, provided that the general intent, purpose and effect of the Document has been approved by resolution or by-law duly passed or enacted by Council;

b) any Document originally authorized by Council for the purchase of goods or services by the Town from the successor of an operator with whom the

Town had a similar agreement immediately prior to the change in operator, where such Document is required by reason of a change of name, ownership, address or legal status of the operator; and

- c) any ancillary Documents necessary to give effect to the original Council approval and shall include the authority to amend the original Document to clarify the legal obligations or contractual interpretation of the Document, provided that such amendments do not result in any additional financial obligation to the Town.

Delegation of Document Execution – Treasurer

2.6 The Treasurer is hereby authorized to execute the following Documents on behalf of the Town:

- a) banking resolutions and account agreements as required by banking and financial institutions; and
- b) grant or donation agreements to receive funding from federal or provincial governments or institutions.

Delegation of Document Execution – Department Head/Chief Administrative Officer and Treasurer

2.7 A Department Head or the Chief Administrative Officer, together with the Treasurer, are hereby authorized to execute Documents that incur a financial obligation on behalf of the Town provided that the following criteria are met:

- a) the total financial consideration of said Document has been approved in a budget adopted by Council;
- b) the contract or purchase order for goods or services has been awarded in accordance with the Town's procurement policies and procedures as may be amended from time to time, and does not require Council approval;
- c) the transaction or activity is included in a program, project or activity which has been approved by Council or is reasonably incidental to the authority given or delegated to the Department Head or Chief Administrative Officer.

2.8 Where the Treasurer is also the Department Head for the purpose of executing a document under Section 2.7, either one of the Clerk or Chief Administrative Officer shall also execute the document together with the Treasurer.

2.9 A Department Head, the Chief Administrative Officer, or the employee appointed as the head of technology, as applicable, is hereby authorized to execute Documents that do not incur a financial obligation on behalf of the Town provided that the following criteria are met:

- a) execution of the document is necessary to administer a program, project or activity which has been approved by Council or is reasonably incidental to the authority given or delegated to the Department Head or Chief Administrative Officer, or execution of the document or agreement to terms and conditions is necessary to procure or use a vendor's software or hardware;
- b) where execution will result in an ongoing legal liability or associated risk, the Department Head, Chief Administrative Officer or head of technology shall have the Document reviewed by the Town's Legal Services Division and Risk Management & Insurance Analyst.

Delegation of Subdivision and Development Agreements – Commissioner of Planning and Development

2.10 The Commissioner of Planning and Development is hereby authorized to execute subdivision and development agreements subject to a subdivision having received the necessary Council approvals in accordance with the Planning Act or when an agreement is being requested as a requirement of a consent application made to the Durham Region Land Division Committee.

3. Schedule(s)

3.1 Not applicable.

4. Short Title

4.1 Signing Authority By-law

5. Repeal of Existing By-law

5.1 By-law # 2691-89 is hereby repealed.

6. Effective Date

6.1 The provision of this By-law shall come into force and take effect on the final passing of the By-law.

By-law read and passed this 18th day of April, 2016.

Original Approved and Signed.

Don Mitchell, Mayor

Original Approved and Signed.

Christopher Harris, Town Clerk